

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Conversion     |

**CONVEYING PARTY DATA**

| Name           | Formerly                      | Execution Date | Entity Type          |
|----------------|-------------------------------|----------------|----------------------|
| Taracorp, Inc. | FORMERLY LJT Industries, Inc. | 01/14/2005     | CORPORATION: GEORGIA |

**RECEIVING PARTY DATA**

|                 |                                    |
|-----------------|------------------------------------|
| Name:           | NK Holdings, LLC                   |
| Street Address: | 3490 Piedmont Rd., Suite 1311      |
| City:           | Atlanta                            |
| State/Country:  | GEORGIA                            |
| Postal Code:    | 30305                              |
| Entity Type:    | Limited Liability Company: GEORGIA |

**PROPERTY NUMBERS Total: 10**

| Property Type        | Number  | Word Mark                 |
|----------------------|---------|---------------------------|
| Registration Number: | 2231830 | SOLDER SAFE               |
| Registration Number: | 1156976 | TARAMET                   |
| Registration Number: | 1473899 | TARAMET STERLING          |
| Registration Number: | 1908118 | TARAMET STERLING          |
| Registration Number: | 2876370 | TARAMET STERLING          |
| Registration Number: | 2876369 | TARAMET STERLING          |
| Registration Number: | 2878544 | TARAMET STERLING          |
| Registration Number: | 2878543 | TARAMET STERLING          |
| Registration Number: | 2123666 | TARASIL                   |
| Registration Number: | 1907053 | THE PROFESSIONAL'S CHOICE |

**CORRESPONDENCE DATA**

Fax Number: (630)481-1699  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 630.481.1685

CH \$265.00 2231830

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

|                    |                      |
|--------------------|----------------------|
| NAME OF SUBMITTER: | ZAKKIYYA "ZEE" DARBY |
| Signature:         | /ZPD/                |
| Date:              | 03/11/2005           |

**Total Attachments: 3**

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source=Conversion of Taracorp to NK Holdings#page3.tif

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : 0502742  
EFFECTIVE DATE : 01/14/2005  
JURISDICTION : GEORGIA  
REFERENCE : 0045  
PRINT DATE : 01/18/2005  
ELECTED CONTROL : H908705  
FORM NUMBER : 357

REBECCA C. STONE  
ARNALL, GOLDEN & GREGORY LLP  
171 17TH ST., STE. 2100  
ATLANTA, GA 30363

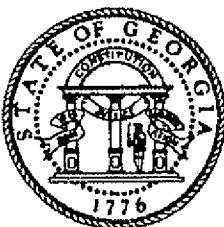
**CERTIFICATE OF ORGANIZATION BY ELECTION**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**NK HOLDINGS, LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox  
Secretary of State

**TRADEMARK**  
**REEL: 003045 FRAME: 0017**

**CERTIFICATE OF ELECTION  
OF  
TARACORP, INC.**

To the Secretary of State  
State of Georgia

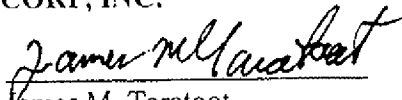
Taracorp, Inc., a Georgia corporation (the "Corporation"), hereby submits this Certificate of Election pursuant to Section 14-11-212 of the Georgia Limited Liability Company Act (the "Act"), and hereby certifies that:

1. The name of the corporation making the election is Taracorp, Inc.
2. The Corporation hereby elects to become a limited liability company.
3. The election shall be effective at 11:59 p.m. Eastern Standard Time on January 14, 2005.
4. The election has been approved as required by Section 14-11-212(a) of the Act.
5. Filed with this Certificate of Election are Articles of Organization that are in the form required by Section 14-11-204 of the Act, that set forth a name for the limited liability company that satisfies the requirements of Section 14-11-207 of the Act, and that shall be the Articles of Organization of the limited liability company formed pursuant to the election unless and until modified in accordance with the Act.
6. The manner and basis for converting the shares of the Corporation into interest in the limited liability company formed pursuant to the election are as follows: at the effective date and the effective time of the election, all of the shares of the capital stock of the Corporation, which are held by LJT Industries, Inc., the sole shareholder of the Corporation, shall convert into shares of the membership interest of the limited liability company formed pursuant to the election on a one-for-one basis.

**IN WITNESS WHEREOF**, the undersigned has caused this Certificate of Election to be executed on this 14 day of January, 2005.

**TARACORP, INC.**

By:

  
James M. Taratoot,  
President

RECORDED  
2005 JAN 14 P 4 29  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF  
NK HOLDINGS, LLC

1. **NAME:** The name of the limited liability company is NK Holdings, LLC (the "Company").


2. **MANAGEMENT:** Subject to the terms and limitations of the written operating agreement for the Company, management of the Company is vested in one or more managers of the Company. Managers for the Company shall be selected and appointed as provided in the written operating agreement for the Company, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 14<sup>th</sup> day of January, 2005.

**MEMBER:**

**LJT Industries, Inc.**

By:

  
James M. Taratoot, Vice President

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SECRETARY OF STATE