

04-26-2000



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document (or copy(ies)).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
12 31 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
12 08 99

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Attny. Docket: 057273/0138

TRADEMARK  
REEL: 002059 FRAME: 0584

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

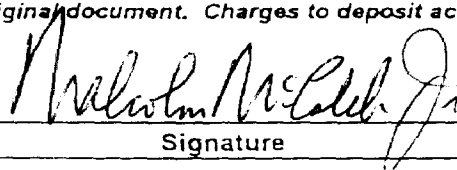
No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Malcolm McCaleb, Jr.

Name of Person Signing



Signature

March 9, 2000

Date Signed

Attny. Docket: 057273/0138

**Additional Names of Conveying Parties**

GCP Holdings Inc.  
(a Delaware corporation)

Graco Children's Products Inc.  
(a Delaware corporation)

Graco Children's Products Inc. (Ohio)  
(an Ohio corporation)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GCP HOLDINGS INC.", A DELAWARE CORPORATION,

"GRACO CHILDREN'S PRODUCTS INC.", A DELAWARE CORPORATION,

"GRACO CHILDREN'S PRODUCTS INC.", A OHIO CORPORATION,

WITH AND INTO "GCP INVESTORS INC." UNDER THE NAME OF "GRACO CHILDREN'S PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0139739

DATE: 12-14-99

TRADEMARK  
REEL: 002059 FRAME: 0587

**CERTIFICATE OF MERGER**

**OF**

**GCP INVESTORS INC.**

**(a Delaware corporation),**

**GCP HOLDINGS INC.**

**(a Delaware corporation),**

**GRACO CHILDREN'S PRODUCTS INC.**

**(a Delaware corporation)**

**AND**

**GRACO CHILDREN'S PRODUCTS INC. (OHIO)**

**(an Ohio corporation)**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) GCP Investors Inc., which is incorporated under the laws of the State of Delaware;
- (ii) GCP Holdings Inc., which is incorporated under the laws of the State of Delaware;
- (iii) Graco Children's Products Inc., which is incorporated under the laws of the State of Delaware; and
- (iv) Graco Children's Products Inc. (Ohio), which is incorporated under the laws of the State of Ohio.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is GCP Investors Inc., which will continue its existence as said surviving corporation under the new name Graco Children's Products Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of GCP Investors Inc., is to be amended and changed by reason of the merger herein certified by striking out article FIRST thereof, and by substituting in lieu thereof the following article FIRST:

"FIRST: The name of the Corporation is Graco Children's Products Inc."

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the offices of GCP Investors Inc., the address of which is as follows:

6833 Stalter Drive, Suite 101  
Rockford, IL 61108

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. Graco Children's Products Inc. (Ohio) has 100 shares of capital stock authorized.

8. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1999.

Dated: December 8, 1999.

GCP INVESTORS INC.

By: *D. L. Matschullat*  
Name: Dale L. Matschullat  
Title: Vice President - General Counsel

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