

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
Commercial Grounds Care, Inc.		01/01/2009	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Schiller-Pfeiffer, Inc.
Street Address:	1028 Street Road
City:	Southampton
State/Country:	PENNSYLVANIA
Postal Code:	18966
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	1155327	BOB-CAT
Registration Number:	3477400	BULLET
Registration Number:	0887115	BUNTON
Registration Number:	1077261	LAWNIAIRE
Registration Number:	3000199	LEO
Registration Number:	0683211	MAT-AWAY
Registration Number:	1981566	MULCHERIZER
Registration Number:	1042138	REN-O-THIN
Registration Number:	1077263	RENOVAIRE
Registration Number:	2822807	RYAN
Registration Number:	0878133	RYAN
Registration Number:	2594037	STEINER
Registration Number:	1077262	TRACAIRE

CH \$340.00 1155327

CORRESPONDENCE DATA

Fax Number: (215)965-1331
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-965-1257
Email: csmith@panitchlaw.com
Correspondent Name: Maureen C. Kassner
Address Line 1: 2005 Market Street
Address Line 2: One Commerce Square, Suite 2200
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	209599.5003
NAME OF SUBMITTER:	Maureen C. Kassner
Signature:	/Maureen C. Kassner/
Date:	04/13/2009

Total Attachments: 7
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Schiller Grounds Care, Inc.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 1544704

ANTHEIL MASLOW & MACMINN, LLP
131 W STATE ST, PO BOX 50
DOYLESTOWN, PA 18901

TRADEMARK
REEL: 003969 FRAME: 0140

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name Joanne M. Murray, Esq.		
Address Anthony Maslow & MacMinn, LLP 131 W. State St		
City Doylestown	State PA	Zip Code 18901

Document will be returned to the name and address you enter in the left.

Commonwealth of Pennsylvania
ARTICLES OF MERGER-BUSINESS 7 Page(s)



Fees: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Schiller-Pfeiffer, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
1028 Street Rd.	Southampton	PA	18966	Bucks

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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2008 DEC 30 AM 11: 19
PA. DEPT. OF STATE

SCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Commercial Grounds Care, Inc.	111 East Wisconsin Avenue, Suite 400, Milwaukee, WI 53202		
(not qualified)			

4. Check and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: 1/1/2009 at 12:01 am
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Schiller-Pfeiffer, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa C.S. Section 1924

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/9 1547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

JSCB:15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned
 corporation/limited partnership has caused these
 Articles/Certificate of Merger to be signed by a duly
 authorized officer thereof this

12th day of December
2008

Schuller-Pfeiffer, Inc.
 Name of Corporation/Limited Partnership

[Signature]
 Signature

Vickie Waitzman, Vice President
 Title

Name of Corporation/Limited Partnership

Signature

Title

EXHIBIT A**PLAN OF MERGER**
of
Commercial Grounds Care, Inc.
with and into
Schiller-Pfeiffer, Inc.

THIS PLAN OF MERGER (hereinafter the "Agreement"), is made and entered into as of December 18, 2008, by and between Commercial Grounds Care, Inc., a Wisconsin corporation and Schiller-Pfeiffer, Inc., a Pennsylvania corporation (Schiller-Pfeiffer, Inc. and Commercial Grounds Care, Inc. collectively referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, Commercial Grounds Care, Inc. is a corporation duly organized and existing under the laws of the State of Wisconsin, having been incorporated on June 15, 2006 and Schiller-Pfeiffer, Inc. is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on January 2, 1990; and

WHEREAS, the Boards of Directors of the Constituent Companies deem it advisable for the general welfare and advantage of the Constituent Companies and their respective shareholders that Commercial Grounds Care, Inc. be merged into Schiller-Pfeiffer, Inc. pursuant to this Agreement, and the Constituent Companies respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Wisconsin.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereby agree that Commercial Grounds Care, Inc. shall be merged into Schiller-Pfeiffer, Inc., which shall continue its existence and be the entity surviving the merger (said corporation hereinafter sometimes referred to as the "Surviving Company"), upon the terms and conditions of the merger hereby agreed upon (hereinafter referred to as the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE I
EFFECTIVE TIME OF MERGER

At the effective time of the Merger, the separate existence of Commercial Grounds Care, Inc. shall cease and Commercial Grounds Care, Inc. shall be merged into the Surviving Company. Consummation of this Agreement shall be deemed effective at 12:01 a.m. on the 1st day of January, 2009.

ARTICLE II GOVERNING LAW; ARTICLES OF INCORPORATION

1. The laws of the Commonwealth of Pennsylvania shall govern the Surviving Company. The Articles of Incorporation shall, at the effective time of the Merger, remain in full force and effect, as the Articles of Incorporation of the Surviving Company, except that Article 1 shall be amended in its entirety to read "The name of the corporation is Schiller Grounds Care, Inc."

ARTICLE III BY-LAWS

The By-Laws of Schiller-Pfeiffer, Inc. at the effective time of the Merger shall be the By-Laws of the Surviving Company until altered or amended in accordance with the provisions thereof.

ARTICLE IV DIRECTORS AND OFFICERS

The Directors and Officers of Schiller-Pfeiffer, Inc. at the effective time of the Merger shall be and remain the Directors and Officers of the Surviving Company and they shall hold their office until their respective successors are duly elected and qualified.

ARTICLE V TREATMENT OF SHARES IN THE MERGER

The mode of carrying into effect the merger provided in this Agreement is as follows:

1. Commercial Grounds Care, Inc. Common Stock. Each outstanding share of Commercial Grounds Care, Inc. shall be extinguished.
2. Surrender of Certificates. After the effective time of the Merger, each holder of an outstanding certificate or certificates representing shares of Commercial Grounds Care, Inc. shall surrender such certificates to the Surviving Company for cancellation.

ARTICLE VI TRANSFER OF ASSETS; ASSUMPTION OF LIABILITIES

From and after the effective time of the Merger, the Surviving Company shall be liable and responsible for all the liabilities and obligations of the Constituent Companies.

ARTICLE VII EFFECT OF THE MERGER


At the effective time of the Merger, the Surviving Company shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, franchises and powers both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Companies, and all the rights, privileges, immunities and powers of each of the Constituent Companies and all property, real, personal and mixed, and all debts due to either of

said Constituent Companies on whatever account, and all other property and rights belonging to each of said corporations, shall be vested in the Surviving Company.

IN WITNESS WHEREOF, this Agreement has been signed by the Vice Presidents of the Constituent Companies, all as of the day and year first above written.


Commercial Grounds Care, Inc.

By:


Vickie Waitsman, Vice President and
General Counsel

Schiller Pfeiffer, Inc.

By:


Vickie Waitsman, Vice President and
General Counsel