

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AFFIDAVIT TO CONFIRM THE TERMINATION OF SECURITY INTEREST RECORDED AT REEL/FRAME NO. 3430/0330

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GOLDMAN SACHS CREDIT PARTNERS L.P.		06/13/2013	LIMITED PARTNERSHIP: <div style="background-color: black; width: 50px; height: 15px; display: inline-block;"></div> Bermuda

RECEIVING PARTY DATA

Name:	VALLEYCREST COMPANIES
Street Address:	24151 VENTURA BOULEVARD
City:	CALABASAS
State/Country:	CALIFORNIA
Postal Code:	91302
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2352217	SITE WORKS
Registration Number:	2266591	
Registration Number:	2266628	A PASSION FOR PERFECTION
Registration Number:	2264654	EXPERIENCE IN PLAY
Registration Number:	2389086	ENVIRONMENTAL CARE
Registration Number:	2365137	NATURAL ENGINEERING
Registration Number:	2282997	VALLEYCREST
Registration Number:	2329809	BREAKING NEW GROUND
Registration Number:	2329949	CARE FOR IT
Registration Number:	2422854	ECI
Registration Number:	2453215	HOLIDAY WORKS
Registration Number:	2830621	THE WORKFORCE OF NATURE
Registration Number:	2821662	THE WORKFORCE OF NATURE

OP \$990.00 2352217

Registration Number:	3123946	THE WORKFORCE OF NATURE
Registration Number:	2830622	THE WORKFORCE OF NATURE
Registration Number:	2889769	VALLEYCREST
Registration Number:	2889770	VALLEYCREST
Registration Number:	2887156	VALLEYCREST
Registration Number:	3162994	VALLEYCREST
Registration Number:	2889771	VALLEYCREST
Registration Number:	2889772	VALLEYCREST
Registration Number:	2891662	
Registration Number:	2942535	
Registration Number:	2977025	
Registration Number:	3145823	
Registration Number:	3058025	
Registration Number:	2889773	
Registration Number:	2891663	
Registration Number:	2897023	
Registration Number:	2997238	VALLEY CREST TREE COMPANY THE TREE GROWI
Registration Number:	3390255	SITWORKS STUDIO VALLEYCREST DESIGN GROU
Registration Number:	3360996	COMSTOCK STUDIO VALLEYCREST DESIGNGROUP
Registration Number:	3358081	VALLEYCREST DESIGN GROUP
Serial Number:	76437380	THE WORKFORCE OF NATURE
Serial Number:	76437388	VALLEYCREST
Serial Number:	76437390	VALLEYCREST
Serial Number:	76437398	
Serial Number:	76437399	
Serial Number:	78951857	JAMESHYATT STUDIO VALLEYCREST DESIGN GRO

CORRESPONDENCE DATA

Fax Number: 7147558290
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Email: IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM
 Correspondent Name: LATHAM & WATKINS LLP
 Address Line 1: 650 TOWN CENTER DRIVE, 20TH FLOOR
 Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 038611-0078

	KRISTIN J AZCONA
Signature:	/KJA/
Date:	11/01/2013
<p>Total Attachments: 28</p> <p>source=ValleyCrest - IP Affidavit to Confirm Release#page1.tif source=ValleyCrest - IP Affidavit to Confirm Release#page2.tif source=ValleyCrest - IP Affidavit to Confirm Release#page3.tif source=ValleyCrest - IP Affidavit to Confirm Release#page4.tif source=ValleyCrest - IP Affidavit to Confirm Release#page5.tif source=ValleyCrest - IP Affidavit to Confirm Release#page6.tif source=ValleyCrest - IP Affidavit to Confirm Release#page7.tif source=ValleyCrest - IP Affidavit to Confirm Release#page8.tif source=ValleyCrest - IP Affidavit to Confirm Release#page9.tif source=ValleyCrest - IP Affidavit to Confirm Release#page10.tif source=ValleyCrest - IP Affidavit to Confirm Release#page11.tif source=ValleyCrest - IP Affidavit to Confirm Release#page12.tif source=ValleyCrest - IP Affidavit to Confirm Release#page13.tif source=ValleyCrest - IP Affidavit to Confirm Release#page14.tif source=ValleyCrest - IP Affidavit to Confirm Release#page15.tif source=ValleyCrest - IP Affidavit to Confirm Release#page16.tif source=ValleyCrest - IP Affidavit to Confirm Release#page17.tif source=ValleyCrest - IP Affidavit to Confirm Release#page18.tif source=ValleyCrest - IP Affidavit to Confirm Release#page19.tif source=ValleyCrest - IP Affidavit to Confirm Release#page20.tif source=ValleyCrest - IP Affidavit to Confirm Release#page21.tif source=ValleyCrest - IP Affidavit to Confirm Release#page22.tif source=ValleyCrest - IP Affidavit to Confirm Release#page23.tif source=ValleyCrest - IP Affidavit to Confirm Release#page24.tif source=ValleyCrest - IP Affidavit to Confirm Release#page25.tif source=ValleyCrest - IP Affidavit to Confirm Release#page26.tif source=ValleyCrest - IP Affidavit to Confirm Release#page27.tif source=ValleyCrest - IP Affidavit to Confirm Release#page28.tif</p>	

