

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Home Gardener Manufacturing Company		07/01/2001	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Finley Products, Inc.		
Street Address:	1018 New Holland Avenue		
City:	Lancaster		
State/Country:	PENNSYLVANIA		
Postal Code:	17601		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2295859	2 X 4 BASICS	
Registration Number:	2332147	SHELFLINKS	
CORRESPONDENCE DATA			
Fax Number:	(717)291-4660		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	717-299-5201		
Email:	jslonaker@barley.com		
Correspondent Name:	Jennifer Mae Slonaker		
Address Line 1:	PO Box 1559		
Address Line 4:	Lancaster, PENNSYLVANIA 17608-1559		
ATTORNEY DOCKET NUMBER:	15606-900		
NAME OF SUBMITTER:	Jennifer Mae Slonaker		
Signature:	/jennifer mae slonaker/		

CH \$65.00 2295859

Date:

10/06/2005

Total Attachments: 10

source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page1.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page2.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page3.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page4.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page5.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page6.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page7.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page8.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page9.tif
source=Executed Agreement and Plan of Division - Home Gardener Manufacturing Co#page10.tif

AGREEMENT AND PLAN OF DIVISION

ADOPTED as of July 1, 2001, by **HOME GARDENER MANUFACTURING COMPANY** ("the Existing Corporation"), a Pennsylvania corporation having its principal office and place of business at Wright Avenue, Lititz, Pennsylvania 17543.

Background:

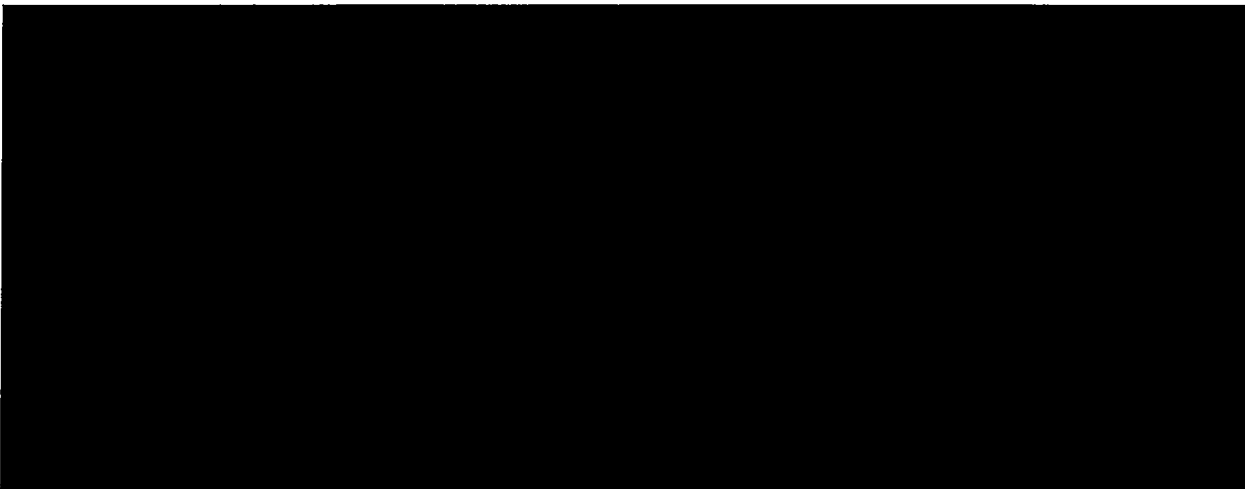
The shareholders of the Existing Corporation, have determined that it is in the best interests of the Existing Corporation to divide into two separate and distinct Pennsylvania business corporations, each owned in the same proportions by the existing shareholders.

