

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/09/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ITML Horticultural Products Inc.		01/09/2007	CORPORATION: CANADA
2119188 Ontario Inc.		01/09/2007	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	ITML Products Inc.
Street Address:	75 Plant Farm Boulevard
Internal Address:	P.O. Box 265
City:	Brantford, Ontario
State/Country:	CANADA
Postal Code:	N3T 5M8
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	73308008	KORD
Serial Number:	74546307	REGAL
Serial Number:	75358258	
Serial Number:	78212330	KORD-VALMARK
Serial Number:	73364681	KORD
Serial Number:	74546308	REGAL
Serial Number:	75698892	PLANTERS' PRIDE
Serial Number:	78592416	GROWINGTOGETHER
Serial Number:	74181745	PLANTERS' PRIDE
Serial Number:	74706869	PRESTO POT
Serial Number:	75703759	PLANTERS' PRIDE

OP \$465.00 73308008

Serial Number:	78823455	GROWINGTOGETHER
Serial Number:	74182884	ULTRA
Serial Number:	74706871	KORDLOK
Serial Number:	76632750	ITML
Serial Number:	74189813	FIBER GROW ENVIRO-CONTAINERS
Serial Number:	74706955	EURO SYSTEM
Serial Number:	78212328	KORD-VALMARK LABWARE PRODUCTS

**CORRESPONDENCE DATA**

Fax Number: (216)363-4588  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (216) 363-4162  
Email: trademark@beneschlaw.com  
Correspondent Name: Angela R. Gott  
Address Line 1: 200 Public Square  
Address Line 2: Suite 2300  
Address Line 4: Cleveland, OHIO 44114-2378

ATTORNEY DOCKET NUMBER: 29711-106

**DOMESTIC REPRESENTATIVE**

Name: Angela R. Gott  
Address Line 1: 200 Public Square  
Address Line 2: Suite 2300  
Address Line 4: Cleveland, OHIO 44114-2378

NAME OF SUBMITTER: Angela R. Gott

Signature: /Angela R. Gott/

Date: 12/05/2008

Total Attachments: 10  
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5. Check A or B  
**Cocher A ou B**

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) *Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

**or  
ou**

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) *Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

2119188 ONTARIO INC.

and are more particularly set out in these articles.  
*et sont énoncés textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
2119188 Ontario Inc.	2119188	2007/01/09
ITML Horticultural Products Inc.	1704395	2007/01/09

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

**There are no restrictions.**

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

**An unlimited number of common shares.**

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

None.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

No securities, other than non-convertible debt securities, may be transferred without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors, or

(b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

1. The outstanding securities, excluding non-convertible debt securities, of the Corporation may be beneficially owned, directly or indirectly, by not more than 50 persons, exclusive of employees and former employees of the Corporation or its affiliates,

provided that:

A. each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner;

B. the Corporation may not distribute securities to a person unless such person purchases the securities as principal and is:

(a) a director, officer, employee, founder or control person of the Corporation,

(continued on Page 5A contained herein).

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

[#10-articles of amalg – other provisions continued]

- (b) a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation,
- (c) a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation,
- (d) a close personal friend of a director, executive officer, founder or control person of the Corporation,
- (e) a close business associate of a director, executive officer, founder or control person of the Corporation,
- (f) a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holder's spouse,
- (g) a security holder of the Corporation,
- (h) an accredited investor,
- (i) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (a) to (h),
- (j) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (a) to (h), or
- (k) a person that is not the public

as those terms may be defined, from time to time, in National Instrument 45-106 *Prospectus and Registration Exemptions*.

2. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.



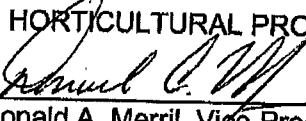
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
*Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*

2119188 ONTARIO INC.

By:   
Donald A. Merrill, Vice-President

ITML HORTICULTURAL PRODUCTS INC.

By:   
Donald A. Merrill, Vice-President

**SCHEDULE A TO THE ARTICLES OF AMALGAMATION**

**OF**

**ITML PRODUCTS INC.**

**STATEMENT OF A DIRECTOR**

**OF**

**2119188 ONTARIO INC.**

**AND**

**ITML HORTICULTURAL PRODUCTS INC.**

*Pursuant to section 178(2) of the Business Corporations Act (Ontario)*

I, Mike Lefroy, state that:

1. I am a director of 2119188 Ontario Inc. and ITML Horticultural Products Inc. (the "Corporations") each of which is an amalgamating corporation referred to in the attached Articles of Amalgamation.
2. I have conducted such examinations of the books and records of each of the Corporations and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) Each of the amalgamating corporations is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
  - (b) The realizable value of the assets of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes of shares; and
  - (c) No creditor will be prejudiced by the amalgamation.

**DATED** the 9 day of January, 2007.

  
\_\_\_\_\_  
Mike Lefroy  
Director

PART 1 OF SCHEDULE B TO THE ARTICLES OF AMALGAMATION

OF

ITML PRODUCTS INC.

RESOLUTION OF THE BOARD OF DIRECTORS

OF

2119188 ONTARIO INC.

(the "Corporation")

AMALGAMATION

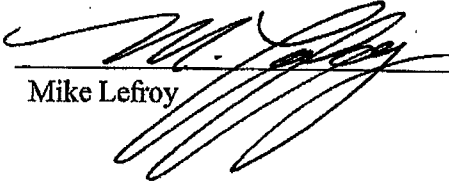
WHEREAS the Corporation is the holding corporation of and has agreed to amalgamate with its wholly-owned subsidiary ITML Horticultural Products Inc. (the "Subsidiary") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

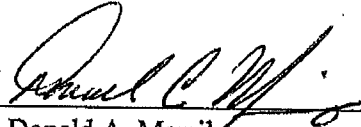
NOW THEREFORE BE IT RESOLVED that:

1. The amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, is approved;
2. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation except that the name of the amalgamated corporation shall be ITML Products Inc.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation is authorized and directed to do all things and execute and deliver all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

THE UNDERSIGNED, being all of the directors of the Corporation, hereby pass the foregoing resolution pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED the 9 day of January, 2007.

  
Mike Lefroy

  
Donald A. Merrill

**PART 2 OF SCHEDULE B TO THE ARTICLES OF AMALGAMATION**

**OF**

**ITML PRODUCTS INC.**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**OF**

**ITML HORTICULTURAL PRODUCTS INC.**  
(the "Corporation")

**AMALGAMATION**

WHEREAS the Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with the 2119188 Ontario Inc. (the "Holding Corporation") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");


**NOW THEREFORE BE IT RESOLVED** that:

1. The amalgamation of the Corporation and the Holding Corporation under the Act pursuant to subsection 177(1) thereof, is approved;
2. Effective upon the issuance of a certificate of amalgamation pursuant to subsection 178(4) of the Act, all shares of the authorized capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Holding Corporation except that the name of the amalgamated corporation shall be ITML Products Inc.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Holding Corporation;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation is authorized and directed to do all things and execute and deliver all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

**THE UNDERSIGNED**, being all of the directors of the Corporation, hereby pass the foregoing resolution pursuant to the provisions of the *Business Corporations Act* (Ontario).

**DATED** the 9 day of January, 2007.

  
Mike Lefroy

  
Donald A. Merril