AFFIDAVIT TO CONFIRM THE TERMINATION OF SECURITY INTEREST

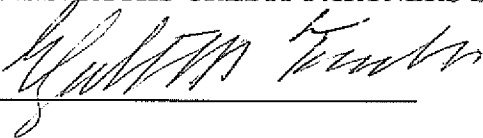
I, Elizabeth Fischer, do hereby declare as follows:

1. I am an authorized signatory for Goldman Sachs Credit Partners L.P., a limited partnership existing under the laws of Bermuda, located at 200 West Street, New York, New York 10282-2198 (the "Company"). I have personal knowledge of the facts stated herein, the authority of the Company to sign on behalf of the Company, and if called as a witness, could and would testify competently to the matters set forth below.
2. Attached as Exhibit 1 is a copy of the Trademark Security Agreement (Second Lien) recorded with the U.S. Patent and Trademark Office on October 12, 2006 at Reel/Frame No. 3430/0330. The underlying Trademark Security Agreement specifically states that the Collateral Agent is UBS AG, Stamford Branch. This Trademark Security Agreement was erroneously recorded in favor of Goldman Sachs Credit Partners L.P., as Second Lien Collateral Agent. In an effort to correct the recordation, this same Trademark Security Agreement was then correctly recorded at Reel/Frame No. 3457/0898 with UBS AG, Stamford Branch as the Second Lien Collateral Agent.
3. Attached as Exhibit 2 is a copy of the Release of Security Interest which terminates the security interest of the secured party, UBS AG, Stamford Branch, as the Second Lien Collateral Agent.
4. Attached as Exhibit 3 is a schedule of U.S. trademarks released from the erroneous recordation at Reel/Frame No. 3430/0330.
5. The Company hereby releases any security interest it may have acquired as a result of the erroneously filed security interest in the Intellectual Property Collateral listed on Schedule I of the Release of Security Interest, attached as Exhibit 2.

The undersigned, being hereby advised that willful false statements and the like so made are punishable by fine or imprisonment, declares that the facts set forth in this Affidavit are true; all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

GOLDMAN SACHS CREDIT PARTNERS L.P.

Dated: June 13, 2013

By: 
Name: _____
Title: _____

**Elizabeth Fischer
Authorized Signatory**

Exhibit 1

- a. Copy of the Trademark Security Agreement (Second Lien) recorded with the U.S. Patent and Trademark Office on October 12, 2006 at Reel/Frame No. 3430/0330

**TRADEMARK SECURITY AGREEMENT
(SECOND LIEN)**

Trademark Security Agreement, dated as of October 4, 2006 (as amended, restated or otherwise modified from time to time, the "Trademark Security Agreement"), between each of VALLEY CREST TREE COMPANY, a California corporation, U. S. LA WNS, INC., a Florida corporation and VALLEYCREST COMPANIES, a California corporation (collectively, "Grantors") and UBS AG, STAMFORD BRANCH, in its capacity as collateral agent for the Secured Parties (together with successors and assigns in such capacity, the "Collateral Agent").

W I T N E S S E T H:

Whereas, Grantors are party to a Pledge and Security Agreement (Second Lien) dated as of October 4, 2006 (the "Pledge and Security Agreement") between each of the Grantors and the other grantors party thereto and the Collateral Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

Now, therefore, in consideration of the premises and to induce the Secured Parties to enter into the Credit Agreement, the Grantors hereby agree with the Collateral Agent as follows:

SECTION 1. **Defined Terms.** Unless otherwise defined herein, terms defined in the Pledge and Security Agreement and used herein have the meaning given to them in the Pledge and Security Agreement.

SECTION 2. **Grant of Security Interest in Trademark Collateral.** Each Grantor hereby pledges and grants to Collateral Agent for the benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) (i) the trademark and service mark registrations and applications referred to on Schedule I hereto (provided, that no security interest shall be granted in United States intent-to-use trademark or service mark applications to the extent that and solely during the period in which the grant of a security interest therein would impair the validity or enforceability of such intent-to-use applications under applicable federal law), (ii) all extensions or renewals of any of the foregoing, (iii) all of the goodwill of the business connected with the use of and symbolized by the foregoing, and (iv) the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill (collectively, "Trademarks"); and

(b) all Proceeds of the foregoing, including, without limitation, licenses, royalties, income, payments, claims, damages and proceeds of suit.

SECTION 3. **Security Agreement.** The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent for the Secured Parties pursuant to the Pledge and Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall control.

