

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Metal Ware Company		10/01/1995	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Grindmaster Corporation
Street Address:	4003 Collins Lane
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1307916	A

CORRESPONDENCE DATA	
Fax Number:	(502)587-6391
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	502-587-3400
Email:	jscruton@stites.com
Correspondent Name:	John W. Scruton
Address Line 1:	400 West Market Street
Address Line 2:	Stites & Harbison, Suite 1800
Address Line 4:	Louisville, KENTUCKY 40202

ATTORNEY DOCKET NUMBER:	001TW/00055
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NAME OF SUBMITTER:	Memorie Stofferahn
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Total Attachments: 6
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMERICAN METAL WARE COMPANY", A DELAWARE CORPORATION, WITH AND INTO "GRINDMASTER CORPORATION" UNDER THE NAME OF "GRINDMASTER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 1995, AT 10:45 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2050024 8100M

950228013

AUTHENTICATION: 7664453

DATE:

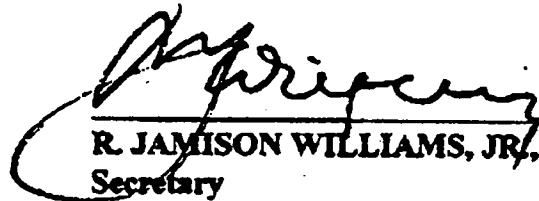
10 04 95
TRADEMARK

REEL: 002987 FRAME: 0003

GRINDMASTER CORPORATION**CERTIFICATE OF SECRETARY**

The undersigned, R. Jamison Williams, Jr., does hereby certify, as follows:

1. That he is the duly elected and acting Secretary of GRINDMASTER CORPORATION, a Delaware corporation (the "Corporation").
2. That on October 1, 1995, the Board of Directors of the Corporation authorized the merger of the Corporation's wholly-owned subsidiary, AMERICAN METAL WARE COMPANY, a Delaware corporation, into the Corporation, to become effective on October 1, 1995; and
3. That such Action By the Board of Directors of the Corporation is still in full force and effect without modification or alteration on the date of this Certificate.

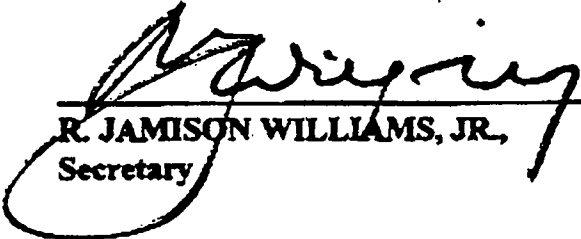

R. JAMISON WILLIAMS, JR.
Secretary

Dated: October 1, 1995

AMERICAN METAL WARE COMPANY**CERTIFICATE OF SECRETARY**

The undersigned, R. Jamison Williams, Jr., hereby certify, as follows:

1. That he is the duly elected and acting Secretary of AMERICAN METAL WARE COMPANY, a Delaware corporation (the "Corporation").
2. That on October 1, 1995 the Board of Directors of the Corporation authorized the merger of the Corporation into GRINDMASTER CORPORATION, a Delaware corporation and the owner of 100% of the issued and outstanding common stock of the Corporation, to become effective on October 1, 1995; and
3. That such Action By the Board of Directors of the Corporation is still in full force and effect without modification or alteration on the date of this Certificate.



R. JAMISON WILLIAMS, JR.,
Secretary

Dated: October 1, 1995

**CERTIFICATE OF OWNERSHIP AND MERGER OF
SUBSIDIARY CORPORATION INTO PARENT CORPORATION**

THIS CERTIFICATE OF OWNERSHIP AND MERGER OF SUBSIDIARY CORPORATION INTO PARENT CORPORATION is made and entered into on the 1st day of October, 1995, by and between GRINDMASTER CORPORATION, a Delaware corporation (the "Surviving Corporation") and AMERICAN METAL WARE COMPANY, a Delaware corporation (the "Merging Corporation" and sometimes collectively referred to with the Surviving Corporation as the "Constituent Corporations").

