

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Halsteel, Inc.		12/01/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Halsteel Acquisition Company
Street Address:	4190 East Santa Ana
City:	Ontario
State/Country:	CALIFORNIA
Postal Code:	91761
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2509279	HALSTEEL THE BEST GUN NAILS IN THE WORLD
Serial Number:	78291811	SUREFIRE STAPLES & BRADS GUARANTEED PERFORMANCE

CORRESPONDENCE DATA

Fax Number: (212)294-4700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 294 6700
 Email: mpater@winston.com
 Correspondent Name: Daniel J. Hulseberg
 Address Line 1: 200 Park Avenue
 Address Line 2: Winston & Strawn LLP
 Address Line 4: New York, NEW YORK 10166

NAME OF SUBMITTER:	Daniel J. Hulseberg
Signature:	/W&S/

TRADEMARK

CH \$65.00 2509279

Date:

02/16/2005

Total Attachments: 5

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Delaware

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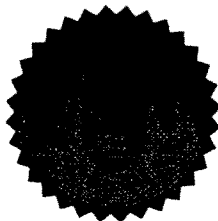
The First State

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 OWNERSHIP, WHICH MERGES:

"HALSTEEL, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "HALSTEEL ACQUISITION COMPANY" UNDER THE NAME OF "HALSTEEL ACQUISITION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2004, AT 11:40 O'CLOCK A.M.

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

3238664 8100M
040861920



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3510373

DATE: 12-01-04

TRADEMARK
REEL: 003030 FRAME: 0485

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HALSTEEL, INC.

WITH AND INTO

HALSTEEL ACQUISITION COMPANY

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Halsteel Acquisition Company, a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of Halsteel, Inc., a California corporation ("Halsteel"), with and into the Corporation, with the Corporation remaining as the surviving corporation (the "Surviving Corporation");

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Halsteel is incorporated under the laws of the State of California.

SECOND: The Corporation owns 100% of the issued and outstanding shares of each class of capital stock of Halsteel.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted on November 24, 2004, determined to merge Halsteel with and into the Corporation pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation desires to consummate a merger of Halsteel, Inc., a California corporation ("Halsteel") with and into the Corporation with the Corporation as the surviving corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that Halsteel be merged with and into the Corporation pursuant to Section 253 of the DGCL;

CHI:1457931.1

NOW, THEREFORE, BE IT

RESOLVED, that Halsteel shall promptly be merged with and into the Corporation and that, from and after the date and time of filing of the Certificate of Ownership and Merger in connection with the Merger with the Secretary of State of the State of Delaware (or such later time specified therein) (the "Effective Time"), the Corporation, as the corporation surviving the merger (the "Surviving Corporation"), shall possess and succeed to all the rights, privileges, powers, properties, assets and liabilities belonging to Halsteel and shall further assume all of the debts, obligations and liabilities of Halsteel.

FURTHER RESOLVED, that at the Effective Time, each issued and outstanding share of capital stock of Halsteel held by Halsteel (as treasury stock or otherwise) or held by the Corporation or any wholly-owned direct or indirect subsidiaries of the Corporation immediately prior to the Effective Time, shall, by virtue of the Merger and without any further action on the part of the Corporation or Halsteel or any holder thereof, be cancelled, retired and cease to exist and no longer be deemed issued and outstanding.

FURTHER RESOLVED, that each of the executive officers of the Corporation (the "Authorized Officers") be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the offices of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purposes and intent of the resolutions relating to the Merger.

FURTHER RESOLVED, that the Authorized Officers of the Corporation are, and each of them hereby is, authorized, empowered and directed to take or cause to be taken, to do or cause to be done or performed, all such further actions and to execute and deliver or cause to be executed and delivered such other agreements, certificates, instruments and documents, together with such modified or revised terms or changes thereto as the Authorized Officer or Authorized Officers executing the same shall deem necessary or appropriate, the signature or signatures of such Authorized Officer or Authorized Officers thereon to be conclusive evidence of the approval of such changes in the name and on behalf of the Corporation, and to pay all fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of any of the foregoing resolutions.

FURTHER RESOLVED, that all acts and things heretofore done by any of the Authorized Officers on or prior to the date hereof, in connection with the transactions contemplated by any of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects.

**FOURTH: This Certificate of Ownership and Merger shall be deemed effective
as of December 1, 2004, in accordance with Section 103 of the DCGL.**

[signature page follows]


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**TRADEMARK
REEL: 003030 FRAME: 0488**

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and
Merger to be executed by its duly authorized officer this 1st day of December, 2004.

HALSTEEL ACQUISITION COMPANY

By: 
Name: G. F. WESLEY
Title: V.P. FINANCE

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