

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/17/1997

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
LaBounty Manufacturing, Inc.		12/17/1997	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	THE STANLEY WORKS
Street Address:	1000 Stanley Drive
City:	New Britain
State/Country:	CONNECTICUT
Postal Code:	06053
Entity Type:	CORPORATION: CONNECTICUT

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1331730	L
Registration Number:	1369808	LABOUNTY

**CORRESPONDENCE DATA**

Fax Number: (202)857-6395  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-828-3471  
 Email: marames.william@arentfox.com  
 Correspondent Name: Arent Fox PLLC  
 Address Line 1: 1050 Connecticut Avenue, NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-5399

NAME OF SUBMITTER:	William E. Marames
Signature:	/William E. Marames/
Date:	02/14/2005

**TRADEMARK**

Total Attachments: 4  
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CERTIFICATE OF MERGER

OF

AT LEAST 90% OWNED SUBSIDIARY

1. The name of the surviving corporation in the merger  
is The Stanley Works  
and \_\_\_\_\_, a corporation organized  
existing under the laws of the State of Connecticut

2. The Plan of Merger is as follows:

See Exhibit "A" attached.

*(All provisions of the Plan of Merger must be included)*

3. The Plan of Merger was approved by resolution adopted by the board of  
directors of The Stanley Works  
*(Name of Parent Corporation)*

4. The approval of the shareholders of the merging corporations was not  
required.

5. No amendment is made to the charter of the surviving corporation as part  
of the merger.\*

*(Include the following for each foreign constituent corporation)*

6. LaBounty Manufacturing, Inc. has complied with the applicable  
provisions of the laws of the State of Minnesota under  
which it is incorporated, and this merger is permitted by such laws.

Dated: Decmeber 17, 1997

THE STANLEY WORKS

*Corporation)*

*(Surviving*

By

  
Jennifer O. Estabrook, Assistant Secretary

*(Authorized Officer)*

(\*The only allowable amendments are those which directors are authorized to  
make without shareholder approval, as listed in Sec. 33-796.)

(CT. - 1336 - 1/1/97)

## PLAN OF MERGER

Plan of Merger, dated as of this 17th day of December, 1997.

**WHEREAS**, The Stanley Works ("Stanley") is a corporation duly organized and existing under the laws of the State of Connecticut and LaBounty Manufacturing, Inc. ("Subsidiary") is a corporation duly organized and existing under the laws of the State of Minnesota; and

**WHEREAS**, Subsidiary has an authorized capital consisting of 1,000 shares of common stock, no par value per share ("Subsidiary Common Stock"), of which, as of the date hereof, 100 shares are issued and outstanding all of which are owned by Stanley; and

**WHEREAS**, The Board of Directors of Stanley deems it advisable that Subsidiary be merged with and into Stanley (the "Merger") as provided herein.

**NOW THEREFORE**, the Board of Directors of Stanley hereby adopts this Plan of Merger.

### ARTICLE I Surviving Corporation

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut and the Minnesota Statutes, Subsidiary shall be merged with and into Stanley. Stanley shall be the surviving corporation and is herein sometimes referred to as the "Surviving Corporation."

### ARTICLE II Effectiveness of the Merger

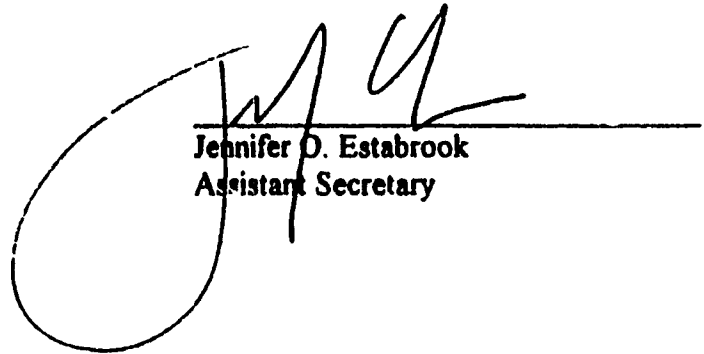
Section 2.1. **Effective Date.** The Merger shall become effective as of January 3, 1998 (the "Effective Date").

Section 2.2. **Effects of the Merger.** At the Effective Date, (i) the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Stanley, and (ii) the Certificate of Incorporation of Stanley shall remain unchanged and shall be the Certificate of Incorporation of the Surviving Corporation.

Section 2.3. **Cancellation of Subsidiary Common Stock.** At the Effective Date, all of the assets and liabilities of Subsidiary shall become assets and liabilities of Stanley, and all shares of Subsidiary Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof or either Stanley or Subsidiary, be cancelled and retired and cease to exist.

\* \* \* \* \*

I hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of The Stanley Works at a meeting duly noticed and held for such purposes on the 17th day of December, 1997.



Jennifer D. Estabrook  
Assistant Secretary

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 4th day of December A.D. 1998

*Miss S. Rappaport*  
SECRETARY OF THE STATE *JUC*