

FORM PTO-1594 (modified) (Rev. 03/01) U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):
Alterra Holdings Corporation

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

Additional conveying party(ies) **NO**

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

Name: **Fiskars Brands, Inc.**
Internal Address:
Street Address: **2537 Daniels Street**
City: State: Zip: **Madison, WI 53718-6772**

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

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

Execution Date: **December 22, 2003**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)
See Attached

Additional number(s) attached Yes No

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

Name: **Richard J. McKenna**
Internal Address: **FOLEY & LARDNER**
Street Address: **777 East Wisconsin Avenue**
City: **Milwaukee** State: **Wisconsin** Zip: **53202-5306**

6. Total number of applications and registrations involved: **128**

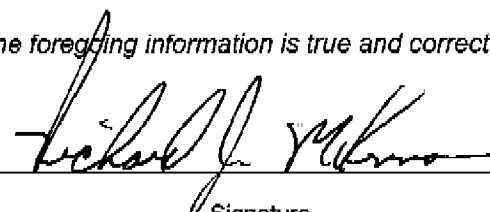
7. Total fee (37 C.F.R. § 3.41): **\$3,215.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1447

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.

Richard J. McKenna  **Jan. 20, 2004**

Name of person signing Signature Date

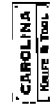
Total number of pages including cover sheet, attachments, and document: 23

CH \$3215.00 061447 76127438

Fiskars/Alterra US Trademarks

Jan 16, 2004

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
ACCENTS	Alterra Holdings Corporation	Registered	75/040555	2145113	031890-0886
AIRFRAME	Alterra Holdings Corporation	Pending	76/127438		048674-0146
ALLIANCE	Alterra Holdings Corporation	Pending	78/277736		048674-0280
AMERICAN ROSE	Alterra Holdings Corporation	Registered	75/485664	2353154	048681-0241
ARC EDGE	Alterra Holdings Corporation	Registered	399871	1263080	91381
BALANCE PLUS	Alterra Holdings Corporation	Registered	73/380134	1255871	048674-0315
BALMUNG	Alterra Holdings Corporation	Registered	71/501972	433565	91717
BMF	Alterra Holdings Corporation	Registered	73/640232	1478323	91817
BOLT ACTION	Alterra Holdings Corporation	Registered	75/621929	2427411	048674-0114
CARBOSS	Alterra Holdings Corporation	Pending	78/276173		031890-1688
CAROLINA KNIFE & TOOL DESIGN	Alterra Holdings Corporation	Registered	75/898109	2495688	048674-0130



Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
CAROLINA KNIFE AND TOOL & DESIGN	Alterra Holdings Corporation	Pending	78/282860		048674-0292
CHAMELEON	Alterra Holdings Corporation	Registered	76/111519	2473719	048674-0147
COOL TOOL	Alterra Holdings Corporation	Registered	75/040245	2022089	031890-0881
COVERT	Alterra Holdings Corporation	Registered	75/000683	2211827	031890-1341
CREATIVEWORKS	Alterra Holdings Corporation	Pending	78/279132		031890-1656
CREATIVEWORKS	Alterra Holdings Corporation	Registered	74/168398	1711224	031890-0703
CUISINA	Alterra Holdings Corporation	Pending	76/211408		048672-0114
CUT WORKS	Alterra Holdings Corporation	Registered	74/726796	2079974	031890-0802
DESK WORKS	Alterra Holdings Corporation	Registered	74/726694	2126035	031890-0803
ENVIROGRIP	Alterra Holdings Corporation	Registered	75/797463	2452087	031890-1583
EVERYDAY COMFORT (STYLIZED)	Alterra Holdings Corporation <small>Everyday Comfort</small>	Registered	75/579769	2388537	048681-0246

