

Form PTO-1594
(Rev. 10/02)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Ames Planter, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 09/28/2003

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

- Individual(s) citizenship _____
- 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 document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s).

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,769,968

Additional number(s) attached Yes 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: _____

1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- 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 21, 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

Delaware

PAGE 1

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 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-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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0907003 8100M

AUTHENTICATION: 2656743

050621113

DATE: 09-26-03 TRADEMARK

REEL: 002874 FRAME: 0448

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 Delaware
Secretary of State
Division of Corporations
Delivered 01:15 PM 09/26/2003
FILED 01:24 PM 09/26/2003
SNV 030621-13 - 0907403 FILE

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.

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

AMES TRUE TEMPER, INC.

By: /s/ Richard Dell
Name: Richard Dell
Title: President

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