

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
ASHLAND PRODUCTS, INC.		12/29/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	NEWELL OPERATING COMPANY
Street Address:	29 E. STEPHENSON STREET
City:	FREEPORT
State/Country:	ILLINOIS
Postal Code:	61032
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2611539	A
Registration Number:	2419565	ADVENT
Registration Number:	2616671	ASHLAND
Registration Number:	1496786	ASHLAND
Registration Number:	1885004	ASHLAND
Registration Number:	2177992	PIVOTTRUE
Registration Number:	2202321	
Registration Number:	2196740	

CORRESPONDENCE DATA

Fax Number: (630)481-1699

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 630.481.1685

Email: zee.darby@newellco.com

Correspondent Name: Zakkiyya "Zee" Darby

Address Line 1: 2707 Butterfield Road, Suite 100

Address Line 4: Oak Brook, ILLINOIS 60523

TRADEMARK

900014503

REEL: 002963 FRAME: 0072

CH \$215.00 2611539

ATTORNEY DOCKET NUMBER:	AM-668/ASHLANDTONOC MERGE
NAME OF SUBMITTER:	Zakkiyya "Zee" Darby
<p>Total Attachments: 3</p> <p>source=ASHLAND TO NOC Merger Doc-p1#page1.tif</p> <p>source=ASHLAND TO NOC Merger Doc-p2#page1.tif</p> <p>source=ASHLAND TO NOC Merger Doc-p3#page1.tif</p>	

Delaware

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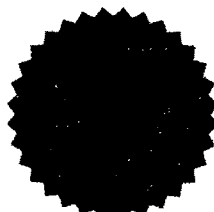
The First State

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:

"ASHLAND PRODUCTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEWELL OPERATING COMPANY" UNDER THE NAME OF "NEWELL OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 6:27 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.

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

0750702 8100M

AUTHENTICATION: 2841226

030840822

DATE: 12-30-03

TRADEMARK
REEL: 002963 FRAME: 0074

**CERTIFICATE OF MERGER
OF
ASHLAND PRODUCTS, INC.
INTO
NEWELL OPERATING COMPANY**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Ashland Products, Inc., which is incorporated under the laws of the state of Delaware; and
 - (ii) Newell Operating Company, which is incorporated under the laws of the state of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Newell Operating Company, a Delaware corporation.
4. The merger is to become effective on December 31, 2003.
5. The Certificate of Incorporation of Newell Operating Company shall be the Certificate of Incorporation of the surviving corporation.
6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place is as follows:

c/o Newell Rubbermaid Inc.
29 East Stephenson Street
Freeport, IL 61032-4235

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving

*State of Delaware
Secretary of State
Division of Corporations
Delivered 07:38 PM 12/29/2003
FILED 06:27 PM 12/29/2003
SRV 030840822 - 0750702 FILE*

corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated as of the 29th day of December, 2003.

NEWELL OPERATING COMPANY,
a Delaware corporation

By: *D. L. Matschullat*
Dale L. Matschullat,
Vice President-General Counsel and
Corporate Secretary

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TOTAL P.02