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
EXCALIBUR (STYLIZED) EXCALIBUR	Alterra Holdings Corporation	Registered	71/501971	439354	91719
FASHION ACCENTS	Alterra Holdings Corporation	Registered	74/154055	1702414	031890-1516
FEND FOR YOURSELF	Alterra Holdings Corporation	Registered	78/170218	2740616	048674-0233
FLORAL MATES	Alterra Holdings Corporation	Registered	72/283929	866683	048681-0175
FREEMAN	Alterra Holdings Corporation	Pending	78/279115		048674-0296
GARDEN GEAR	Alterra Holdings Corporation	Registered	75/475078	2474758	031890-1378
GARDEN-RITE	Alterra Holdings Corporation	Registered	74/486837	2186094	031890-0562
GATEMOUTH	Alterra Holdings Corporation	Registered	75/375323	2270291	031890-0983A
GATEMOUTH GUNNER	Alterra Holdings Corporation	Registered	75/374005	2355740	031890-1380
GATOR	Alterra Holdings Corporation	Registered	74/166731	1694026	048674-0213
GATOR BLADES	Alterra Holdings Corporation	Registered	74/442473	1962243	031890-0520
GATOR MATE	Alterra Holdings Corporation	Registered	74/194290	1779494	048674-0319

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
GATOR SERRATER	Altera Holdings Corporation	Registered	74/166732	1752555	048674-0298
GERBER	Altera Holdings Corporation	Registered	71/501970	512677	91762
GERBER	Altera Holdings Corporation	Registered	74/189817	1745540	017535-0184
GERBER	Altera Holdings Corporation	Registered	75/514363	2279229	048674-0102
GERBER GEAR & DESIGN	Altera Holdings Corporation	Registered	75/664389	2553184	048674-0117
GERBER LEGENDARY BLADES & DESIGN	Altera Holdings Corporation	Registered	74/203799	1732521	031890-1512
GRAND COMFORT (STYLIZED)	Altera Holdings Corporation	Registered	75/579768	2390390	048681-0247
GUARDIAN	Altera Holdings Corporation	Registered	73/263221	1166181	031890-1627
GUARDIAN BACK-UP	Altera Holdings Corporation	Registered	74/214897	1783235	031890-0143
HARDSHELL	Altera Holdings Corporation	Registered	75/09734	2422187	048673-0111
HARVEST GEAR	Altera Holdings Corporation	Registered	75/553570	2351338	048673-0106
HIP-CLIP	Altera Holdings Corporation	Registered	76/465576	2756892	031890-1654



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ILLUMINATOR	Altera Holdings Corporation	Pending	78/238966		031890-1684
INNOVATIVE PRODUCTS FOR CREATIVE PEOPLE	Altera Holdings Corporation	Registered	74/629113	2211349	031890-0680
KANGAROO	Altera Holdings Corporation	Pending	78/308915		048673-0160
KEYSTYLE	Altera Holdings Corporation	Registered	75/568280	2302007	048674-0109
KIDZORS	Altera Holdings Corporation	Registered	76/395674	2672159	031890-1635
L.S.T.	Altera Holdings Corporation	Registered	73/268539	1167016	048674-0202
LIARS SUSPENDERS	Altera Holdings Corporation	Registered	74/477257	1872587	031890-0964
LIGHTBOSS	Altera Holdings Corporation	Registered	76/466417	2761508	031890-1653
LIMF	Altera Holdings Corporation	Registered	73/650906	1464306	91813
MICRO-TIP	Altera Holdings Corporation	Registered	74/686024	1974422	031890-0783
MICRO-TIP	Altera Holdings Corporation	Registered	74/682437	1990572	031890-0787
MIMING	Altera Holdings Corporation	Registered	534622	510568	91720

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
MINDUTE TABLE	Alterra Holdings Corporation	Registered	75/219585	2130364	048681-0239
MISCELLANEOUS DESIGN (FREEMAN KNIFE)	Alterra Holdings Corporation	Pending	78/324538		048674-0287
MISCELLANEOUS DESIGN (ORANGE HANDLED SCISSORS)	Alterra Holdings Corporation	Pending	N/A		017535-0238A
M-MONTANA & DESIGN	Alterra Holdings Corporation	Registered	73/484813	1357686	048672-0117
MULTI-LITE	Alterra Holdings Corporation	Registered	75/508062	2215415	031890-1348
MULTI-LOCK	Alterra Holdings Corporation	Registered	75/186195	2198914	031890-1096
MULTI-PLIER	Alterra Holdings Corporation	Registered	74/601220	1809920	031890-0489
MULTIPLIER	Alterra Holdings Corporation	Registered	74/728182	1999707	031890-0742
NEWPOINT	Alterra Holdings Corporation	Pending	78/277746		048676-0110
NITEBUG	Alterra Holdings Corporation	Registered	75/647283	2458062	048675-0102
NOMAD	Alterra Holdings Corporation	Registered	75/055295	2234593	031890-0906
NYGLASS	Alterra Holdings Corporation	Registered	74/641490	2044560	031890-0691



Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
NYGLASS	Altera Holdings Corporation	Registered	75/007724	2003133	031890-0880
OFFICE ACCENTS	Altera Holdings Corporation	Registered	74/685198	1976648	031890-0770
OVAL CROPPER	Altera Holdings Corporation	Registered	75/527766	2322574	031890-1614
OXFORD GARDEN	Altera Holdings Corporation	Registered	74/729137	2151167	031890-0801
PHONE DIRECTOR	Altera Holdings Corporation	Registered	75/222554	2137000	031890-1163
PLAYWORKS	Altera Holdings Corporation	Registered	75/075416	2133185	031890-0923
POWER AXE	Altera Holdings Corporation	Registered	74/572670	2003524	031890-0617
POWER BLOCKER (STYLIZED)	Altera Holdings Corporation	Registered	74/662925	1980637	031890-1041
POWER DIRECTOR	Altera Holdings Corporation	Registered	73/515471	1385017	031890-1064
POWER SENTRY	Altera Holdings Corporation	Registered	74/493880	2007357	031890-1407
POWER SENTRY	Altera Holdings Corporation	Pending	78/279122		048675-0107
POWER TOOTH	Altera Holdings Corporation	Registered	75/504007	2398422	031890-1510

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
POWERGEAR	Altera Holdings Corporation	Pending	78/197179		031890-1655
POWERGEAR	Altera Holdings Corporation	Pending	78/275725		031890-1692
POWERGEAR	Altera Holdings Corporation	Registered	75/412743	2230506	031890-1437
POWERGRIP	Altera Holdings Corporation	Registered	73/729507	1548006	031890-0575
POWERGRIP	Altera Holdings Corporation	Registered	74/337312	1858361	031890-0454
POWER-LEVER	Altera Holdings Corporation	Registered	72/171057	777788	91382
POWER-STROKE	Altera Holdings Corporation	Registered	75/093519	2211437	031890-1034
PRUNING STIK	Altera Holdings Corporation	Registered	75/492056	2344527	031890-1509
PURSUE YOUR PASSIONS	Altera Holdings Corporation	Pending	78/174227		031890-1616
QUICK STRIP	Altera Holdings Corporation	Registered	74/273576	1887917	048672-0104
QUICKSTRIP & DESIGN	Altera Holdings Corporation	Registered	74/509067	1988939	031890-0576
RECOIL	Altera Holdings Corporation	Pending	78/212785		048674-0255



Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
RIVER RUNNER	Alterra Holdings Corporation	Registered	75/126488	2131255	031890-1049
SCHOOLWORKS	Alterra Holdings Corporation	Registered	75/006801	2082249	031890-0823
SCRAPBOSS	Alterra Holdings Corporation	Pending	76/034422		031890-1721
SEQUEL	Alterra Holdings Corporation	Pending	76/110044		048674-0145
SHAPEBOSS	Alterra Holdings Corporation	Registered	76/422843	2739955	031890-1640
SHAPEXPRESS	Alterra Holdings Corporation	Pending	76/263742		031890-1691
SHAPING MEMORIES	Alterra Holdings Corporation	Registered	75/527764	2346110	031890-1615
SHAR PAK	Alterra Holdings Corporation	Registered	73/442555	1288702	91739
SILVER KNIGHT	Alterra Holdings Corporation	Registered	73/137528	1088037	031890-0325
SOFTGRIP	Alterra Holdings Corporation	Registered	75/161962	2085961	031890-1095
SOFTGRIP	Alterra Holdings Corporation	Registered	74/576545	1952035	031890-0621
SOFTTOUCH	Alterra Holdings Corporation	Registered	74/284946	1748172	031890-0191