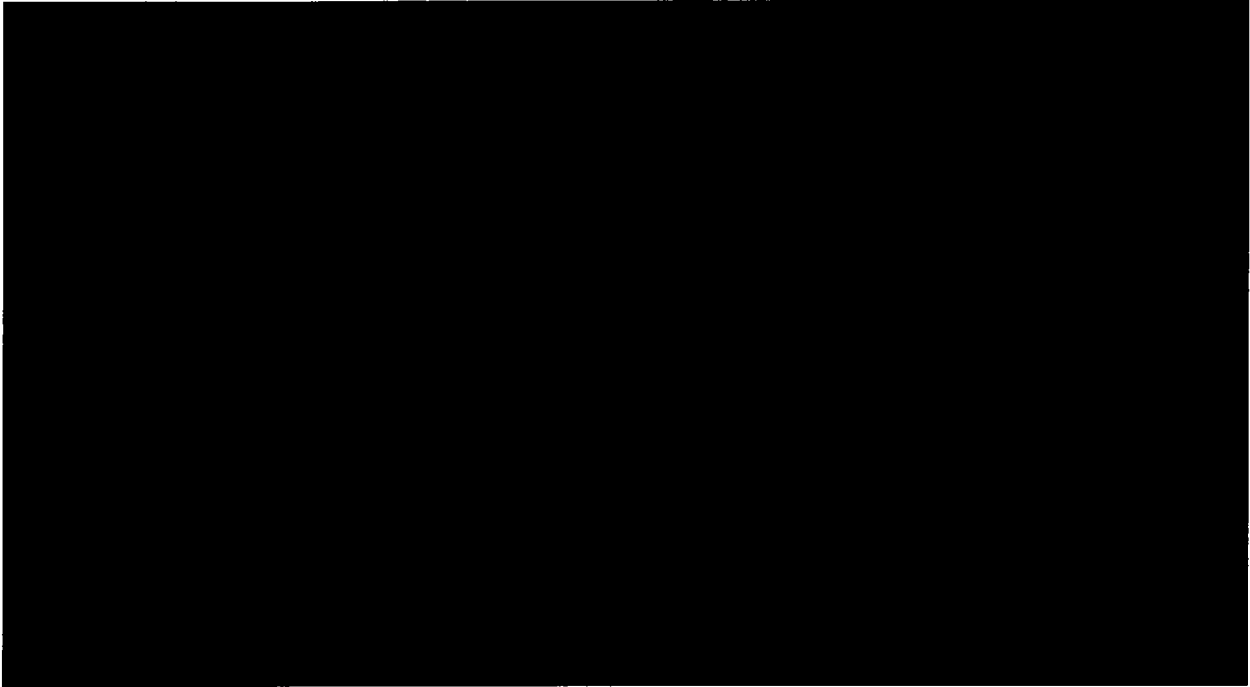
The Existing Corporation intends to divide into two corporations for that purpose and the parties have entered into this Agreement and Plan to set forth the terms and conditions of the division. The Existing Corporation has approved and adopted this Plan by the unanimous written consent of its Board of Directors and Shareholders, in accordance with Sections 1727(b), 1766(a), and 1952(c) of the Pennsylvania Business Corporation law of 1988.

NOW THEREFORE, Home Gardener Manufacturing Company adopts the following Plan of Division:


1. **Division.** Pursuant to Section 1951 of the Pennsylvania Business Corporation Law of 1988, the Dividing Corporation shall divide into (a) itself (hereinafter sometimes referred to as the "Existing Corporation") and (b) Finley Products, Inc., a Pennsylvania corporation ("the New Corporation"), subject to the terms and conditions of this Plan.

2. **Effective Date.** This Division shall become effective on July 1, 2001 by virtue of filing Articles of Division in the Department of State of the Commonwealth of Pennsylvania. The date of filing of articles is referred to herein as "the Effective Date".




