



**SCHEDULE**

HD Acquisition Corp. to Ames True Temper, Inc.  
U.S. Trademark Registrations

2,299,741  
2,299,742  
2,301,860  
2,303,883  
2,423,821  
2,423,825  
2,903,059  
2,903,060

# 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:

"HD ACQUISITION CORP.", 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-NINTH DAY OF SEPTEMBER, A.D. 2006, AT  
5:23 O'CLOCK P.M.

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



0907403 8100M

060901762

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5082021

DATE: 09-29-06  
TRADEMARK

REEL: 003413 FRAME: 0800

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:23 PM 09/29/2006  
FILED 05:23 PM 09/29/2006  
SRV 060901762 - 0907403 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**HD ACQUISITION CORP.**

**(a Delaware corporation)**

**INTO**

**AMES TRUE TEMPER, INC.**

**(a Delaware corporation)**

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Pursuant to Sections 103 and 253 of the  
Delaware General Corporation Law

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Ames True Temper, Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The Corporation is the owner of all of the outstanding shares of common stock of HD Acquisition Corp., a Delaware corporation.
2. The Board of Directors of the Corporation by unanimous written consent dated September 29, 2006, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), duly adopted resolutions authorizing the merger of HD Acquisition Corp. into the Corporation pursuant to Section 253 of the DGCL. A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger this 14<sup>th</sup> day of September, 2006.

AMES TRUE TEMPER, INC.

By: 

Name: Richard C. Dell

Title: Chief Executive Officer

Exhibit A

Resolutions of the Board of Directors of Ames True Temper, Inc.

**RESOLVED**, that the Board of Directors deems it advisable and in the best interests of the Corporation that effective as of the date of filing with the Secretary of State of the State of Delaware of the Certificate of Ownership and Merger by the Corporation, HD Acquisition Corp. ("HDAC") be merged with and into the Corporation pursuant to Section 253 of the DGCL, and the same hereby is, in all respects approved and adopted, with such changes therein or additions thereto as may be approved, deemed necessary, appropriate or advisable by any officer of the Corporation, with the signature of such officer being conclusive evidence of the same, and any officer of the Corporation is hereby authorized to execute and to deliver when so executed, and the Corporation be, and it hereby is, authorized to perform its obligations under, these resolutions, and such merger of HDAC with and into the Corporation (the "Merger") with the Corporation being the "surviving entity" is hereby adopted and approved in all respects; and further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and acknowledge in accordance with the DGCL a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, in substantially the form attached hereto as Exhibit A, with such changes therein and additions thereto as the officers executing the same shall approve, such approval to be conclusively evidenced by such officers' execution thereof; to cause the Certificate of Ownership and Merger to be filed and recorded in accordance with the DGCL; and to execute, record and/or file such other instruments, agreements, documents or certificates and to take any and all such other actions and to do or cause to be done any and all such other things as such officers may deem necessary, appropriate or desirable to consummate the Merger, to cause the Merger to be effective in accordance with the DGCL, and otherwise to effectuate the purposes of the foregoing resolution; and further

**RESOLVED**, that all actions of any kind previously taken by the officers or director of the Corporation that are within the authority conferred by the foregoing resolutions and the transactions described therein are hereby approved, ratified, confirmed and adopted in all respects as the acts and deeds of the Corporation; and further

**RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Corporation, to take any other action as the officer so acting shall deem necessary, appropriate or desirable to carry out the intent or purpose of the foregoing resolutions, the taking of any such action to establish conclusively such officer's authority therefor and the approval and ratification by the Board of Directors and the Corporation.