FOLEY LARDNER
ATTORNEYS AT LAW

Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
SOFTOUCH	Alterra Holdings Corporation	Registered	74/419700	1975162	031890-0496
SOLSTICE	Alterra Holdings Corporation	Pending	76/311631		048674-0307
STEELHEAD	Alterra Holdings Corporation	Pending	76/409864		048674-0144
SURGE MANAGER	Alterra Holdings Corporation	Registered	75/150709	2220763	031890-1108
SURGE STICK	Alterra Holdings Corporation	Registered	76/381643	2776579	048675-0104
SWITCHER 2000 PLUS (STYLIZED)	Alterra Holdings Corporation	Registered	75/147150	2216941	031890-1124
SYROCO	Alterra Holdings Corporation	Registered	73/033340	1021553	048681-0165
SYROCO & (S) DESIGN	Alterra Holdings Corporation	Registered	72/175620	769143	048681-0180
SYROCO & (S) DESIGN	Alterra Holdings Corporation	Registered	72/175621	769768	048681-0181
SYROCO (STYLIZED)	Alterra Holdings Corporation	Registered	71/487282	426532	048681-0184
SYROCO (STYLIZED)	Alterra Holdings Corporation	Registered	71/487289	422195	048681-0183
TERRAGLAZE	Alterra Holdings Corporation	Registered	75/692916	2316163	070623-0119-1

SEARCHED 2/10/05 PMS



FOLEY LARDNER
ATTORNEYS AT LAW

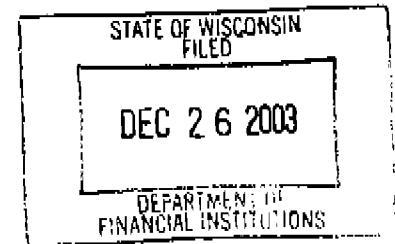
Mark / Image	Owner	Status	Appl. No.	Reg. No.	Docket No.
THE #1 "MUST HAVE" COMPUTER ACCESSORY	Altera Holdings Corporation	Registered	75/120407	2181736	031890-1176
THEATRE DIRECTOR	Altera Holdings Corporation	Registered	75/241205	2186775	031890-1171
THEATRE GUARD	Altera Holdings Corporation	Registered	75/293037	2279600	031890-1318
THEATRE HUB	Altera Holdings Corporation	Registered	75/241728	2186776	031890-1170
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL CONTROL	Altera Holdings Corporation	Pending	76/324543		031890-1709
TRIPLETRACK	Altera Holdings Corporation	Pending	76/279105		031890-1695
ULTRABLADE	Altera Holdings Corporation	Registered	76/105213	2779943	048673-0126
VIVANTE	Altera Holdings Corporation	Pending	76/211412		048672-0115
WALLACE	Altera Holdings Corporation	Registered	72/052256	683980	031890-0259
WARREN	Altera Holdings Corporation	Registered	73/348752	1275884	91296

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DEC 23 2003

WISCONSIN
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**ARTICLES OF MERGER
MERGING
ALTERRA HOLDINGS CORPORATION
WITH AND INTO
FISKARS BRANDS, INC.**



Pursuant to Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL"), the following Articles of Merger are hereby executed as of this 23rd day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

ARTICLE I

The Board of Directors and all shareholders of Parent, in accordance with Parent's Articles of Incorporation and Bylaws and Sections 180.1101 and 180.1103 of the WBCL, approved and adopted the Plan of Merger, dated as of December 11, 2003 (the "Plan of Merger"), a true and correct copy of which is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II

The Board of Directors and Parent, as the sole shareholder of Subsidiary, in accordance with Subsidiary's Certificate of Incorporation and Bylaws and Section 252 of the Delaware General Corporation Law, approved and adopted the Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by their respective officers as of the day and year first written above.

FISKARS BRANDS, INC.