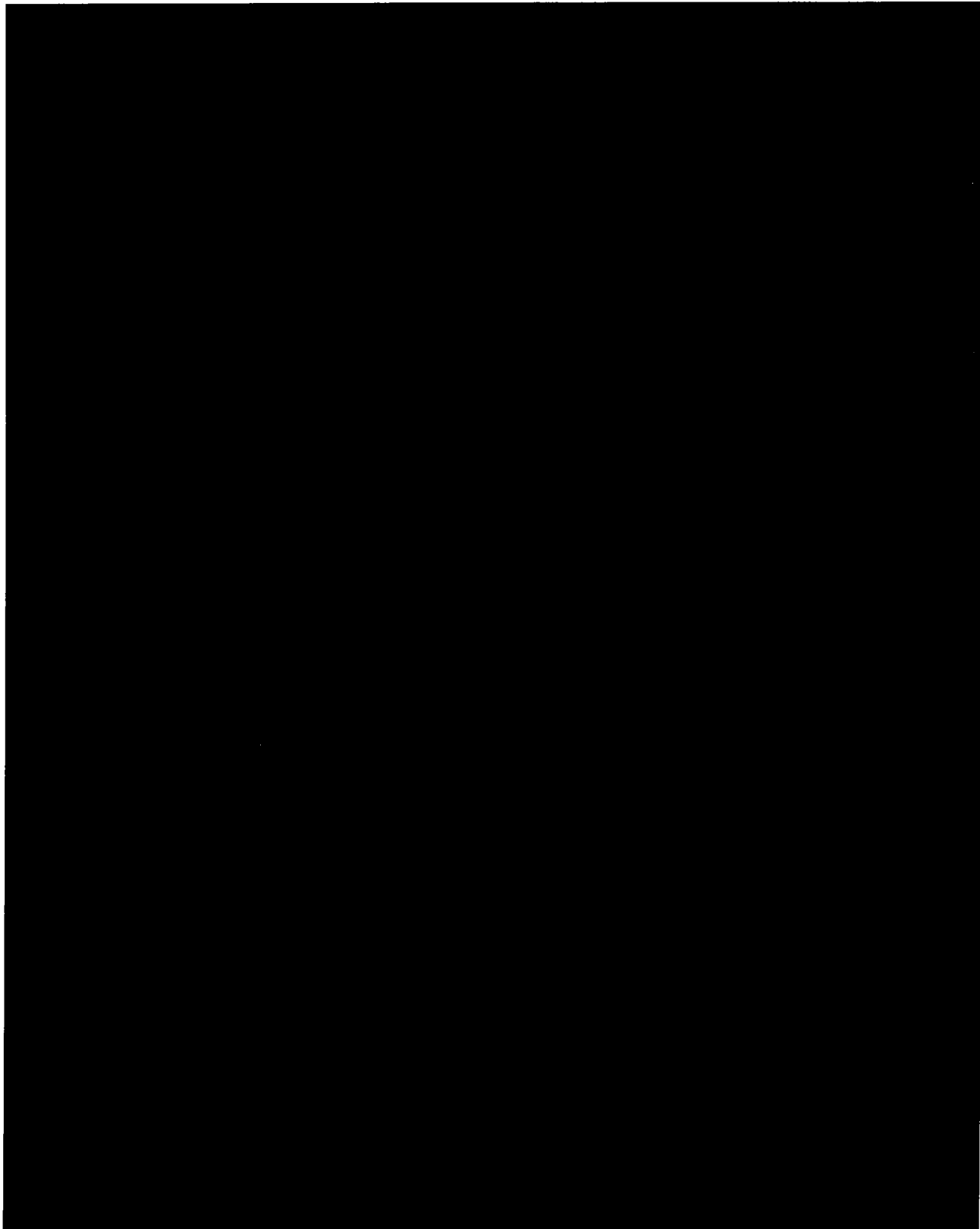


7. **Effect of Division.** On the Effective Date, the assets and liabilities of the Dividing Corporation shall be divided between the New Corporation and the Existing Corporation in the manner described in this Section 7. The assets and liabilities which are allocated to the Existing Corporation and the New Corporation on the Effective Date shall be reflected on the books of the Existing Corporation and the New Corporation as they appeared on the books of Existing Corporation immediately prior to the Division under this Plan of Division.



(b) The assets of the Existing Corporation that are set forth on Exhibit C, which is attached hereto and incorporated herein by reference, shall be allocated to and vested in the New Corporation without further act or deed.







IN WITNESS WHEREOF, this Plan is adopted the day and year first written above.

HOME GARDENER MANUFACTURING
COMPANY

By: *[Handwritten Signature]*

Attest: *Howard F. Livingston, Jr.*

LIST OF EXHIBITS



Exhibit C.....Assets Allocated to Finley Products, Inc.