SECTION 4. Intercreditor Agreement. Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Agent pursuant to this Trademark Security Agreement and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and this Trademark Security Agreement, the terms of the Intercreditor Agreement shall govern and control.


SECTION 5. Applicable Law. This Trademark Security Agreement and the rights and obligations of the parties hereunder shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of New York, without regard to its conflicts of law provisions (other than Section 5-1401 and Section 5-1402 of the New York General Obligation Laws).

SECTION 6. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

In witness whereof, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

VALLEY CREST TREE COMPANY
a California corporation

By: 

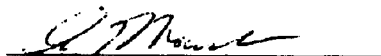
Name: Anthony Garruto
Title: Chief Financial Officer and
Secretary

U. S. LAWNS, INC.,
a Florida corporation

By: 

Name: Andrew J. Mandell
Title: Vice President, Secretary and
Treasurer

VALLEYCREST COMPANIES,
a California corporation

By: 

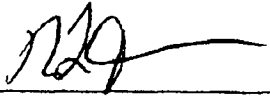
Name: Andrew J. Mandell
Title: Chief Financial Officer

Second Lien Trademark Security Agreement

TRADEMARK
REEL: 003430 FRAME: 0334
TRADEMARK
REEL: 005146 FRAME: 0090

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 
Name: Richard L. Tavrow
Title: Director

By: 
Name: Irja R. Otsa
Title: Associate Director


Second Lien Trademark Security Agreement



TRADEMARK
REEL: 003430 FRAME: 0335
TRADEMARK
REEL: 005146 FRAME: 0091








SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND APPLICATIONS


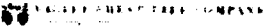

SCHEDULE I
TO TRADEMARK SECURITY AGREEMENT (SECOND LIEN)

TRADEMARK REGISTRATIONS AND APPLICATIONS





Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
ValleyCrest Companies 24074-00422	JamesHyatt Studio ValleyCrest Design Group	78/951,857	August 14, 2006	Pending
ValleyCrest Companies 24074-00423	SiteWorks Studio ValleyCrest Design Group	78/951,853	August 14, 2006	Pending
ValleyCrest Companies 24074-00424	Comstock Studio ValleyCrest Design Group	78/964,081	August 30, 2006	Pending
ValleyCrest Companies 24074-00000	VALLEYCREST DESIGN GROUP	78/964,132	August 30, 2006	Pending
ValleyCrest Companies 24074-00000	HRP STUDIO & Design	N/A	N/A	Not yet filed
ValleyCrest Companies 24074-00000	HOMESCAPES & Design	N/A	N/A	Not yet filed
ValleyCrest Companies 24074-00000	ESTATE GARDENS BY VALLEYCREST	N/A	N/A	Not yet filed.
ValleyCrest Companies 24074-00011	Miscellaneous Design (Plumeria) 	76/437,394	August 5, 2002	Published
ValleyCrest Companies 24074-00025	VALLEYCREST	76/437,386	August 5, 2002	Published
ValleyCrest Companies 24074-00017	THE WORKFORCE OF NATURE	76/437,380	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00007	Miscellaneous Design (Plumeria)	76/437,398	August 5, 2002	Abandoned


Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
				
ValleyCrest Companies 24074-00009	Miscellaneous Design (Plumeria) 	76/437,399	August 5, 2002	Published
ValleyCrest Companies 24074-00030	VALLEYCREST	76/437,390	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00022	VALLEYCREST	76/437,388	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00040	A PASSION FOR PERFECTION	2,266,628	August 3, 1999	Abandoned
ValleyCrest Companies 24074-00046	BREAKING NEW GROUND	2,329,809	March 14, 2000	Registered
ValleyCrest Companies 24074-00045	CARE FOR IT	2,329,949	March 14, 2000	Abandoned
ValleyCrest Companies	CARE FOR IT	83,463	November 14, 1986,	Registered
ValleyCrest Companies 24074-00041	ECI	2,422,854	January 23, 2001	Registered
ValleyCrest Companies 24074-00042	ENVIRONMENTAL CARE	2,389,086	September 26, 2000	Registered
ValleyCrest Companies 24074-00044	EXPERIENCE IN PLAY	2,264,654	July 27, 1999	Abandoned
Valley Crest Companies 24074-00048	HOLIDAY WORKS	2,453,215	May 22, 2001	Registered
ValleyCrest Companies 24074-00039	NATURAL ENGINEERING	2,365,137	July 4, 2000	Registered
ValleyCrest Companies 24074-00008	Miscellaneous Design (Plumeria)	2,891,663	October 5, 2004	Registered


Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
				
ValleyCrest Companies 24074-00010	Miscellaneous Design (Plumeria) 	2,889,773	September 28, 2004	Registered
ValleyCrest Companies 24074-00029	Miscellaneous Design (Plumeria) 	76/437,395	February 7, 2006	Registered
ValleyCrest Companies 24074-00012	Miscellaneous Design (Plumeria) 	2,977,025 76/437,393	July 26, 2005 August 5, 2002	Registered
ValleyCrest Companies 24074-00013	Miscellaneous Design (Plumeria) 	2,942,535	April 19, 2005	Registered
ValleyCrest Companies 24074-00014	Miscellaneous Design (Plumeria) 	2,891,662	October 5, 2004	Registered
ValleyCrest Companies 24074-00043	Plumeria Logo (Design Only) 	2,266,591	August 3, 1999	Registered
ValleyCrest Companies 24074-00015	THE WORKFORCE OF NATURE	2,830,622	April 6, 2004	Registered
ValleyCrest Companies 24074-00018	THE WORKFORCE OF NATURE	2,821,662	March 9, 2004	Registered
ValleyCrest	THE WORKFORCE OF	2,830,621	April 6, 2004	Registered

Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
Companies 24074-00019	NATURE	76/437,378	August 5, 2002	
ValleyCrest Companies 24074-00063	Tree Logo 	2,897,023	October 26, 2004	Registered
U.S. Lawns, Inc.	U.S. LAWNs, Inc. and Design (Star Logo)	T07963	September 16, 1987	Registered
ValleyCrest Companies 24074-00021	VALLEYCREST	2,889,772	September 28, 2004	Registered
ValleyCrest Companies 24074-00023	VALLEYCREST	2,889,771	September 28, 2004	Registered
ValleyCrest Companies 24074-00024	VALLEYCREST	2,282,997	October 5, 1999	Registered
ValleyCrest Companies 24074-00026	VALLEYCREST	2,887,156	September 21, 2004	Registered
ValleyCrest Companies 24074-00027	VALLEYCREST	2,889,770	September 28, 2004	Registered
ValleyCrest Companies 24074-00028	VALLEYCREST	2,889,769	September 28, 2004	Registered
ValleyCrest Companies 24074-00068	VALLEY CREST TREE COMPANY THE TREE GROWING & TREE MOVING COMPANY and Design 	2,997,238	September 20, 2005	Registered
ValleyCrest Tree Co.	GROWING THOUGHTS	82,883	October 2, 1986	Registered
ValleyCrest Companies 24074-00016	THE WORKFORCE OF NATURE	3123946	August 1, 2006	Registered
ValleyCrest Companies 24074-00405	SITE WORKS (Stylized) 	2352217	May 23, 2000	Registered
ValleyCrest Landscape Development, Inc. (California) 242093	VALLEY CREST LANDSCAPE, INC. DBA ENVIRONMENTAL GOLF	27600250	November 30, 1994	Registered (Louisiana Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	ENVIRONMENTAL GOLF	1486579	N/A	Registered (Nebraska Registry - Expired)
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST	1547431	May 8, 1997	Registered (Nebraska Registry)

Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
242093				
ValleyCrest Landscape Development, Inc. (California) 242093	ENVIRONMENTAL GOLF	247728	December 19, 1995	Registered (New Hampshire Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	VALLEY CREST	274330	June 5, 1997 June 5, 2002	Registered (New Hampshire Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	SCHUMACHER	402752	N/A	Registered (New Mexico Registry)

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	Star Logo 	35	73/790,561 1,596,756	Transferred and registered
U.S. Lawns, Inc.	Star Logo 	35	76/565,392	Transferred Abandoned
U.S. Lawns, Inc.	Star Logo 	37	76/565,394 2,937,423	Transferred and registered
U.S. Lawns, Inc.	Star Logo 	44	76/565,393 2,904,606	Transferred and registered
U.S. Lawns, Inc.	U.S. LAWNS, Inc. and Design (Star Logo)	35 and 37 - Franchising of landscape maintenance services	54,597 Registered June 26, 1995 Expiration June 26, 2005	Texas registration

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	U.S. LAWNS, Inc. and Design (Star Logo)	42 - Landscape and gardening services	50582 Registered April 13, 1995 Expiration April 13, 2005	Registration (Colorado)
U.S. Lawns, Inc.		35 - Franchising services, namely, offering technical assistance in the establishment and/or operation of landscape gardening services	76/417,767 2,718,997	Registered
U.S. Lawns, Inc.	U.S. LAWNS & Design (Star Logo)	37 and 42 -	51231 Registered May 16, 1995	Massachusetts registration Renewed January 25, 2005
U.S. Lawns, Inc.	U.S. LAWNS, Inc. & Design	42 - (Scientific, technological, and legal services)	199,5S3,409 Registered April 12, 1995	Maryland registration Renewed January 25, 2005
U.S. Lawns, Inc.	NATIONAL STRENGTH, LOCAL COMMITMENT	35 - Franchising services, namely, offering technical assistance in the establishment and/or operation of landscape gardening services 37 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, seasonal color, sports turf, athletic fields, streetscapes, waterscapes, parks, interiorscapes, and themed interiorscapes; installation and maintenance of landscape irrigation systems; pest control services	78/716,197 Pending	Federal Application filed on September 20, 2005