By: 
Christian G. Steinmetz, Assistant Secretary

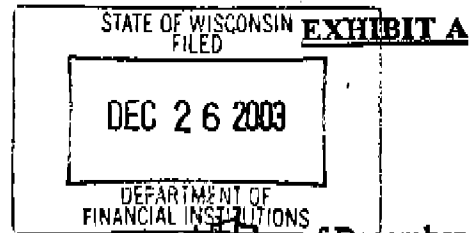
ALTERRA HOLDINGS CORPORATION

By: 
Christian G. Steinmetz, Assistant Secretary

These Articles of Merger were drafted by, and a copy hereof should be returned to, Christian G. Steinmetz of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

(Alterra Holdings Corporation)

PLAN OF MERGER



The following Plan of Merger is hereby executed as of this 11th day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

WHEREAS, the authorized capital stock of Parent consists of 22,510,250 shares of common stock, \$0.01 par value per share, of which 20,259,225 shares are issued and outstanding on the date hereof.

WHEREAS, the authorized capital stock of Subsidiary consists of 3,000 shares of common stock, \$0.01 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, Section 180.1101 of the Wisconsin Business Corporation Law (the "WBCL") and Section 252 of the Delaware General Corporation Law ("DGCL") permit the merger of Subsidiary into Parent.


NOW, THEREFORE, Parent and Subsidiary, in consideration of the mutual promises, agreements and covenants contained herein and in accordance with the WBCL and DGCL, hereby agree as follows:

1. Subsidiary shall be merged with and into Parent, with Parent being the surviving corporation.
2. The merger shall have the effect provided in the WBCL and DGCL. The effective time of the merger shall be 11:59:59 p.m. on the later of (i) the date that the Department of Financial Institutions of the State of Wisconsin receives the Articles of Merger for filing, or (ii) December 31, 2003 (the "Effective Time").
3. The merger shall affect the shares of each of the parties hereto as follows:
 - a. At the Effective Time, there shall be no effect on the outstanding shares of Parent common stock.
 - b. At the Effective Time, each outstanding share of Subsidiary common stock owned by Subsidiary shall be automatically canceled and retired, without consideration, and shall cease to exist.
4. The Articles of Incorporation of Parent, as in effect immediately prior the Effective Time, shall continue in full force and effect as the Articles of Incorporation of Parent after the Effective Time.
5. The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of Parent after the Effective Time.

6. The Officers and Directors of Parent shall continue in office until the next annual meeting of shareholders and until their successors shall have been selected and qualified.

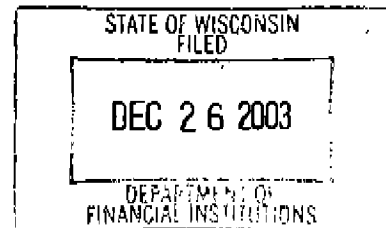
IN WITNESS WHEREOF, Parent and Subsidiary have cause this Plan of Merger to be executed in their respective corporate names by duly authorized officers as of the day and year first above written.

FISKARS BRANDS, INC.

By: 
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

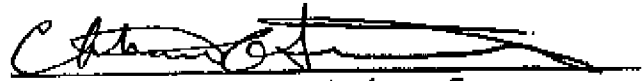
By: 
Christian G. Steinmetz, Assistant Secretary

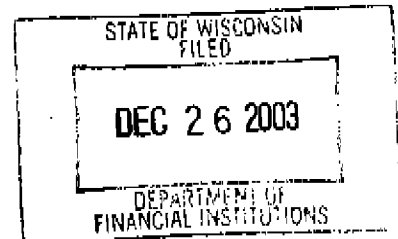


Certificate of Assistant Secretary

I, Christian G. Steinmetz, Assistant Secretary of Alterra Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder of the corporation, which holds 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Plan of Merger was thereby adopted as the act of the stockholders of said Alterra Holdings Corporation and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 11th day of December, 2003.


Christian G. Steinmetz, Assistant Secretary



AHC

Delaware

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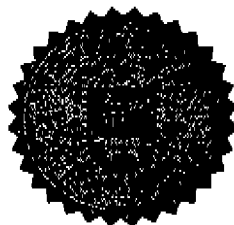
The First State

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 MERGER, WHICH MERGES:

"ALTERRA HOLDINGS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "FISKARS BRANDS, INC." UNDER THE NAME OF "FISKARS BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2003, AT 9:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3744669 8100M

AUTHENTICATION: 2846213

030833580

DATE: 01-02-04 TRADEMARK

REEL: 002779 FRAME: 0791

FROM CORPORATION TRUST 302-655-2480

(TUE) 12. 23. '03 23:11/ST. 23:06/NO. 406/NO. 4166/P. 8

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:05 PM 12/23/2003
FILED 09:18 PM 12/23/2003
SRV 030833580 - 2358397 FILE

CERTIFICATE OF MERGER

OF

ALTERRA HOLDINGS CORPORATION

INTO

FISKARS BRANDS, INC.