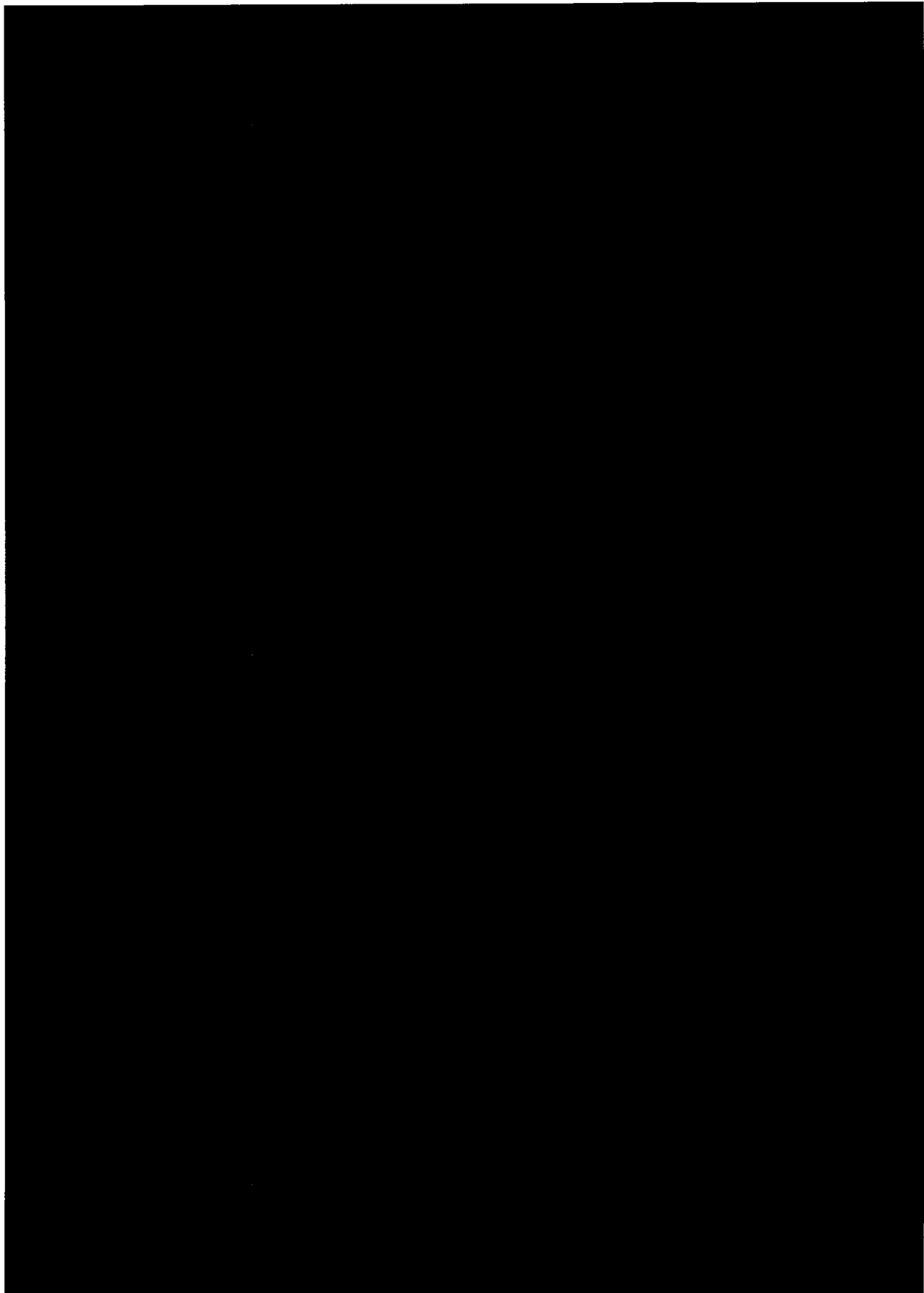
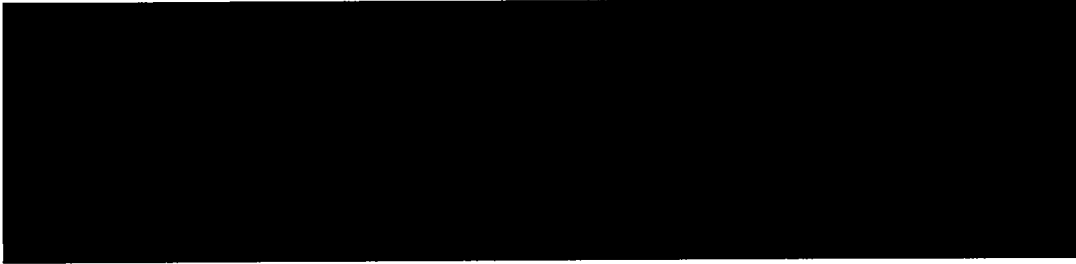


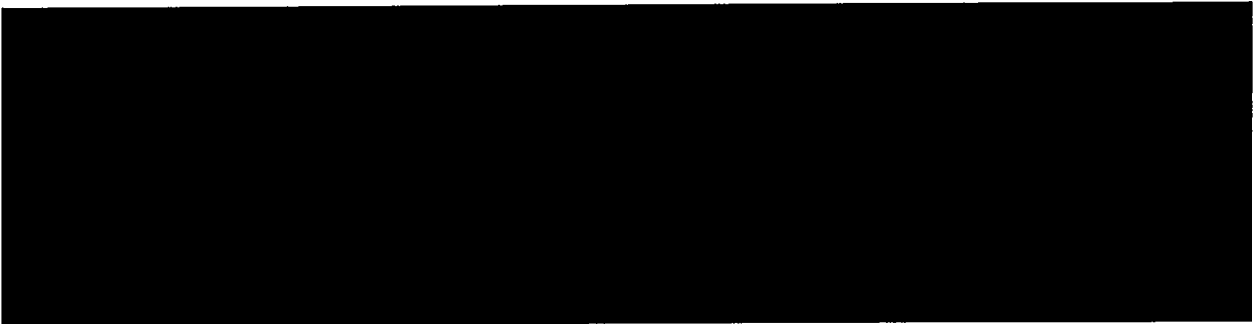
EXHIBIT "C"

Assets Allocated to Finley Products, Inc.



(d) All of the intangible assets used in the plastic products business and relating to molded plastic products, including but not limited to Home Gardener Manufacturing Company's interest in:

(i) all trademarks, trade names, patents, copyrights and internet web sites and domain names relating to the molded plastic business or molded plastics, including specifically the trade names "2 x 4 Basics", "Shelflinks", and "Convertible", all associated logos and trade marks, and any and all variations or derivations of all such names and marks;



(iv) all Home Gardener Manufacturing Company goodwill in the plastic products business; 