

04-15-2003



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

102420360

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):

Shur-Line, Inc.

4.14.03

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Newell Operating Company

Internal Address:

Street Address: 29 East Stephenson Street

City: Freeport

State: IL Zip: 61032

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment Merger Security Agreement Change of Name Other:

Execution Date: April 26, 2000

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,717,555

Additional numbers attached?

Yes No

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

Name: Beau D. Barberis MARSHALL. GERSTEIN & BORUN

Internal Address: Atty. Dkt.: 29641/63002

Street Address: 233 S. Wacker Drive, Suite 6300 Sears Tower

City: Chicago State: IL Zip: 60606-6357

6. Total Number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to Deposit Account Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 13-2855

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Beau D. Barberis Name of Person Signing

Signature

April 8, 2003 Date

Total number of pages including cover sheet, attachments, and document: 8

04/15/2003 ECOOPER

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40.00 DP

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date shown below.

Dated: 4-8-03 Signature: Beau Barberis (Beau D. Barberis)

TRADEMARK REEL: 002711 FRAME: 0439

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/26/2000
001213257 - 0750702

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SHUR-LINE, INC.

(a New York corporation)

INTO

NEWELL OPERATING COMPANY

(a Delaware corporation)

It is hereby certified that:

1. Newell Operating Company (the "Corporation") is a business corporation organized under the laws of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of stock of Shur-Line, Inc., which is a business corporation organized under the laws of the State of New York.

3. The laws of the jurisdiction of organization of Shur-Line, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Shur-Line, Inc. with and into the Corporation.

5. The following are the resolutions adopted on April 12, 2000, by the Board of Directors of the Corporation to merge Shur-Line, Inc. into the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the proposed Plan of Merger by and between the Corporation and Shur-Line, Inc. (the "Subsidiary") (the "Plan of Merger"), in substantially the form previously provided to the Board of Directors of the Corporation, and all other documents related thereto, including without limitation, the Certificate of Ownership and Merger and the Certificate of Merger to be filed and/or recorded as prescribed by the laws of the States of Delaware and New York, respectively, or other similar documents (the "Ancillary Documents") to be filed in connection with the merger of the Subsidiary with and into the Corporation (the "Merger"), and the transactions contemplated by the Plan of Merger and the Ancillary Documents, including, without limitation, the Merger, be, and they hereby are, ratified, confirmed and approved in all respects, and

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that the proper officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to execute, deliver and perform, in the name and on behalf of the Corporation, the Plan of Merger and all Ancillary Documents, with such changes, modifications and amendments thereto as such officers shall approve as desirable, necessary, appropriate or convenient, the execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name; and

FURTHER RESOLVED, that this Corporation assume all of the obligations of the Subsidiary.

Executed on April 27, 2000

NEWELL OPERATING COMPANY

By: 
Andrea L. Horne, Vice President -
Associate General Counsel

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FILING RECEIPT

ENTITY NAME: NEWELL OPERATING COMPANY

DOCUMENT TYPE: MERGER (FOR BUSINESS) PROCESS

COUNTY: DELA

SERVICE COMPANY: ALBANY CORPORATE RESEARCH LTD.

SERVICE CODE: 41

CONSTITUENT NAME: SHUR-LINE, INC.

FILED:04/27/2000 DURATION:***** CASH#:000427000799 FILM #:000427000772

ADDRESS FOR PROCESS

EFFECT DATE

SCHIFF HARDIN & WAITE
ATTN STUART L GOODMAN
CHICAGO, IL 60606

6600 SEARS TOWER

04/27/2000

REGISTERED AGENT

FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
SCHIFF HARDIN & WAITE 6600 SEARS TOWER CHICAGO, IL 60606-6473	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	95.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

DOS-1025 (11/89)

*State of New York }
Department of State }^{as:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **MAY 01 2000**



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

000427000772

CERTIFICATE OF MERGER

OF

SHUR-LINE, INC.

ACR-4

INTO

NEWELL OPERATING COMPANY

Under Section 907 of the Business Corporation Law

It is hereby certified on behalf of Newell Operating Company (the "Surviving Corporation") as follows:

FIRST: The Board of Directors of the corporation, named herein as the Surviving Corporation, has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said Surviving Corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was issued by the Department of State of the State of New York on December 28, 1954 under the name Shur-Line Manufacturing Co., Inc., is Shur-Line, Inc. (the "Subsidiary Corporation").

FOURTH: The name of the Surviving Corporation, which was organized under the laws of the State of Delaware on April 30, 1970, is Newell Operating Company. The Application for Authority in the State of New York of said Surviving Corporation to transact business as a foreign corporation therein was issued by the Department of State of the State of New York on November 23, 1971.

FIFTH: The designation and number of outstanding shares of each class of the Subsidiary Corporation, all of which are owned by the Surviving Corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Class A Voting Common	1,080
Class B Non-Voting Common	-0-

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SIXTH: The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Subsidiary Corporation, for the enforcement of any liability or obligation of the Surviving Corporation for which the Surviving Corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of those shares of the Subsidiary Corporation which are not owned by the Surviving Corporation to receive payment for their shares against the Surviving Corporation.

SEVENTH: The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of the Subsidiary Corporation which are not owned by the Surviving Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

EIGHTH: The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him is:

Schiff Hardin & Waite
6600 Sears Tower
Chicago, IL 60606
Attention: Stuart L. Goodman

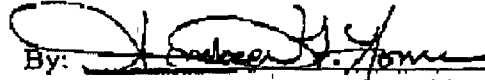
NINTH: The Subsidiary Corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Subsidiary Corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the Subsidiary Corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the Subsidiary Corporation.

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Executed on April 26, 2000

NEWELL OPERATING COMPANY

By: 
Andrea L. Horne, Vice President -
Associate General Counsel

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