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Fiskars Brands, Inc.	Wisconsin
Alterra Holdings Corporation	Delaware

SECOND: That a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware and Sections 180.1101 and 180.1103 of the Wisconsin Business Corporation Law.

THIRD: That the name of the surviving corporation of the merger is Fiskars Brands, Inc., a Wisconsin corporation.

FOURTH: That the executed Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

FIFTH: That Fiskars Brands, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is F&L Corp., Suite 3800,

FROM CORPORATION TRUST 302-655-2480

(TUE) 12. 23' 03 23:11/ST. 23:06/NO. 4862069054 P. 9
Siz 343 4344 P. 08

777 E. Wisconsin Avenue, Milwaukee, Wisconsin 53202-5306 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

SIXTH: That this Certificate of Merger shall be effective at 11:59:59 p.m. on December 31, 2003.

Dated: December 22, 2003

FISKARS BRANDS, INC.

By 
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

By 
Christian G. Steinmetz, Assistant Secretary

FROM CORPORATION TRUST 302-655-2480

(TUE) 12. 23' 03 23:11/ST. 23:06/NO. 4862069054 P. 10
12 3 4 5 6 7 8 9 10 11 12

(Alterra Holdings Corporation)

EXHIBIT A**PLAN OF MERGER**

The following Plan of Merger is hereby executed as of this 11th day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

WHEREAS, the authorized capital stock of Parent consists of 22,510,250 shares of common stock, \$0.01 par value per share, of which 20,259,225 shares are issued and outstanding on the date hereof.

WHEREAS, the authorized capital stock of Subsidiary consists of 3,000 shares of common stock, \$0.01 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, Section 180.1101 of the Wisconsin Business Corporation Law (the "WBCL") and Section 252 of the Delaware General Corporation Law ("DGCL") permit the merger of Subsidiary into Parent.

NOW, THEREFORE, Parent and Subsidiary, in consideration of the mutual promises, agreements and covenants contained herein and in accordance with the WBCL and DGCL, hereby agree as follows:

1. Subsidiary shall be merged with and into Parent, with Parent being the surviving corporation.
2. The merger shall have the effect provided in the WBCL and DGCL. The effective time of the merger shall be 11:59:59 p.m. on the later of (i) the date that the Department of Financial Institutions of the State of Wisconsin receives the Articles of Merger for filing, or (ii) December 31, 2003 (the "Effective Time").
3. The merger shall affect the shares of each of the parties hereto as follows:
 - a. At the Effective Time, there shall be no effect on the outstanding shares of Parent common stock.
 - b. At the Effective Time, each outstanding share of Subsidiary common stock owned by Subsidiary shall be automatically canceled and retired, without consideration, and shall cease to exist.
4. The Articles of Incorporation of Parent, as in effect immediately prior the Effective Time, shall continue in full force and effect as the Articles of Incorporation of Parent after the Effective Time.
5. The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of Parent after the Effective Time.

FROM CORPORATION TRUST 302-655-2480

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6. The Officers and Directors of Parent shall continue in office until the next annual meeting of shareholders and until their successors shall have been selected and qualified.

IN WITNESS WHEREOF, Parent and Subsidiary have cause this Plan of Merger to be executed in their respective corporate names by duly authorized officers as of the day and year first above written.

FISKARS BRANDS, INC.

By: 
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

By: 
Christian G. Steinmetz, Assistant Secretary

FROM CORPORATION TRUST 302-655-2480

(TUE) 12. 23' 03 23:12/ST. 23:06/NO. 4862069054 P. 12

Certificate of Assistant Secretary

I, Christian G. Steinmetz, Assistant Secretary of Alterra Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder of the corporation, which holds 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Plan of Merger was thereby adopted as the act of the stockholders of said Alterra Holdings Corporation and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 11th day of December, 2003.


Christian G. Steinmetz, Assistant Secretary