

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ITML Horticultural Products Inc.		12/29/2008	CORPORATION: CANADA
Listo Products Ltd.		12/29/2008	CORPORATION: CANADA
Myer's Tire Supply (Canada) Ltd.		12/29/2008	CORPORATION: CANADA
Eastern Tire Equipment and Supplies Ltd.		12/29/2008	CORPORATION: CANADA
Buckhorn Canada Inc.		12/29/2008	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	ITML Horticultural 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:	78212330	KORD-VALMARK
Serial Number:	78212328	KORD-VALMARK LABWARE PRODUCTS
Serial Number:	77071716	PLANTERS' PRIDE
Serial Number:	77407474	KORD QUICK LOCK
Serial Number:	76632750	ITML
Serial Number:	75698892	PLANTERS' PRIDE
Serial Number:	75703759	PLANTERS' PRIDE
Serial Number:	75358258	

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Serial Number:	74706871	KORDLOK
Serial Number:	74706955	EURO SYSTEM
Serial Number:	74706869	PRESTO POT
Serial Number:	74546308	REGAL
Serial Number:	74546307	REGAL
Serial Number:	74189813	FIBER GROW ENVIRO-CONTAINERS
Serial Number:	74182884	ULTRA
Serial Number:	74181745	PLANTERS' PRIDE
Serial Number:	73364681	KORD
Serial Number:	73308008	KORD

**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: Benesch Friedlander Coplan & Aronoff LLP  
Address Line 2: 200 Public Square, Suite 2300  
Address Line 4: Cleveland, OHIO 44114-2378

ATTORNEY DOCKET NUMBER: 29711

**DOMESTIC REPRESENTATIVE**

Name: Angela R. Gott  
Address Line 1: Benesch Friedlander Coplan & Aronoff LLP  
Address Line 2: 200 Public Square, Suite 2300  
Address Line 4: Cleveland, OHIO 44114-2378

NAME OF SUBMITTER: Angela R. Gott

Signature: /Angela R. Gott/

Date: 02/09/2010

Total Attachments: 6  
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Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**ITML HORTICULTURAL PRODUCTS INC.**

**450651-1**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

**January 1, 2009 / le 1 janvier 2009**

Date of Amalgamation - Date de fusion

**Canada**



Industry Canada / Industrie Canada  
Canada Business Corporations Act / Loi canadienne sur les sociétés par actions

FORM 7  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULAIRE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion  
**ITML HORTICULTURAL PRODUCTS INC.**

2 -- The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social  
**Ontario**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
**An unlimited number of common shares.**

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
**See Schedule "A" Attached.**

5 -- Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs  
**Minimum 1; Maximum 10**

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
**None.**

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu  
**See Schedule "B" Attached.**

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 -- Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre	Tel. No. / N° de tél.
ITML Horticultural Products Inc.	4437284	<i>[Signature]</i>	December 29, 2008	Director	330.263.6592
Listo Products Ltd.	4438574	<i>[Signature]</i>	December 29, 2008	Director	330.253.5692
Myer's Tire Supply (Canada) Ltd.	1006286	<i>[Signature]</i>	December 29, 2008	Director	930.263.6692
Eastern Tire Equipment and Supplies Ltd.	0420832	<i>[Signature]</i>	December 29, 2008	Director	330.253.5592
Buckhorn Canada Inc.	1119401	<i>[Signature]</i>	December 29, 2008	Director	330.263.6592

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**SCHEDULE "A"**  
**TO ARTICLES OF AMALGAMATION FOR**  
**ITML HORTICULTURAL PRODUCTS INC.**

4. The issue, transfer or ownership of shares is restricted and the restrictions are as follows:

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.

**SCHEDULE "B"**  
**TO ARTICLES OF AMALGAMATION FOR**  
**ITML HORTICULTURAL PRODUCTS INC.**

7. 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,
- (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.



Industry Canada / Industrio Canada  
Corporations Canada / Corporations Canada

Form 2

### Information Regarding the Registered Office and the Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)

(Sections 19, 106 and 113(1) of the CBCA)

Changes to the registered office or the board of directors are to be made by filing Form 3 Change of Registered Office Address or Form 6 Change Regarding Directors. If the space available at item 1 is insufficient, please attach information, on a separate piece of paper, to the form.

#### INSTRUCTIONS

At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has less than four directors, at least one director must be a Canadian resident (subsection 106(3) of the Canada Business Corporations Act (CBCA)).

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be composed of a majority of Canadian residents (subsection 106(3.1) of the CBCA).

#### Declaration

In the case of an incorporation, the form must be signed by the incorporator. In all other cases (Articles of Amalgamation and Articles of Continuance), the form may be signed by any individual who has the relevant knowledge of the corporation and who is authorized by the directors (subsection 262.1(2) of the CBCA).

For example:

- a director of the corporation;
- an authorized officer of the corporation; or
- an authorized agent.

#### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please visit the Forms, Policies, Fees and Legislation section of our Web site at <http://corporationscanada.gc.ca> or contact us at (613) 941-9042 or toll-free at 1 866 333-5556.

File documents online:

Corporations Canada Online Filing Centre:

<http://corporationscanada.io.gc.ca>

Or send documents by mail:

Director, Corporations Canada

Jean Edmonds Tower South

9th Floor

365 Laurier Ave. West

Ottawa ON K1A 0G8

By Facsimile:

(613) 941-0999

IC 2004 (2004/11)

**1 Corporation name**  
 MYE CANADA OPERATIONS INC.

**2 Address of registered office (must be a street address)**  
 40 KING STREET WEST, SUITE 6800  
NUMBER AND STREET NAME  
 TORONTO ONTARIO M5H 3S1  
CITY PROVINCE/TERRITORY POSTAL CODE

**3 Mailing address (if different from the registered office)**

DATE ACADIC

ATTENTION OF \_\_\_\_\_

NUMBER AND STREET NAME \_\_\_\_\_

CITY \_\_\_\_\_ PROVINCE/TERRITORY \_\_\_\_\_ POSTAL CODE \_\_\_\_\_

**4 Members of the board of directors**

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (MAIL OR A HOME ADDRESS)	CANADIAN RESIDENT (Yes/No)
John C.	Orr	1560 Shade Road, Akron, Ohio 44333	No
Donald A.	Menil	4-613 Bridle Trail, Akron, Ohio 44333	No
Sal	Incarano	4669 Deer Path Trail, Richfield, Ohio, 44286	No
Donald	Gayford	75 Plant Farm Blvd., Brantford, ON N3S 7W2	Yes

**5 Declaration**

I hereby certify that I have the relevant knowledge of the corporation, and that I am authorized to sign and submit this form.

*John C. Orr*  
SIGNATURE  
 John C. Orr (330) 253.5592  
PRINT NAME TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 260(1) of the CBCA).



RECEIVED TIME DEC. 29. 5:30PM

RECORDED: 02/09/2010

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