

12-24-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): 12-17-02 EMHART LLC [] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Limited Liability Company Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Newfrey LLC Internal Address: Drummond Plaza Office Park Street Address: 1423 Kirkwood Highway City: Newark State: DE Zip: 19711 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Limited Liability Company 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

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other Execution Date: Oct. 28 and 30, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 0399390 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Edward D. Murphy, Esquire Internal Address: TW-199 Street Address: 701 E. Joppa Road City: Towson State: MD Zip: 21286

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 02-2550

DO NOT USE THIS SPACE

9. Signature. Edward D. Murphy Name of Person Signing [Signature] Signature 13 Dec 02 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

12/23/2002 TDIAZ1 00000167 022550 0399390 01 FC:8521 40.00 CH

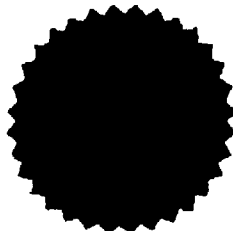
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Delaware

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 AMENDMENT OF "EMHART LLC", CHANGING ITS NAME FROM "EMHART LLC" TO "NEWFREY LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2002, AT 5:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2064304

DATE: 10-31-02

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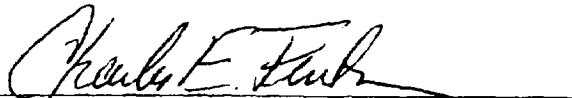
**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
EMHART LLC**

It is hereby certified that:

1. The name of the limited liability company is Emhart LLC.
2. The Certificate of Formation of the limited liability company is hereby amended by striking out Article 1 and by substituting in lieu thereof the following:

“1. The name of the limited liability company is Newfrey LLC (the “Company”).”

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation of Emhart LLC as of the 28th day of October, 2002.



Charles E. Fenton
Vice President and Secretary
Authorized Person

NEWFREY LLC**ACTION OF DIRECTORS BY UNANIMOUS WRITTEN CONSENT**

THE UNDERSIGNED, being all the directors of Newfrey LLC, a Delaware limited liability company (the "Company"), consent to the adoption of the following resolutions and the recording of the resolutions among the minutes of the proceedings of the Board of Directors.

RESOLVED, that each person holding the title of (a) General Patent Counsel, (b) Senior Group Patent Counsel, (c) Trademark Counsel, (d) Director of Patents, (e) European Patents Manager, (f) Group Patent Counsel, (g) Senior Patent Attorney, or (h) Patent Attorney, and employed by The Black & Decker Corporation or its subsidiaries, is authorized and empowered to execute all documents, including but not limited to Powers of Attorney, Application Forms and Declarations, Affidavits, Assignments and similar documents that may be required by the United States or any foreign Patent and Trademark Offices for the purpose of filing, prosecuting, appealing and obtaining all forms of Patents, Designs, Trademarks, and Copyrights on behalf of, and in the name of, Newfrey LLC and for the purpose of entering opposition or revocation proceedings in any such Patent and Trademark Office in the name of Newfrey LLC against any Patent, Design, Trademark, Copyright or application therefor of a third party.

RESOLVED, that the foregoing resolution shall supersede any prior resolutions adopted by this Board of Directors relating to the same subject that shall hereafter be no longer effective.


Dated and effective as of November 11, 2002.



Lowell R. Bowen



Paul A. Gustafson



Morris F. DeFeo