RECITALS:

- A. The Surviving Corporation's authorized capital stock consists of One Million Five Hundred Thousand (1,500,000) shares of common stock, One (\$0.01) Cent per share par value.
- B. The Merging Corporation's authorized capital stock consists of One Thousand (1,000) shares of common stock, One (\$1.00) Dollar per share par value.
- C. The Surviving Corporation owns directly 100% of the issued and outstanding common stock of the Merging Corporation.
- D. The Board of Directors of the Surviving Corporation and the Merging Corporation have deemed it advisable and adopted on September 29, 1995 and in the best interest of each of said corporations that the Merging Corporation merge into the Surviving Corporation with the Surviving Corporation the survivor thereof, pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, Section 253 of the Delaware Corporation Law, and in accordance with the terms and provisions set forth herein.

NOW, THEREFORE, in consideration of the premises herein contained and the benefits to be derived from the mutual observance of the covenants and provisions hereinafter set forth, the parties agree as follows:

1. **Merger.** On the Effective Date (as defined in paragraph 2 herein), the Merging Corporation shall cease to exist as a separate legal entity, and the Merging Corporation shall be merged into the Surviving Corporation, which shall be the survivor thereof. All interests of and belonging to the Merging Corporation shall be, as of the Effective Date hereof, deemed transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall have all of the rights, privileges, immunities and franchises, public or private, of each of the Constituent Corporations. All of the property and assets of the Merging Corporation, real, personal or mixed, tangible or intangible, of every kind and nature, wheresoever located, shall be, as of the Effective Date hereof, deemed transferred to and vested in the Surviving Corporation, without further act or deed. The title to any real property, or any interest therein, which interest shall have been vested in the Merging Corporation prior to the Effective Date hereof, shall not thereafter revert or be in any way impaired due to the merger. All debts, liabilities and obligations of the Merging Corporation shall, as of the Effective Date, attach to the Surviving Corporation, and the Surviving Corporation hereby assumes all of the same to the same extent as if such debts, liabilities and obligations had been incurred or contracted by the Surviving Corporation.

2. **Effective Date.** This merger of the Merging Corporation into the Surviving Corporation shall become effective on October 1, 1995 (the "Effective Date").

3. **Articles of Incorporation.** The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be thereafter altered, amended or repealed.

4. **By-Laws.** The By-Laws of the Surviving Corporation as in effect on the Effective Date shall be the By-Laws of the Surviving Corporation from and after the Effective Date, until the same shall be thereafter altered, amended or repealed.

5. **Merging Corporation Shares.** As of the Effective Date, each share of the issued and outstanding common stock of the Merging Corporation shall, as a result of the merger, be canceled and the Merging Corporation shall be deemed to be merged into the Surviving Corporation.

6. **Surviving Corporation Shares.** Each share of the authorized capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain as an identical share of the Surviving Corporation, so issued and outstanding, immediately subsequent to the Effective Date.

7. **Adoption of Plan.** The plan of merger set forth herein has been duly adopted, in all manner and respect, by the unanimous vote of all of the members of the Board of Directors of the Surviving Corporation and the Merging Corporation, pursuant to Section 253 of the Delaware Corporation Law, and a duly authorized officer of each of said Corporations has certified to this fact, which certification is attached hereto and made a part hereof by reference.

8. **Termination of Merger.** Anything contained herein to the contrary notwithstanding, this Certificate and Agreement of Merger may be amended or terminated at any time prior to the Effective Date of the merger to the extent permitted by Section 251(d) of the Delaware Corporation Law.

9. **Governing Law.** This Certificate and Agreement of Merger, and the performance hereunder, shall be construed and interpreted in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed as of the day and year first above written.

"SURVIVING CORPORATION"

GRINDMASTER CORPORATION

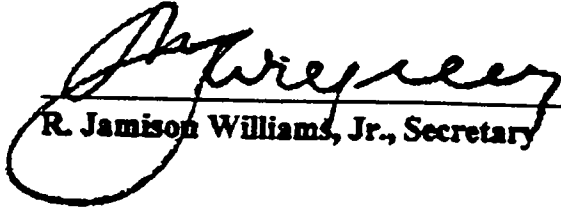
By: _____

R. Jamison Williams, Jr.
R. Jamison Williams, Jr., Secretary

"MERGING CORPORATION"

AMERICAN METAL WARE COMPANY

By:


R. Jamison Williams, Jr., Secretary