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	U.S. LAWNS	<p>35 -Franchising services, namely offering technical assistance in the establishment and/or operation of landscape gardening services</p> <p>37 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, seasonal color, sports turf, athletic fields, streetscapes, waterscapes, parks, interiorscapes, and themed interiorscapes, installation and maintenance of landscape irrigation systems, pest control services</p>	76/603,329 3,047,863	Registered January 24, 2006
U.S. Lawns, Inc.	<p>U.S. LAWNS & Design (Star Logo)</p> 	<p>35 - Franchising services, namely offering technical assistance in the establishment and/or operation of landscape gardening services</p> <p>37 - Installation and maintenance of landscape irrigation systems; pest control services</p> <p>44 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, sports turf, athletic fields, garden tree and shrub planting to provide seasonal color, landscape design featuring street plantings, water gardens, interior plantings and themed interior plantings; installation and maintenance of lawns in parks.</p>	76/602,748 Pending - Published on July 18, 2006	Federal Application filed on July 19, 2004
U.S. Lawns, Inc.	U.S.LAWN	42 - Lawn care and landscaping services	74/617,185 1,980,654	Registered June 18, 1996 Renewed on August 8, 2006


Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	US-LAWN & Design 	42 - Land care and landscaping services	73/590,232 1,476,402	Registered February 9, 1988
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST	37 Landscape construction, site development, irrigation construction	TN97062406 Registered June 24, 1997	Registered (New Mexico)
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST LANDSCAPE, INC. DBA ENVIRONMENTAL GOLF	36 - Business that markets and sells golf course construction services	TN95092512 Registered September 25, 1995 Expired September 25, 2005	Registered (New Mexico)

Exhibit 2

b. Copy of the Release of Security Interest which terminates the security interest of the secured party, UBS AG, Stamford Branch

**RELEASE OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY COLLATERAL**

This RELEASE, dated as of March 20, 2007, is made by UBS AG, STAMFORD BRANCH, as Collateral Agent (the "Collateral Agent"), pursuant to the termination of the Second Lien Pledge and Security Agreement, dated as of October 4, 2006 (the "Agreement"), by and among VALLEY CREST TREE COMPANY, a California corporation, U.S. LAWNS, INC., a Florida corporation, VALLEYCREST COMPANIES LLC a California limited liability company (successor to VALLEYCREST COMPANIES, a California corporation) (collectively, the "Grantors"), and the Collateral Agent.

WITNESSETH

WHEREAS, pursuant to the Second Lien Trademark Security Agreement (the "Security Agreement") by and among the Grantors and the Collateral Agent, dated October 4, 2006 and recorded with the U.S. Patent and Trademark Office on December 12, 2006 at Reel/Frame Nos. 3457/0898 and 3457/0157, the Grantors granted the Collateral Agent a lien on and security interest in and to all of its right, title and interest in, to and under all trademarks, all goodwill associated with such trademarks, and proceeds of any and all of the foregoing;

WHEREAS, the Collateral Agent acknowledges that full payment, complete performance and satisfaction of all obligations pursuant to the Agreement secured by the Security Agreement have been made;


WHEREAS, applicable Grantors have requested that the Collateral Agent release its security interest in the Intellectual Property Collateral, as defined in the Security Agreement; and

NOW, THEREFORE, in consideration of the foregoing, the Collateral Agent hereby RELEASES, without recourse, all of its security interest in the Intellectual Property Collateral listed on Schedule I attached hereto (the "Released Collateral") and incorporated herein by reference, and any other collateral described in the Security Agreement.

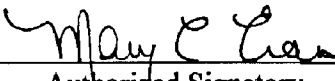
The Collateral Agent agrees to provide the Grantors with any information and additional authorization necessary to effect the release of its security interest in the Released Collateral.

IN WITNESS WHEREOF, the Collateral Agent has executed this release as of the date first set forth above.

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 


Authorized Signatory

By: 

Authorized Signatory



SCHEDULE 1
TO RELEASE OF SECURITY INTEREST INTELLECTUAL PROPERTY COLLATERAL
(SECOND LIEN)








