



SCHEDULE A  
Acom Products, Inc. U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>
BAD TO THE BONE	2,598,297
BIG UGLY	1,527,838
DURA LOCK	2,545,206
DURA-TORQUE	1,601,927
EASY EDGER	1,548,902
EZ-FLEX	1,887,763
FARM KING	1,041,659
FLEX-BEAM	1,042,144
GARDEN CRAFT	2,756,440
GARDEN GROW	3,096,907
GARDENER'S PRIDE	3,146,969
GETS YOU OUT OF BIG TROUBLE	2,190,803
GRIP 'N' SNIP	2,310,004
I-BEAM	1,713,087
LANDSCAPE GARDENER and Design	2,669,577
LANDSCAPE GARDENER PERFECT FIT	2,831,902
LANDWORKS	3,017,745
LITTLE HOG	2,041,438
PERFECT CUT	1,921,245
PERFECT FIT	2,362,497
POWER ASSIST	2,755,447
POWER FLEX	1,780,782
PRO SCAPE	3,017,744
PRO SCAPE BY UNIONTOOLS	3,012,013
RAZOR-BACK	1,909,748
RAZOR-BACK and Red Handle Design	2,210,122
RAZOR-BACK HOG	2,460,075
RB BAND and Design	2,893,879
Red Band Design	2,489,722
Razorback and Lightning Bolt Design	1,968,748
SNO CHASER	2,191,502
SNO FORCE	1,873,110
SNOW HOG	2,227,909
STIRUP	2,624,897
STOWN GO	2,975,855
TOOLS FOR A WELL TENDED GARDEN	3,093,912
TRAIL BLAZER	981,010
TUFFTOOLS	2,278,849
U GARDENER'S VALUE and Design	2,935,508
UNION	1,229,332
UNION and Design	1,272,372

SCHEDULE A  
Acom Products, Inc. U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>
UNION and Design	1,228,191
UNION PRO	2,034,581
UNIONTOOLS	1,617,346
UNIONTOOLS and Design	1,619,472
WET 'N DRY	3,107,633
YARD 'N GARDEN	2,023,089

SCHEDULE B  
Acorn Products, Inc. U.S. Trademark Applications

Mark

EVERTUFF  
MASTER BUILT  
TOUGH BUILT

Serial No.

78/275,402  
78/878,505  
78/504,157

# 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:

"ACORN PRODUCTS, 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-NINTH DAY OF SEPTEMBER, A.D. 2006, AT  
6:14 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

060902107

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5082091

DATE: 09-29-06

TRADEMARK

REEL: 003414 FRAME: 0114

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:14 PM 09/29/2006  
FILED 06:14 PM 09/29/2006  
SRV 060902107 - 0907403 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER****OF****ACORN PRODUCTS, INC.****(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 Acorn Products, Inc., 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 Acorn Products, Inc. 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 29<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, Acorn Products, Inc. ("Acorn") 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 Acorn 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.

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