

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/26/2012

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Grant Laboratories, Inc.		09/25/2012	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
Name:	Central Garden & Pet Company
Street Address:	1340 Treat Blvd.
Internal Address:	#600
City:	Walnut Creek
State/Country:	CALIFORNIA
Postal Code:	94597
Entity Type:	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 2</b>		
Property Type	Number	Word Mark
Serial Number:	73425423	GRANT'S KILLS ANTS
Serial Number:	73752508	

<b>CORRESPONDENCE DATA</b>	
Fax Number:	4045818330
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	404-581-8275
Email:	srbrown@jonesday.com
Correspondent Name:	Sidney R. Brown, Jones Day
Address Line 1:	1420 Peachtree Street, NE
Address Line 2:	Suite 800
Address Line 4:	Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	566957-640047
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CH \$65.00 73425423

NAME OF SUBMITTER:	Sidney R. Brown
Signature:	/Sidney R. Brown/
Date:	12/18/2013
<b>Total Attachments: 6</b> source=SunTrust Merger of Grant Laboratories into Central Garden#page1.tif source=SunTrust Merger of Grant Laboratories into Central Garden#page2.tif source=SunTrust Merger of Grant Laboratories into Central Garden#page3.tif source=SunTrust Merger of Grant Laboratories into Central Garden#page4.tif source=SunTrust Merger of Grant Laboratories into Central Garden#page5.tif source=SunTrust Merger of Grant Laboratories into Central Garden#page6.tif	

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**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

STATE OF CALIFORNIA  
CERTIFICATE OF OWNERSHIP

SEP 26 2012

MERGING

**MATTHEWS REDWOOD AND NURSERY SUPPLY, INC., a California corporation,  
AND  
GRANT LABORATORIES, INC., a California corporation,  
INTO  
CENTRAL GARDEN & PET COMPANY,  
a Delaware corporation**

William E. Brown and Lori Varlas certify that:

1. They are the Chief Executive Officer and the Secretary, respectively, of Central Garden & Pet Company, a Delaware corporation ("Parent-Survivor" or "Corporation").
2. Parent-Survivor owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Matthews Redwood and Nursery Supply, Inc., a California corporation ("Matthews Subsidiary").
3. Parent-Survivor owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Grant Laboratories, Inc., a California corporation ("Grant Subsidiary" and together with Matthews Subsidiary, the "Subsidiaries").
5. Parent-Survivor wishes to merge Subsidiaries with and into Parent-Survivor pursuant to Section 1110 of the California Corporations Code.
4. The Board of Directors of Parent-Survivor has duly adopted the following resolutions by unanimous written consent as of September 25, 2012:

**WHEREAS**, the Corporation lawfully owns (i) one hundred percent (100%) of the capital stock of Matthews Redwood and Nursery Supply, Inc., a corporation organized and existing under the laws of California ("Matthews Subsidiary"), and (ii) one hundred percent (100%) of the capital stock of Grant Laboratories, Inc., a corporation organized and existing under the laws of California ("Grant Subsidiary" and together with Matthews 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 Corporation 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

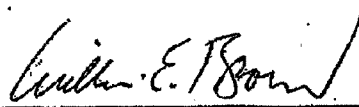
**FURTHER RESOLVED**, that the appropriate officers of the Corporation ("Authorized Officers"), and each of them, be and they hereby are authorized and directed to make and execute a Certificate of Ownership setting forth a copy of the resolutions to merge said Subsidiaries and assume their liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and 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 Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to file with the Secretary of State of California a Certificate of Ownership and, as applicable, to record 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 Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware and California, which may be in any way necessary or proper to effect said mergers.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 25, 2012



William E. Brown, Chief Executive Officer



Lori Varlas, Secretary



I hereby certify that the foregoing  
transcript of 2 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

OCT 09 2012

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

# Delaware

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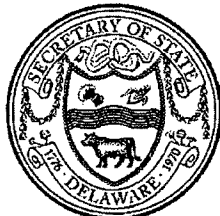
*The First State*

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:

"GRANT LABORATORIES, INC.", A CALIFORNIA CORPORATION,  
"MATTHEWS REDWOOD AND NURSERY SUPPLY, INC.", A CALIFORNIA 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-SIXTH DAY OF SEPTEMBER, A.D. 2012, AT 4:50 O'CLOCK P.M.

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



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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: 9879920

DATE: 09-28-12

TRADEMARK  
REEL: 005176 FRAME: 0047

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP  
MERGING

**MATTHEWS REDWOOD AND NURSERY SUPPLY, INC., a California corporation,  
AND  
GRANT LABORATORIES, 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 Matthews Redwood and Nursery Supply, Inc., a California corporation ("Matthews Subsidiary"), and (ii) one hundred percent (100%) of the capital stock of Grant Laboratories, Inc., a California corporation ("Grant Subsidiary" and together with Matthews Subsidiary, the "Subsidiaries"), and that the Parent-Survivor by a resolution of its Board of Directors duly adopted by unanimous written consent on September 25, 2012, 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 Matthews Redwood and Nursery Supply, Inc., a corporation organized and existing under the laws of California ("Matthews Subsidiary"), and (ii) one hundred percent (100%) of the capital stock of Grant Laboratories, Inc., a corporation organized and existing under the laws of California ("Grant Subsidiary" and together with Matthews 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 Corporation 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**, that the appropriate officers of the Corporation ("Authorized Officers"), and each of them, be and they hereby are authorized and directed to make and execute a Certificate of Ownership setting forth a copy of the resolutions to merge said Subsidiaries and assume their liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and 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 Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to file with the Secretary of State of California a Certificate of Ownership and, as applicable, to record 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 Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware and California, which may be in any way necessary or proper to effect said mergers.

IN WITNESS WHEREOF, the Parent-Survivor has caused this certificate to be signed by an authorized officer this 25th day of September, 2012.

CENTRAL GARDEN & PET COMPANY,  
a Delaware corporation

By:

  
Name: Lon Vargas  
Title: SVP, CFO & Secretary