

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Knight Trucking, Inc.		12/31/2003	CORPORATION: DELAWARE
Jolly Gardener Products, Inc.		12/31/2006	CORPORATION: DELAWARE
Jolly Gardener Real Estate Holdings, LLC		12/31/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Oldcastle Lawn & Garden, Inc.
Street Address:	375 Northridge Road, Suite 350
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30350
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2870962	EUCALYPTUS COLORMULCH
Registration Number:	2779204	GARDENER'S PREFERRED
Registration Number:	2543855	JOLLY GARDENER
Registration Number:	2793981	JOLLY GARDENER ACADIA GARDENS
Registration Number:	2760862	K
Registration Number:	2631387	K KNIGHTS
Registration Number:	2799901	OCEAN GARDEN
Registration Number:	1890072	PARKIS MILLS
Registration Number:	2835991	SOFT LANDING

**CORRESPONDENCE DATA**

**900086265**

**TRADEMARK  
 REEL: 003616 FRAME: 0295**

**OP \$240.00 2870962**

Fax Number: (404)815-6555  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-815-6500  
Email: tadmin@kilpatrickstockton.com  
Correspondent Name: William H. Brewster  
Address Line 1: 1100 Peachtree Street, Suite 2800  
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	56997/328098
NAME OF SUBMITTER:	Christine P. James
Signature:	/cpj/
Date:	09/06/2007

Total Attachments: 2  
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**CERTIFICATE OF MERGER**

**OF**

**KNIGHT TRUCKING, INC.**  
**(a Delaware corporation)**

**JOLLY GARDENER PRODUCTS, INC.**  
**(a Delaware corporation)**

**AND**

**JOLLY GARDENER REAL ESTATE HOLDINGS, LLC**  
**(a Delaware limited liability company)**

**WITH AND INTO**

**OLDCASTLE LAWN & GARDEN, INC.**  
**(a Delaware corporation)**

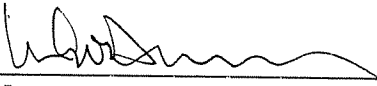
Pursuant to Title 8, Chapter 1, Sections 251 and 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

1. The name of the surviving corporation is **Oldcastle Lawn & Garden, Inc.**, a Delaware corporation (the "Surviving Entity"), and the names of the entities being merged with and into the Surviving Entity are **Knight Trucking, Inc.**, a Delaware corporation, **Jolly Gardener Products, Inc.**, a Delaware corporation, and **Jolly Gardener Real Estate Holdings, LLC** (the "Merging Entities").
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Entity and each of the Merging Entities.
3. The name of the surviving corporation is **Oldcastle Lawn & Garden, Inc.**, a Delaware corporation.
4. The present Certificate of Incorporation of the Surviving Entity shall be its Certificate of Incorporation as of the effective time.
5. The merger is to become effective at 11:59 PM on December 31, 2006.
6. The executed Agreement of Merger is on file at: 375 Northridge Road, Suite 350, Atlanta, Georgia 30350, the principal place of business of the surviving corporation.

7. A copy of the Agreement of Merger will be furnished by the Surviving Entity on request, without cost, to any stockholder or member of the constituent corporations or limited liability company.

IN WITNESS WHEREOF, the Surviving Entity has caused this certificate to be signed by an authorized officer, this \_\_\_\_\_ day of December, 2006.

**OLDCASTLE LAWN & GARDEN, INC.**

By:   
Name: Michael G. O'Driscoll  
Title: Assistant Secretary