

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies): IXL Manufacturing Company, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State MISSOURI [] Other

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

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 04/29/2002

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other if assignee is not domiciled in the United States, a domestic representative designation is attached [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

4 Application number(s) or registration number(s): A Trademark Application No (s) B Trademark Registration No (s) 2,246,576 & 1,340,745 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Becky A. Williams Internal Address: Katten Muchin Zavis Rosenman Street Address: 525 W. Monroe Street Suite 1600 City: Chicago State: IL Zip: 60661

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$ 65.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-1214

DO NOT USE THIS SPACE

9. Signature. Becky A Williams Name of Person Signing

Becky A Williams Signature

June 11, 2004 Date

Total number of pages including cover sheet, attachments, and document: 5

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

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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 OWNERSHIP, WHICH MERGES:

"IXL MANUFACTURING COMPANY, INC.", A MISSOURI CORPORATION, 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-FOURTH DAY OF APRIL, A.D. 2002, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF APRIL, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1739737

02026109 :

DATE: 04-24-02

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

IXL MANUFACTURING COMPANY, INC.,
a Missouri corporation

WITH AND INTO

AMES TRUE TEMPER, INC.,
a Delaware corporation

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 04/24/2002
020261099 - 0907403

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 IXL MANUFACTURING COMPANY, INC., a Missouri corporation ("IXL"), 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 IXL, a corporation organized and existing under the laws of the State of Missouri.

THIRD: That the merger shall be effective as of April 29, 2002.

FOURTH: That ATT, by the following resolutions of its Board of Directors, duly adopted by written consent of its sole member, filed with the minutes of the Board of Directors on the 17th day of January, 2002, determined to merge into itself IXL.

RESOLVED, that the merger of IXL Manufacturing Company, Inc., a Missouri Corporation ("IXL"), with and into ATT is hereby authorized and approved and

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in accordance therewith, ATT assumes all of the liabilities and obligations of IXL; and

FURTHER RESOLVED, the merger shall be effective as of April 29, 2002.

FURTHER RESOLVED, that Michael J. Solot, the President of ATT, be and hereby is authorized, directed and empowered to make and execute a 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.

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IN WITNESS WHEREOF, the undersigned corporation has duly executed this Certificate, this 24th day of January, 2002.

AMES TRUE TEMPER, INC.

By: s/ Michael Solot
Name: Michael Solot
Title: President

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