

01-15-2003



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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):

EMHART LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes 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 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 Change of Name Other Conversion to LLC

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) 0952549 and 0743654

Additional number(s) attached Yes 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:

2

7. Total fee (37 CFR 3.41) \$ 80

- Enclosed 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

6 Jan 03 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

01/15/2003 TDIAZ1 00000001 022550 0952549

01 FC:8521 40.00 CH 02 FC:8522 25.00 CH

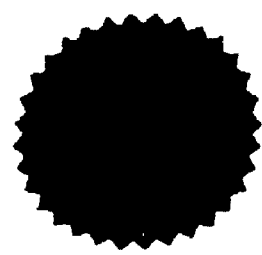
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Delaware

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

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DATE: 10-31-02

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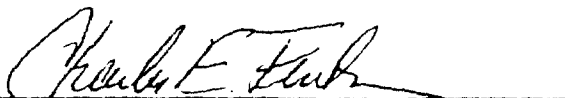
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
EMHART LLC**

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.

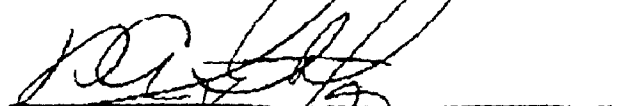
RESOLVED, that each person holding the title of (a) General Patent Counsel, (b) Senior Group Patent Counsel, (c) Trademark Counsel, (d) Director of Patents, (e) European Patents Manager, (f) Group Patent Counsel, (g) Senior Patent Attorney, or (h) Patent Attorney, and employed by The Black & Decker Corporation 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