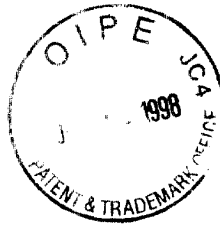


HOWREY & SIMON

June 10, 1998



Attorneys at Law
1209 Pennsylvania Ave., NW
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Commissioner of Patents and Trademarks
Washington, D. C. 20231

06-17-1998



100751548

Attn: Assignment Branch

Re: Recordation of Merger
STANLEY MECHANICS TOOLS, INC. into
THE STANLEY WORKS (survivor)
Trademark Registrations and Applications

Sir: *med*
6.10.98

Please record the attached copy of original merger documentation relating to the trademark registrations and applications listed in the attached Schedule A.

Name of registrant party: Stanley Mechanics Tools, Inc. a corporation of the State of Ohio

Name and address of surviving party: The Stanley Works, a corporation of the State of Connecticut
1000 Stanley Drive
New Britain, CT 06053

Nature of conveyance: Merger executed December 17, 1997

Trademark Application and/or Registration numbers: see Schedule A attached to merger document

Name and address of party to whom correspondence concerning document should be mailed:

William E. Marames, Esq.
HOWREY & SIMON
1299 Pennsylvania Ave., N. W.
Washington, D. C. 20004-2402

Total number of applications and registrations involved: 4 (four)

Total fee (37 CFR 3.41): \$115.00

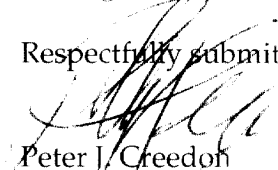
(06/15/1998 SSMITH 00000009 75164830)
01 FC:481 40.00 DP
02 FC:482 75.00 DP

Deposit number Account: 08-3038

Submitted also are Revocation of Power of Attorney and Appointment of New Power of Attorney (hereinafter referred to as Revocations) for each registration and application listed in Schedule A. The Revocations for each matter are in the order of the matters as listed in the attached Schedule A. It is respectfully requested that these documents be associated with their respective registration and application files at the United States Patent and Trademark Office.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,



Peter J. Creedon
Attorney for surviving corporation,
The Stanley Works

Enc., total number of pages including cover sheet, attachments, and document: 10

SCHEDULE A

<u>TRADEMARK</u>	<u>SER. NO.</u>	<u>FILING DATE</u>
MACLOGIC	75/164830	September 12, 1996
MACLOGIC (stylized)	75/198790	November 15, 1996

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
MBA MOBILE BUSINESS ASSISTANT (and design)	2091718	August 26, 1997
PYTHON	2145219	March 17, 1998

CERTIFICATE OF MERGER
OF
AT LEAST 90% OWNED SUBSIDIARY

1. The name of the surviving corporation in the merger is The Stanley Works, a corporation organized and existing under the laws of the State of Connecticut.

2. The Plan of Merger is as follows:

See Exhibit "A" attached.

(All provisions of the Plan of Merger must be included)

3. The Plan of Merger was approved by resolution adopted by the board of directors of The Stanley Works (Name of Parent Corporation)

4. The approval of the shareholders of the merging corporations was not required.

5. No amendment is made to the charter of the surviving corporation as part of the merger.

(Include the following for each foreign constituent corporation)

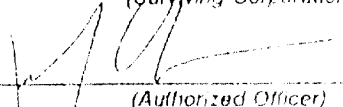
6. Stanley Mechanics Tools, Inc. has complied with the applicable provisions of the laws of the State of Ohio under which it is incorporated, and the merger is permitted by such laws.

Dated: December 17, 1997

THE STANLEY WORKS

(Surviving Corporation)

By


(Authorized Officer)
Jennifer O. Estabrook
Assistant Secretary

(*The only allowable amendments are those which directors are authorized to make without shareholder approval, as listed in Sec. 33-796.)

(CT. - 1336 - 1/1/97)

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger, dated as of this 17th day of December, 1997 by and between The Stanley Works, a corporation duly organized and existing under the laws of the State of Connecticut ("Stanley"), and Stanley Mechanics Tools, Inc., a corporation duly organized and existing under the laws of the State of Ohio ("Subsidiary") (Stanley and Subsidiary are sometimes collectively referred to herein as the "Constituent Corporations.")

WHEREAS, Subsidiary has an authorized capital consisting of 1,000 shares of common stock, par value \$1.00 per share ("Subsidiary Common Stock"), of which, as of the date hereof, 700 shares are issued and outstanding, all of which are owned by Stanley; and

WHEREAS, The respective boards of directors of the Constituent Corporations deem it **advisable** that Subsidiary be merged with and into Stanley (the "Merger") as provided herein

NOW THEREFORE, in consideration of the mutual benefits to be derived from this Agreement, Stanley and Subsidiary agree as follows:

ARTICLE I

Surviving Corporation

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut (the "CBCA") and the Ohio General Corporation Law (the "OGCL"), Subsidiary shall be merged with and into Stanley. Stanley shall be the surviving corporation and is herein sometimes referred to as the "Surviving Corporation."

ARTICLE II

Effectiveness of the Merger

Section 2.1. Effective Date. The Merger shall become effective as of January 3, 1998 (the "Effective Date"). Subject to the provisions of this Agreement, appropriate certificates of merger (the "Certificates of Merger") shall be executed by the Constituent Corporations and delivered to the Secretary of State of the States of Connecticut and Ohio, as appropriate, for filing as provided in the CBCA and the OGCL.

Section 2.2. Effects of the Merger. At the Effective Date, (i) the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Stanley, and (ii) the Certificate of Incorporation of Stanley shall remain unchanged and shall be the Certificate of Incorporation of the Surviving Corporation.

Section 2.3. Cancellation of Subsidiary Common Stock. At the Effective Date, all of the assets and liabilities of Subsidiary shall become assets and liabilities of Stanley, and all shares of Subsidiary Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof or either Stanley or Subsidiary, be cancelled and retired and cease to exist.

ARTICLE III
Miscellaneous


Section 3.1 Principal Office of Surviving Corporation The principal office of the **Surviving Corporation in the State of Connecticut** shall be located at 1000 Stanley Drive, New Britain, Connecticut 06053.

Section 3.2 Required Consents To the extent required by the OGCL Stanley consents **to be sued and served with process in the State of Ohio**, and irrevocably appoints the Secretary of **State of the State of Ohio** as its agent to accept service of process in any proceeding in the State of **Ohio to enforce** against Stanley any obligation of Subsidiary or to enforce the rights of a dissenting **shareholder** of Subsidiary

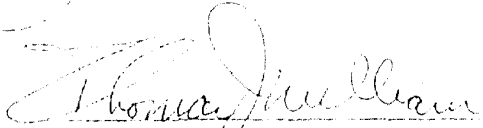
Section 3.3 Transaction of Business in Ohio Stanley is currently qualified to conduct **business in the State of Ohio**, and intends to continue to conduct business in that State. Accordingly, **Stanley hereby reaffirms** all of the statements made by it in its original Application for Authority to **Transact Business** filed with the Ohio Secretary of State

IN WITNESS WHEREOF, Stanley and Subsidiary, by their duly authorized representatives, have executed this Agreement as of the date first above written

THE STANLEY WORKS


By: Jennifer O. Estabrook
Its: Assistant Secretary

STANLEY MECHANICS TOOLS, INC.


By: Thomas G. Williams
Its: Assistant Secretary