

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/24/2010		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Norcal Pottery Products, Inc.		02/23/2010	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	Central Garden & Pet Company		
Street Address:	1340 Treat Blvd., Suite 600		
City:	Walnut Creek		
State/Country:	CALIFORNIA		
Postal Code:	94597		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2809722	NORCAL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(415)352-2701		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	4153522758		
Email:	sftrademark@bullivant.com		
Correspondent Name:	Diane J. Mason		
Address Line 1:	Bullivant Houser Bailey PC		
Address Line 2:	601 California Street, Suite 1800		
Address Line 4:	San Francisco, CALIFORNIA 94108		
ATTORNEY DOCKET NUMBER:	31652-20095		
NAME OF SUBMITTER:	Diane J. Mason		
Signature:	/djm/		

CH \$40.00 2809722

**900168445**

**TRADEMARK**  
**REEL: 004253 FRAME: 0080**

Date:

08/03/2010

**Total Attachments: 3**

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**TRADEMARK**

**REEL: 004253 FRAME: 0081**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"NORCAL POTTERY PRODUCTS, INC.", A CALIFORNIA CORPORATION,  
"TFH ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "CENTRAL GARDEN & PET COMPANY" UNDER THE NAME OF "CENTRAL GARDEN & PET COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2010, AT 7:36 O'CLOCK P.M.

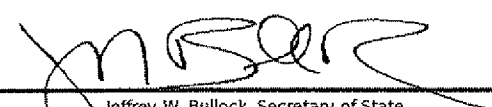
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2297503 8100M

100202388

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7837405

DATE: 02-26-10

TRADEMARK  
REEL: 004253 FRAME: 0082

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP

MERGING

TFH ACQUISITION CORP., a Delaware corporation,  
AND  
NORCAL POTTERY PRODUCTS, INC., a California corporation,  
INTO  
CENTRAL GARDEN & PET COMPANY,  
a Delaware corporation

(Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware)

CENTRAL GARDEN & PET COMPANY, a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Parent-Survivor" or the "Corporation");

**DOES HEREBY CERTIFY** that the Parent-Survivor owns (i) one hundred percent (100%) of the capital stock of TFH Acquisition Corp., a Delaware corporation ("TFH Subsidiary"), and (ii) one hundred percent (100%) of the capital stock of Norcal Pottery Products, Inc., a California corporation ("NPP Subsidiary" and together with TFH Subsidiary, the "Subsidiaries"), and that the Parent-Survivor by a resolution of its Board of Directors duly adopted by unanimous written consent on *February 23, 2010*, determined to and did merge into itself the Subsidiaries which resolution is in the following words to wit:

**WHEREAS**, the Corporation lawfully owns (i) one hundred percent (100%) of the capital stock of TFH Acquisition Corp., a Delaware corporation ("TFH Subsidiary"), and (ii) one hundred percent (100%) of the capital stock of Norcal Pottery Products, Inc., a California corporation ("NPP Subsidiary" and together with TFH Subsidiary, the "Subsidiaries"); and

**WHEREAS**, the Corporation desires to merge into itself said Subsidiaries and to be possessed of all the estate, property, rights, privileges and franchises of said Subsidiaries.

**NOW, THEREFORE, BE IT RESOLVED**, effective on the date that the appropriate filings are completed pursuant to Section 253 of the General Corporations Law of the State of Delaware ("GCL") and Section 1110 of the California Corporations Code ("CCC"), that the Corporation shall merge into itself the Subsidiaries and shall assume all of the Subsidiaries' liabilities and obligations; and it is

**FURTHER RESOLVED**, pursuant to Section 253 of GCL, that the appropriate officers of the Corporation are authorized and directed to make and

execute on behalf of this Corporation a Certificate of Ownership setting forth a copy of these resolutions, to file the same in the office of the Secretary of State of Delaware and, as applicable, to file a certified copy thereof in the office of the Recorder of Deeds of New Castle County, Delaware; and it is

**FURTHER RESOLVED**, pursuant to Section 1110 of the CCC, that the appropriate officers of the Corporation are authorized and directed to file with the Secretary of State of California a Certificate of Ownership and, as applicable, to file with the office of the County Recorder of any County in the State of California in which any real property owned by the Subsidiaries is located a certified copy of the documents filed with the Secretary of State of Delaware and/or a copy of the documents filed with the Secretary of State of California; and it is

**FURTHER RESOLVED**, that the appropriate officers of the Corporation are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware and California, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, the Parent, Survivor has caused this certificate to be signed by an authorized officer this 13<sup>th</sup> day of February, 2010.

CENTRAL GARDEN & PBT COMPANY,  
a Delaware corporation

By: Timothy J. Kane

Name: TIMOTHY J. KANE

Title: ASSIST. SECRETARY