

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hamilton-Stevens Group, Inc.		12/21/1995	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Stevens International, Inc.
Street Address:	5700 East Belknap Street
City:	Fort Worth
State/Country:	TEXAS
Postal Code:	76117
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	761277	HAMILTON TOOL
Registration Number:	842376	MULTI-SIZE
Registration Number:	1438969	STEVENS
Registration Number:	1536085	WIDE-TRAC

CORRESPONDENCE DATA

Fax Number: (214)200-0558
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-651-5066
 Email: beckerjm@haynesboone.com
 Correspondent Name: Jeffrey M. Becker
 Address Line 1: 901 Main Street, Suite 3100
 Address Line 4: Dallas, TEXAS 75202-3789

ATTORNEY DOCKET NUMBER:	34528.2
NAME OF SUBMITTER:	Jeffrey M. Becker

Total Attachments: 3

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**TRADEMARK
 REEL: 002736 FRAME: 0445**

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CERTIFICATE OF OWNERSHIP AND MERGER
Merging
HAMILTON-STEVENS GROUP, INC.
With and Into
Stevens International, Inc.

Stevens International, Inc. a corporation organized and existing under the laws of the state of Delaware (the "Company") does hereby certify that:

FIRST: The Company was incorporated on the 5th day of November, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the outstanding shares of common stock, \$0.01 par value per share (the "Common Stock"), of Hamilton-Stevens Group, Inc., a Delaware corporation ("Hamilton"), incorporated on the 19th day of March, 1990, pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Company, by the resolutions of its Board of Directors (the "Board") adopted on November 30, 1995 and filed with the minutes of the Board, determined to and did merge with and into itself Hamilton, effective December 31, 1995. A copy of those resolutions is attached hereto as Exhibit A.

IN WITNESS WHEREOF, Stevens International, Inc. has caused this certificate to be signed by its Treasurer this 21st day of December, 1995.

Stevens International, Inc.
By *N. Paul McP.*
Its TREASURER

EXHIBIT A
SUBSIDIARY MERGER RESOLUTIONS

Merger of Hamilton-Stevens Group, Inc., Zerand-Bernal Group, Inc., and Stevens Securities Systems International, Inc. with and into Stevens International, Inc.

WHEREAS, Hamilton-Stevens Group, Inc., a Delaware corporation ("Hamilton-Stevens"), is a wholly-owned subsidiary of Stevens International, Inc., a Delaware corporation (the "Corporation"); and

WHEREAS, Zerand-Bernal Group, Inc., a Delaware corporation ("Zerand-Bernal"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, Stevens Securities Systems International, Inc., a Delaware corporation ("SSI"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, the Delaware General Corporation Law (the "Act") pursuant to Section 253(a) provides that a Delaware corporation that owns at least 90% of the outstanding shares of stock of corporations may merge with those corporations by executing, acknowledging and filing, in accordance with Section 103 of the Act, a certificate of ownership and merger (a "Certificate of Ownership and Merger"); and

WHEREAS, the Board of Directors of the Corporation has determined that it would be in the best interests of the Corporation to merge Hamilton-Stevens, Zerand-Bernal and SSI with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interests of the Corporation to merge Hamilton-Stevens, Zerand-Bernal and SSI with and into the Corporation; and further

RESOLVED FURTHER, that each officer of the Corporation is hereby, severally and without the necessity for joinder of any other person, authorized, empowered and directed, in all respects, to prepare or cause to be prepared, a Certificate of Ownership and Merger in accordance with Section 103 of the Act in order to effect a merger of Hamilton-Stevens with and into the Corporation; and

RESOLVED FURTHER, that each officer of the Corporation is hereby, severally and without the necessity for joinder of any other person, authorized, empowered and directed, in all respects, to prepare or cause to be prepared, a Certificate of Ownership and Merger in accordance with Section 103 of the Act in order to effect a merger of Zerand-Bernal with and into the Corporation; and

RESOLVED FURTHER, that each officer of the Corporation is hereby, severally and without the necessity for joinder of any other person, authorized, empowered and directed, in all respects, to prepare or cause to be prepared, a Certificate of Ownership and Merger in accordance with Section 103 of the Act in order to effect a merger of SSI with and into the Corporation; and

RESOLVED FURTHER, that each officer of the Corporation is hereby, severally and without the necessity for joinder of any other person, authorized, empowered and directed, in all respects, for and on behalf of the Corporation, to take any and all actions necessary or appropriate to carry out the purposes and intent of the foregoing resolution, including without limitation, the execution and delivery of documents to be filed with the Secretary of State of the State of Delaware.

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