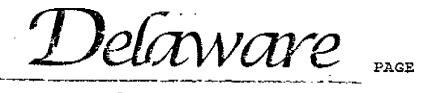
Form PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE (Rev 10/02) U.S. Patent and Trademark Office	
Tab settings ⇔⇔ ▼ ▼	* * * *
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Arnes Planter, Inc Individual(s) General Partnership Limited Partnership Corporation-State Delaware	2. Name and address of receiving party(ies) Name: Ames True Temper, Inc. Internal Address Street Address: 465 Railroad Avenue City: Camp Hill State: PA Zip: 17011
Other	Individual(s) critzenship Association General Partnership Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No (Designations must be a separate gocument from assignment) Additional name(s) & address(es) attached? Yes No
4 Application number(s) or registration number(s).	Additional native(s) e ageness (es) acracuses 1 162 162 160
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2,462,918 & 2,278,385
Additional number(s) attached Yes ✓ No	
Name and address of party to whom correspondence concerning document should be mailed. Name: Becky A. Williams	6. Total number of applications and registrations involved:
Internal Address: Katten Muchin Zavis Rosenman	7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account
Street Address. 525 W. Monroe Street Suite 1600	8. Deposit account number: 50-1214
City: Chicago State: IL Zip:60661	· · · · · · · · · · · · · · · · · · ·
DO NOT USE THIS SPACE	
9. Signature. Becky A. Williams Name of Person Signing Total number of pages including cover sheet, attachments, and goodment. Total number of pages including cover sheet, attachments, and goodment.	

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231



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 OWNERSHIP, WHICH MERGES:

"AMES PLANTER, INC.", A DELAWARE COPPORATION.

WITH AND INTO "AMES TRUE TEMPER, INC." UNDER THE NAME OF "AMES TRUE TEMPER, INC.", 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. 2003, AT 1:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2003.

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



Warriet Smith Windson, Secretary of State

AUTHENTICATION: 2656743

REEL: 002872 FRAME: 0418

DATE: TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AMES PLANTER, INC., a Delaware corporation

WITH AND INTO

AMES TRUE TEMPER, INC., a Delaware corporation

Pursuant to Section 253
of
the Delaware General Corporation Law

THE UNDERSIGNED, AMES TRUE TEMPER, INC., a Delaware corporation ("ATT"), in connection with the merger of AMES PLANTER, INC., a Delaware corporation ("Planter"), with and into ATT, hereby certifies as follows:

FIRST: That ATT was incorporated on the 30th day of January 1981, pursuant to the General Corporation Law of the State of Delaware under the name HM Ames Tool Company.

SECOND: That ATT owns all of the outstanding shares of the capital stock of Planter, a corporation organized and existing under the laws of the State of Delaware.

THIRD: That the merger shall be effective as of September 28, 2003.

FOURTH: That ATT, by the following resolutions of its Board of Directors, duly adopted by written consent of all of the directors filed with the minutes of the Board of Directors on the 26th day of September 2003, determined to merge Planter into itself.

State of Litteral Secretary of State
Division of Corporations
Delivered 0:15 PM 09/26/2003
FILTD UL-14 PM 09/26/2003
Sev 030621-13 - 0907403 FILE

TRADEMARK REEL: 002872 FRAME: 0419 RESOLVED, that the merger of Planter with and into ATT is hereby authorized and approved and in accordance therewith, ATT assumes all of the liabilities and obligations of Planter; and

FURTHER RESOLVED, the merger shall be effective as of September 28, 2003.

FURTHER RESOLVED, that Richard Dell, the President of ATT, be, and hereby is, authorized, directed and empowered to make and execute the Certificate of Ownership and Merger setting forth the terms of the Merger effected thereby, and to cause the same to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

TRADEMARK REEL: 002872 FRAME: 0420

T-293 P.06/06 F-796

From-

IN WITNESS WHEREOF, the undersigned corporation has duly executed this stufficate, this 26th day of September 2003.

AMES TRUE TEMPER, INC.

By: /s/ Richard Dell

Name: Richard Dell Title: President

1:774

RECORDED: 06/16/2004

TRADEMARK REEL: 002872 FRAME: 0421