TRADEMARK REGISTRATIONS AND APPLICATIONS


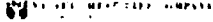

Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
ValleyCrest Companies 24074-00422	JamesHyatt Studio ValleyCrest Design Group	78/951,857	August 14, 2006	Pending
ValleyCrest Companies 24074-00423	SiteWorks Studio ValleyCrest Design Group	78/951,853	August 14, 2006	Pending
ValleyCrest Companies 24074-00424	Comstock Studio ValleyCrest Design Group	78/964,081	August 30, 2006	Pending
ValleyCrest Companies 24074-00000	VALLEYCREST DESIGN GROUP	78/964,132	August 30, 2006	Pending
ValleyCrest Companies 24074-00000	HRP STUDIO & Design	N/A	N/A	Not yet filed
ValleyCrest Companies 24074-00000	HOMESCAPES & Design	N/A	N/A	Not yet filed
ValleyCrest Companies 24074-00000	ESTATE GARDENS BY VALLEYCREST	N/A	N/A	Not yet filed.
ValleyCrest Companies 24074-00011	Miscellaneous Design (Plumeria) 	76/437,394	August 5, 2002	Published
ValleyCrest Companies 24074-00025	VALLEYCREST	76/437,386	August 5, 2002	Published
ValleyCrest Companies 24074-00017	THE WORKFORCE OF NATURE	76/437,380	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00007	Miscellaneous Design (Plumeria)	76/437,398	August 5, 2002	Abandoned

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TRADEMARK
REEL: 005040 FRAME: 0102
TRADEMARK
REEL: 005146 FRAME: 0104


Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
				
ValleyCrest Companies 24074-00009	Miscellaneous Design (Plumeria) 	76/437,399	August 5, 2002	Published
ValleyCrest Companies 24074-00030	VALLEYCREST	76/437,390	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00022	VALLEYCREST	76/437,388	August 5, 2002	Abandoned
ValleyCrest Companies 24074-00040	A PASSION FOR PERFECTION	2,266,628	August 3, 1999	Abandoned
ValleyCrest Companies 24074-00046	BREAKING NEW GROUND	2,329,809	March 14, 2000	Registered
ValleyCrest Companies 24074-00045	CARE FOR IT	2,329,949	March 14, 2000	Abandoned
ValleyCrest Companies	CARE FOR IT	83,463	November 14, 1986,	Registered
ValleyCrest Companies 24074-00041	ECL	2,422,854	January 23, 2001	Registered
ValleyCrest Companies 24074-00042	ENVIRONMENTAL CARE	2,389,086	September 26, 2000	Registered
ValleyCrest Companies 24074-00044	EXPERIENCE IN PLAY	2,264,654	July 27, 1999	Abandoned
Valley Crest Companies 24074-00048	HOLIDAY WORKS	2,453,215	May 22, 2001	Registered
ValleyCrest Companies 24074-00039	NATURAL ENGINEERING	2,365,137	July 4, 2000	Registered
ValleyCrest Companies 24074-00008	Miscellaneous Design (Plumeria)	2,891,663	October 5, 2004	Registered


Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
				
ValleyCrest Companies 24074-00010	Miscellaneous Design (Plumeria) 	2,889,773	September 28, 2004	Registered
ValleyCrest Companies 24074-00029	Miscellaneous Design (Plumeria) 	76/437,395	February 7, 2006	Registered
ValleyCrest Companies 24074-00012	Miscellaneous Design (Plumeria) 	2,977,025 76/437,393	July 26, 2005 August 5, 2002	Registered
ValleyCrest Companies 24074-00013	Miscellaneous Design (Plumeria) 	2,942,535	April 19, 2005	Registered
ValleyCrest Companies 24074-00014	Miscellaneous Design (Plumeria) 	2,891,662	October 5, 2004	Registered
ValleyCrest Companies 24074-00043	Plumeria Logo (Design Only) 	2,266,591	August 3, 1999	Registered
ValleyCrest Companies 24074-00015	THE WORKFORCE OF NATURE	2,830,622	April 6, 2004	Registered
ValleyCrest Companies 24074-00018	THE WORKFORCE OF NATURE	2,821,662	March 9, 2004	Registered
ValleyCrest	THE WORKFORCE OF	2,830,621	April 6, 2004	Registered

Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
Companies 24074-00019	NATURE	76/437,378	August 5, 2002	
ValleyCrest Companies 24074-00063	Tree Logo 	2,897,023	October 26, 2004	Registered
U.S. Lawns, Inc.	U.S. LAWNS, Inc. and Design (Star Logo)	T07963	September 16, 1987	Registered
ValleyCrest Companies 24074-00021	VALLEYCREST	2,889,772	September 28, 2004	Registered
ValleyCrest Companies 24074-00023	VALLEYCREST	2,889,771	September 28, 2004	Registered
ValleyCrest Companies 24074-00024	VALLEYCREST	2,282,997	October 5, 1999	Registered
ValleyCrest Companies 24074-00026	VALLEYCREST	2,887,156	September 21, 2004	Registered
ValleyCrest Companies 24074-00027	VALLEYCREST	2,889,770	September 28, 2004	Registered
ValleyCrest Companies 24074-00028	VALLEYCREST	2,889,769	September 28, 2004	Registered
ValleyCrest Companies 24074-00068	VALLEY CREST TREE COMPANY THE TREE GROWING & TREE MOVING COMPANY and Design 	2,997,238	September 20, 2005	Registered
ValleyCrest Tree Co.	GROWING THOUGHTS	82,883	October 2, 1986	Registered
ValleyCrest Companies 24074-00016	THE WORKFORCE OF NATURE	3123946	August 1, 2006	Registered
ValleyCrest Companies 24074-00405	SITE WORKS (Stylized) 	2352217	May 23, 2000	Registered
ValleyCrest Landscape Development, Inc. (California) 242093	VALLEY CREST LANDSCAPE, INC. DBA ENVIRONMENTAL GOLF	27600250	November 30, 1994	Registered (Louisiana Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	ENVIRONMENTAL GOLF	1486579	N/A	Registered (Nebraska Registry - Expired)
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST	1547431	May 8, 1997	Registered (Nebraska Registry)

