

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/03/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Automatic Rain Company		10/03/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Horizon Distributors, Inc.
Street Address:	109 Northpark Boulevard
Internal Address:	4th Floor
City:	Covington
State/Country:	LOUISIANA
Postal Code:	70433
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3135634	TURFGRO
Registration Number:	3135571	TURFGRO
Registration Number:	3135570	TURFGRO
Registration Number:	3145018	SUREPRO
Registration Number:	2908759	TURF GRO
Registration Number:	2908758	TURF GRO
Registration Number:	3024898	HORIZON

CORRESPONDENCE DATA

Fax Number: (615)259-1470
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 615-259-1308
 Email: haverly.rauen@arlaw.com

CH \$190.00 3135634

Correspondent Name: Haverly A. Rauen
Address Line 1: 424 Church Street
Address Line 2: Suite 2800
Address Line 4: Nashville, TENNESSEE 37219

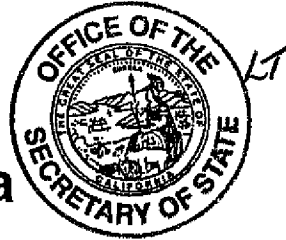
ATTORNEY DOCKET NUMBER: 009337-18

NAME OF SUBMITTER: Haverly A. Rauen

Signature: /haverly a. rauen/

Date: 08/10/2007

Total Attachments: 3
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State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 3 2005

BRUCE McPHERSON
Secretary of State

Delaware

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The First State

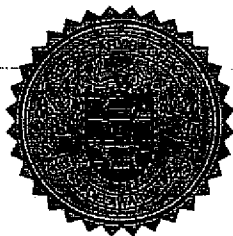
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AUTOMATIC RAIN COMPANY", A CALIFORNIA CORPORATION,
WITH AND INTO "HORIZON DISTRIBUTORS, INC." UNDER THE NAME OF "HORIZON DISTRIBUTORS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF OCTOBER, A.D. 2005, AT 8:07 O'CLOCK A.M.

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

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

OCT - 3 2005



4018794 8100M

050805831

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4197628

DATE: 10-03-05

TRADEMARK
REEL: 003599 FRAME: 0046

CERTIFICATE OF MERGER
OF
HORIZON DISTRIBUTORS, INC.,
a Delaware corporation,
AND
AUTOMATIC RAIN COMPANY,
a California corporation

Pursuant to Title 8, Section 252, of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Horizon Distributors, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Automatic Rain Company, a California corporation.

SECOND: The Agreement and Plan of Merger ("Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252, of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Horizon Distributors, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

FIFTH: The authorized stock and par value of the non-Delaware corporation is one million (1,000,000) Class A voting common shares no par value and nine million (9,000,000) Class B nonvoting common shares no par value.

SIXTH: The merger is effective as of the date of filing a certified copy of this Certificate of Merger with the Secretary of State of the State of Delaware.

SEVENTH: The executed Agreement of Merger between the constituent corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows:

Horizon Distributors, Inc.
109 Northpark Boulevard, 4th Floor
Covington, LA 70433

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate to be signed by an authorized officer, the 3rd day of October, 2005.

By [Signature]
Authorized Officer
Printed Name: Manuel J. Perez de la Mesa
Printed Title: Vice President

