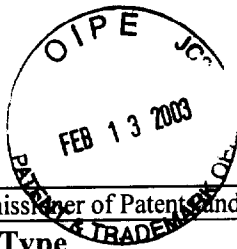


02-20-2003



REC

102368499
TRADEMARKS ONLY

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

Submission Type

New 2-13-03

Resubmission (Non-Recordation)
Document ID#

Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Mark if additional names of conveying parties attached

Conveying Party

Name

Execution Date
Month Day Year

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 separate document from Assignment.)

02/20/2003 LMUELLER 00000025 75129205

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01 FC:8521 40.00 DP
02 FC:8522 300.00 DP

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TRADEMARK
REEL: 002673 FRAME: 0677

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
Number**

Area Code and Telephone

Name

WILLIAM E. MARAMES

Address (line 1)

ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

Address (line 2)

1050 Connecticut Avenue, NW

Address (line 3)

Washington, DC 20036-5339

Address (line 4)

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

4

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)

75129205

1387341

2045979

2303734

2653788

76195210

1555632

2089098

2389136

76462435

1785403

2141259

2431713

Number of Properties

Enter the total number of properties involved..

13

Fee Amount

Fee Amount for Properties Listed (37CFR 3.41):

\$ 340

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:

#

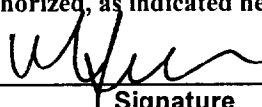
Authorization to charge additional fees

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.

William E. Marames



February 12, 2003

Name of Person Signing

Signature

Date Signed

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. Senior Technologies, Inc has complied with the applicable provisions of the laws of the State of Nebraska under which it is incorporated, and this merger is permitted by such laws.

Dated: December 18, 2002

The Stanley Works
(Surviving Corporation)

By Kathryn Partridge
(Authorized Officer)
Kathryn Partridge, Assistant Secretary

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

Exhibit A

PLAN OF MERGER

Plan of Merger, dated as of this 18th day of December, 2002.

WHEREAS, The Stanley Works ("Stanley") is a corporation duly organized and existing under the laws of the State of Connecticut and Senior Technologies, Inc. ("Subsidiary"), is a corporation duly organized and existing under the laws of the State of Nebraska; and

WHEREAS, Subsidiary has an authorized capital consisting of 500,000 shares of common stock, Par Value \$.01 per share ("Subsidiary Common Stock"), of which, as of the date hereof, 256,250 shares are issued and outstanding, all of which are owned by Stanley; and

WHEREAS, The Board of Directors of Stanley and the Board of Directors of the Subsidiary deem it advisable that Subsidiary be merged with and into Stanley (the "Merger") as provided herein.

NOW, THEREFORE, the Board of Directors of Stanley and the Board of Directors of the Subsidiary hereby adopt this Plan of Merger.

**ARTICLE I
Surviving Corporation**

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut and the Nebraska Business Corporation Act, 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
Effect of the Merger**

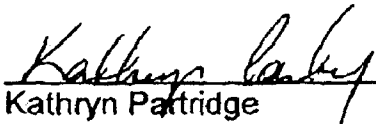
Effective Date. The Merger shall become effective as of December 28, 2002 (the "Effective Date").

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.

**ARTICLE III
Manner and Basis of Converting the Shares**

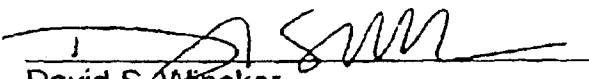
At the Effective Date, all of the assets and liabilities of Subsidiary shall become assets and liabilities of Stanley, and all shares of Subsidiary Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof or either Stanley or Subsidiary,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

I hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of The Stanley Works at a meeting duly noticed and held for such purposes on the 18th day of December, 2002.



Kathryn Partridge
Assistant Secretary

I hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of Senior Technologies, Inc. by unanimous written consent dated December 18, 2002.



David S. Winakor
Assistant Secretary