Owner	Mark	Registration Number/ Serial Number	Registration/ Application Date	Status
242093 ValleyCrest Landscape Development, Inc. (California) 242093	ENVIRONMENTAL GOLF	247728	December 19, 1995	Registered (New Hampshire Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	VALLEY CREST	274330	June 5, 1997 June 5, 2002	Registered (New Hampshire Registry)
ValleyCrest Landscape Development, Inc. (California) 242093	SCHUMACHER	402752	N/A	Registered (New Mexico Registry)

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	Star Logo 	35	73/790,561 1,596,756	Transferred and registered
U.S. Lawns, Inc.	Star Logo 	35	76/565,392	Transferred Abandoned
U.S. Lawns, Inc.	Star Logo 	37	76/565,394 2,937,423	Transferred and registered
U.S. Lawns, Inc.	Star Logo 	44	76/565,393 2,904,606	Transferred and registered
U.S. Lawns, Inc.	U.S. LAWNS, Inc. and Design (Star Logo)	35 and 37 - Franchising of landscape maintenance services	54,597 Registered June 26, 1995 Expiration June 26, 2005	Texas registration

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	U.S. LAWNS, Inc. and Design (Star Logo)	42 - Landscape and gardening services	50582 Registered April 13, 1995 Expiration April 13, 2005	Registration (Colorado)
U.S. Lawns, Inc.		35 - Franchising services, namely, offering technical assistance in the establishment and/or operation of landscape gardening services	76/417,767 2,718,997	Registered
U.S. Lawns, Inc.	U.S. LAWNS & Design (Star Logo)	37 and 42 -	51231 Registered May 16, 1995	Massachusetts registration Renewed January 25, 2005
U.S. Lawns, Inc.	U.S. LAWNS, Inc. & Design	42 - (Scientific, technological, and legal services)	199,553,409 Registered April 12, 1995	Maryland registration Renewed January 25, 2005
U.S. Lawns, Inc.	NATIONAL STRENGTH, LOCAL COMMITMENT	35 - Franchising services, namely, offering technical assistance in the establishment and/or operation of landscape gardening services 37 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, seasonal color, sports turf, athletic fields, streetscapes, waterscapes, parks, interiorscapes, and themed interiorscapes; installation and maintenance of landscape irrigation systems; pest control services	78/716,197 Pending	Federal Application filed on September 20, 2005

Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	U.S. LAWNS	<p>35 - Franchising services, namely offering technical assistance in the establishment and/or operation of landscape gardening services</p> <p>37 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, seasonal color, sports turf, athletic fields, streetscapes, waterscapes, parks, interiorscapes, and themed interiorscapes, installation and maintenance of landscape irrigation systems, pest control services</p>	76/603,329 3,047,863	Registered January 24, 2006
U.S. Lawns, Inc.	<p>U.S. LAWNS & Design (Star Logo)</p> 	<p>35 - Franchising services, namely offering technical assistance in the establishment and/or operation of landscape gardening services</p> <p>37 - Installation and maintenance of landscape irrigation systems; pest control services</p> <p>44 - Installation and maintenance of commercial, industrial and residential exterior landscapes, gardens, lawns, sports turf, athletic fields, garden tree and shrub planting to provide seasonal color, landscape design featuring street plantings, water gardens, interior plantings and themed interior plantings; installation and maintenance of lawns in parks.</p>	76/602,748 Pending - Published on July 18, 2006	Federal Application filed on July 19, 2004
U.S. Lawns, Inc.	U.S. LAWN	42 - Lawn care and landscaping services	74/617,185 1,980,654	Registered June 18, 1996 Renewed on August 8, 2006










Owner	Mark	Class	Application Number Registration Number	Comments
U.S. Lawns, Inc.	US-LAWN & Design 	42 - Land care and landscaping services	73/590,232 1,476,402	Registered February 9, 1988
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST	37 Landscape construction, site development, irrigation construction	TN97062406 Registered June 24, 1997	Registered (New Mexico)
ValleyCrest Landscape Development, Inc. (California)	VALLEY CREST LANDSCAPE, INC. DBA ENVIRONMENTAL GOLF	36 - Business that markets and sells golf course construction services	TN95092512 Registered September 25, 1995 Expired September 25, 2005	Registered (New Mexico)

Exhibit 3

c. U.S. trademarks released from the erroneous recordation at Reel/Frame No. 3430/0330.

