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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

11-12-02

THE BRICKMAN GROUP, LTD.

- Individual(s)
- General Partnership
- Corporation - Illinois
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 20, 1988

2. Name and address of receiving party(ies):

THE BRICKMAN GROUP, LTD.
375 S. FLOWERS MILL ROAD
LANGHORNE, PA 19047-2989

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,185,255

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)\$40.00
 Enclosed
 Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Hal E. Borden
Name of Person Signing

Signature

October 28, 2002
Date

Total number of pages including cover sheet, attachments, and document: [7]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE BRICKMAN GROUP, LTD.", A ILLINOIS CORPORATION,
WITH AND INTO "BRICKMAN HOLDINGS CORP." UNDER THE NAME OF
"THE BRICKMAN GROUP, LTD.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1998, AT
10:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2823823 8100M

010668208

AUTHENTICATION: 1526966

DATE: 12-26-01

TRADEMARK
REEL: 002623 FRAME: 0840

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
THE BRICKMAN GROUP, LTD.
INTO
BRICKMAN HOLDINGS CORP.

BRICKMAN HOLDINGS CORP., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 20th day of November, 1997, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of **THE BRICKMAN GROUP, LTD.**, a corporation incorporated on the 29th day of November, 1982, pursuant to the Business Corporation Act of the State of Illinois.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, dated October 20, 1998, and filed with the minutes of the Board, determined to and did merge into itself **THE BRICKMAN GROUP, LTD.**:

RESOLVED, that the Board of Directors of Brickman Holdings Corp. (the "Company") deems it advisable and in the best interest of the Company that **THE BRICKMAN GROUP, LTD.**, an Illinois corporation and a wholly-owned subsidiary of the Company ("Group") be liquidated by merger with and into the Company, upon the terms and conditions set forth in the Plan of Merger and Complete Liquidation dated as of October 20, 1998 in substantially the form attached hereto as **Exhibit A** (the "Plan of Merger") by and between the Company and Group; and it is further

RESOLVED, that the form, terms and provisions of the Plan of Merger providing for (i) the merger (the "Merger") of Group with and into the Company, (ii) the transfer to and the vesting in the Company of all of the property, rights, interests and other assets of Group and (iii) the assumption by the Company of Group's liabilities and obligations be, and hereby are, approved and adopted; that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company and under its corporate seal or otherwise, to execute, deliver and perform the Plan of Merger, with such changes therein and modifications thereto as such officers shall, in their sole discretion, deem necessary or advisable, such execution, delivery and performance to be conclusive evidence of such approval on behalf of the

Company; and that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and file (i) with the Office of the Secretary of State of the State of Delaware a Certificate of Ownership and Merger and (ii) with the Office of the Secretary of State of the State of Illinois Articles of Merger, statutorily effecting the merger of Group with and into the Company; and it is further

RESOLVED, at the Effective Time of the Merger (as defined in the Plan of Merger), the Company shall change its corporate name by amending Article One of the Certificate of Incorporation of this corporation to read as follows:

Article One.

The name of the corporation is The Brickman Group, Ltd.

RESOLVED, that the proper officers of the Company be, and each of them hereby is, in the name and on behalf of the Company and under its corporate seal or otherwise, authorized, empowered and directed to take, or cause to be taken, all such further actions in connection with the transactions contemplated by the foregoing resolutions, and to execute, deliver and perform, or cause to be executed, delivered and performed, all such documents, as they shall deem necessary or advisable to perform the Plan of Merger and otherwise to effectuate the intent and purposes of the foregoing resolutions and the transactions contemplated thereby.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of **BRICKMAN HOLDINGS CORP.** at any time prior to the time that this Certificate of Ownership and Merger is filed with the Secretary of State and becomes effective.

IN WITNESS WHEREOF, said BRICKMAN HOLDINGS CORP. has caused this Certificate of Ownership and Merger to be signed this 20th day of October, 1998.

BRICKMAN HOLDINGS CORP.

By: 

Name: CHARLES B. SIZCOX

Title: VICE PRESIDENT + ASST. TREAS.

PLAN OF MERGER AND COMPLETE LIQUIDATION
UNDER SECTION 332 OF THE INTERNAL REVENUE CODE

This Plan of Merger and Complete Liquidation under Section 332 of the Internal Revenue Code of 1986, as amended (the "Plan of Merger"), dated as of October 20, 1998, is entered into by and between The Brickman Group Ltd., an Illinois corporation ("Group") and Brickman Holdings Corp., a Delaware corporation and the owner of all of the issued and outstanding capital stock of Group ("Holdings," and after the Effective Time, the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of merger and the mode of carrying the same into effect as follows:

1. **Merger of Group with and into Holdings.** At the Effective Time (as such term is defined in Section 8 hereof), Group will merge with and into Holdings (the "Merger"), and the separate existence of Group will cease. Holdings will be the surviving corporation and assumes all rights, privileges, assets and liabilities of Group.
2. **Board of Directors Approval of Merger.** The Plan of Merger has been authorized and approved by the Board of Directors of each of Group and Holdings in accordance with the laws of the States of Delaware and Illinois, by unanimous written consents of the Boards of Directors of Group and Holdings dated October 20, 1998. Holdings, as sole shareholder of Group, has also authorized this Plan of Merger by written consent dated October 20, 1998.
3. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of Holdings will become the Certificate of Incorporation of the Surviving Corporation except that the name will be changed to The Brickman Group, Ltd. and, as so amended, will thereafter continue to be its Certificate of Incorporation until changed as provided by law.
4. **Directors and Officers.** At the Effective Time, the directors and officers of Holdings will continue as the directors and officers of the Surviving Corporation.
5. **Bylaws.** At the Effective Time, the Bylaws of Holdings will become the Bylaws of the Surviving Corporation until thereafter amended as provided therein and by law.
6. **Shares.** At the Effective Time, since Group is a wholly-owned subsidiary of Holdings, each then issued and outstanding share, and each share held in the treasury, of the capital stock of Group shall be cancelled. No shares or other securities or other obligations of Holdings or any other corporation shall be issued in consideration for the cancellation of the shares of Group.
7. **Tax Status of Merger.** The Merger is a complete liquidation of Group, as defined in Section 332 of the Internal Revenue Code of 1986, as amended.

8. **Filing; Effective Time.** If this Plan of Merger has not been terminated pursuant to Section 9 hereof, (i) an appropriate Certificate of Ownership and Merger shall be filed by the parties hereto under Delaware law and (ii) appropriate Articles of Merger shall be filed by the parties hereto under Illinois law. The Merger will be effective (the "Effective Date") upon filing the Certificate of Ownership and Merger in Delaware and the Articles of Merger in Illinois. As a result of the Merger, all of the assets of Group shall be transferred and distributed to Holdings, and Holdings shall assume all of the liabilities and obligations of Group.

9. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of either of Group or Holdings at any time prior to the Effective Time.