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
	U.S. Federal	Abandoned	76437399 August 5, 2002	
A PASSION FOR PROTECTION	U.S. Federal	Cancelled	75442041 February 27, 1998	2266628 August 3, 1999
BREAKING NEW GROUND	U.S. Federal	Cancelled	75718275 June 1, 1999	2329809 March 14, 2000
CARE FOR IT	U.S. Federal	Cancelled	75731133 June 17, 1999	2329949 March 14, 2000
COMSTOCK STUDIO VALLEYCREST DESIGN GROUP	U.S. Federal	Pending Intent To Use	78964081 August 30, 2006	
Design Only 	U.S. Federal	Registered	76562427 November 17, 2003	2897023 October 26, 2004
Design Only 	U.S. Federal	Registered	76437397 August 5, 2002	2891663 October 5, 2004
Design Only 	U.S. Federal	Registered	76437396 August 5, 2002	2889773 September 28, 2004
Design Only 	U.S. Federal	Registered	76437395 August 5, 2002	3058025 February 7, 2006
Design Only 	U.S. Federal	Registered	76437394 August 5, 2002	3145823 September 19, 2006
Design Only 	U.S. Federal	Registered	76437393 August 5, 2002	2977025 July 26, 2005
Design Only 	U.S. Federal	Registered	76437392 August 5, 2002	2942535 April 19, 2005

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
Design Only 	U.S. Federal	Registered	75432162 February 11, 1998	2266591 August 3, 1999
Design Only	U.S. Federal	Registered	76437391 August 5, 2002	2891662 October 5, 2004
Design Only	U.S. Federal	Abandoned	76437398 August 5, 2002	
Design Only	U.S. Federal	Abandoned	76437389 August 5, 2002	
ECI	U.S. Federal	Registered	75731696 June 17, 1999	2422854 January 23, 2001
ENVIRONMENTAL CARE	U.S. Federal	Registered Section 2(F)	75478631 May 4, 1998	2389086 September 26, 2000
EXPERIENCE IN PLAY	U.S. Federal	Cancelled	75474220 April 24, 1998	2264654 July 27, 1999
HOLIDAY WORKS	U.S. Federal	Registered	76056485 May 25, 2000	2453215 May 22, 2001
JAMESHYATTSTUDIO VALLEYCREST DESIGNGROUP	U.S. Federal	Pending Intent To Use	78951857 August 14, 2006	
NATURAL ENGINEERING	U.S. Federal	Registered	75499234 June 8, 1998	2365137 July 4, 2000
SITE WORKS	U.S. Federal	Registered	75243422 February 18, 1997	2352217 May 23, 2000
SITWORKSSTUDIO VALLEYCREST DESIGNGROUP	U.S. Federal	Pending Intent To Use	78951853 August 14, 2006	
THE WORKFORCE OF NATURE	U.S. Federal	Registered	76437379 August 5, 2002	2821662 March 9, 2004
THE WORKFORCE OF NATURE	U.S. Federal	Registered	76437382 August 5, 2002	2830622 April 6, 2004
THE WORKFORCE OF NATURE	U.S. Federal	Registered	76437381 August 5, 2002	3123946 August 1, 2006
THE WORKFORCE OF NATURE	U.S. Federal	Abandoned	76437380 August 5, 2002	
THE WORKFORCE OF NATURE	U.S. Federal	Registered	76437378 August 5, 2002	2830621 April 6, 2004
VALLEY CREST TREE COMPANY THE TREE GROWING & TREE MOVING COMPANY	U.S. Federal	Registered	78366361 February 11, 2004	2997238 September 20, 2005
VALLEYCREST	U.S. Federal	Registered	76437389 August 5, 2002	2889772 September 28, 2004
VALLEYCREST	U.S. Federal	Registered	75499379 June 8, 1998	2282997 October 5, 1999
VALLEYCREST	U.S. Federal	Registered	76437387 August 5, 2002	2889771 September 28, 2004
VALLEYCREST	U.S. Federal	Registered	76437386 August 5, 2002	3162994 October 24, 2006
VALLEYCREST	U.S. Federal	Registered	76437385 August 5, 2002	2887156 September 21, 2004
VALLEYCREST	U.S. Federal	Registered	76437384 August 5, 2002	2889770 September 28, 2004
VALLEYCREST	U.S. Federal	Registered	76437383 August 5, 2002	2889769 September 28, 2004
VALLEYCREST	U.S. Federal	Published Intent To Use	76437390 August 5, 2002	
VALLEYCREST	U.S. Federal	Abandoned	76437388 August 5, 2002	
VALLEYCREST DESIGN GROUP	U.S. Federal	Pending Intent To Use	78964132 August 30, 2006	