# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2003 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| TOWLE MANUFACTURING COMPANY | | 12/31/2003 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | Wallace International Silversmiths, Inc |
| Street Address: | 175 McClellan Highway |
| City: | East Boston |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02128-9114 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 85

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 2792161 | AVALON |
| Registration Number: | 2716692 | F.B. ROGERS |
| Registration Number: | 2377027 | 1690 |
| Registration Number: | 2245800 | HAMMERSMITH |
| Registration Number: | 2200995 | SANTA BARBARA |
| Registration Number: | 2188928 | BEACON HILL |
| Registration Number: | 2202089 | SATIN FACETS |
| Registration Number: | 2593330 | MAGNUM II |
| Registration Number: | 2144378 | LEISURE |
| Registration Number: | 2126774 | CASTLE HILL |
| Registration Number: | 2062810 | BOSTON ANTIQUE |
| Registration Number: | 1854470 | LAUREATE |

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|---|---|---|
| Registration Number: | 1829357 | LADY MARGARET |
| Registration Number: | 1826290 | WILLIAM ADAMS |
| Registration Number: | 1993150 | LOUIS XIV |
| Registration Number: | 1985510 | KING ARTHUR |
| Registration Number: | 2048649 | CLASSIC PLUME |
| Registration Number: | 2039804 | BARONESS |
| Registration Number: | 1954595 | CONTOUR |
| Registration Number: | 1898596 | DANISH BAROQUE |
| Registration Number: | 1895914 | MARGAUX |
| Registration Number: | 2051757 | CHIPPENDALE |
| Registration Number: | 2009268 | BEADED ANTIQUE |
| Registration Number: | 1855797 | KING RICHARD |
| Registration Number: | 1891965 | QUEEN ELIZABETH I |
| Registration Number: | 1781126 | SUPREME CUTLERY |
| Registration Number: | 1751023 | FRANK SMITH |
| Registration Number: | 0996073 | BEADED ANTIQUE |
| Registration Number: | 1405534 | SUPREME |
| Registration Number: | 1384040 | W & S BLACKINTON |
| Registration Number: | 1378870 | GEORGIAN HOUSE |
| Registration Number: | 1390544 | COLONNADE |
| Registration Number: | 1384034 | WOODLILY |
| Registration Number: | 1143954 | THE GAP |
| Registration Number: | 1145668 | MARIE-LOUISE |
| Registration Number: | 1096525 | LONDON SHELL |
| Registration Number: | 1076311 | OLD FORGE |
| Registration Number: | 1059037 | COLONNADE |
| Registration Number: | 1028469 | CARPENTER HALL |
| Registration Number: | 1016731 | COLONIAL PLUME |
| Registration Number: | 1016730 | HAMMERSMITH |
| Registration Number: | 0775812 | EL GRANDEE |
| Registration Number: | 0990829 | BYFIELD |
| Registration Number: | 0769149 | CHARLEMAGNE |
| Registration Number: | 0763919 | SCULPTURED ROSE |
| Registration Number: | 0588801 | ROSE SOLITAIRE |
| Registration Number: | 0940478 | OLD MASTER |

| | | |
|---|---|---|
| Registration Number: | 0925513 | MONTE CRISTO |
| Registration Number: | 0890468 | TOWLE |
| Registration Number: | 0882837 | NOVANTIQUE |
| Registration Number: | 0869607 | NEWBURYPORT PEWTER TOWLE |
| Registration Number: | 0882446 | OXFORD HALL |
| Registration Number: | 0879048 | LAUFFER |
| Registration Number: | 0840876 | SPANISH PROVINCIAL |
| Registration Number: | 0841204 | CARVEL HALL |
| Registration Number: | 0804665 | T |
| Registration Number: | 0807792 | CONTESSINA |
| Registration Number: | 0807791 | R.S.V.P. |
| Registration Number: | 0747863 | LEGATO |
| Registration Number: | 0741954 | VESPERA |
| Registration Number: | 0690227 | DEBUSSY |
| Registration Number: | 0673196 | CASCADE |
| Registration Number: | 0667403 | AWAKENING |
| Registration Number: | 0667099 | PETIT POINT |
| Registration Number: | 0651731 | PEACHTREE MANOR |
| Registration Number: | 0645382 | FONTANA |
| Registration Number: | 0639998 | NATIONAL |
| Registration Number: | 0617829 | SILVER SPRAY |
| Registration Number: | 0613136 | MADEIRA |
| Registration Number: | 0575670 | ESPLANADE |
| Registration Number: | 0553926 | LAFAYETTE |
| Registration Number: | 0523879 | SILVER FLUTES |
| Registration Number: | 0531439 | RAMBLER ROSE |
| Registration Number: | 0522618 | OLD MASTER |
| Registration Number: | 0522617 | OLD COLONIAL |
| Registration Number: | 0524139 | FRENCH PROVINCIAL |
| Registration Number: | 0388064 | OLD MIRROR |
| Registration Number: | 0368796 | OLD LACE |
| Registration Number: | 0360872 | LADY DIANA |
| Registration Number: | 0360871 | KING RICHARD |
| Registration Number: | 0360870 | CRAFTSMAN |
| Registration Number: | 0360869 | SYMPHONY |

| | | |
|---|---|---|
| Registration Number: | 0362252 | ROYAL WINDSOR |
| Registration Number: | 0359557 | CANDLELIGHT |
| Registration Number: | 0061366 | PR |

CORRESPONDENCE DATA


Fax Number: (415)984-8300

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

Phone: 415-984-8287

Email: jbegler@nixonpeabody.com

Correspondent Name: Jay Begler

Address Line 1: 2 Embarcadero Center

Address Line 2: 27th Floor

Address Line 4: San Francisco, CALIFORNIA 94111


| | |
|---|---|
| NAME OF SUBMITTER: | Jay Begler |
| Signature: | /Jay Begler/ |
| Date: | 03/14/2005 |

Total Attachments: 6

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# Delaware



*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 AGREEMENT OF MERGER, WHICH MERGES:

"TOWLE MANUFACTURING COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "WALLACE INTERNATIONAL SILVERSMITHS, INC." UNDER THE NAME OF "WALLACE INTERNATIONAL SILVERSMITHS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT 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

2103720 8100M

AUTHENTICATION: 2853728

030843172

DATE: 01-07-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:12 PM 12/30/2003
FILED 03:02 PM 12/30/2003
SRV 030843172 - 2103720 FILE

# AGREEMENT OF MERGER

# OF

# TOWLE MANUFACUTRING COMPANY

(a Delaware corporation)

AND

# WALLACE INTERNATIONAL SILVERSMITHS, INC.

(a Delaware corporation)

AGREEMENT OF MERGER approved on October 22, 2003 by Towle Manufacturing Company, a business corporation of the State of Delaware (hereinafter "Towle"), and by resolution adopted by its Board of Directors on said date, and approved on October 22, 2003 by Wallace International Silversmiths, Inc. a business corporation of the State of Delaware (hereinafter "Wallace"), and by resolution adopted by its Board of Directors on said date.

WHEREAS Towle is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Willmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of common stock which Towle has authority to issue is Ten Thousand (10,000), and are of a par value of Ten Cents ($.10) each; and

WHEREAS at the time of its incorporation, the total number of shares of preferred stock which Towle has authority to issue is Fifty Thousand (50,000), and are of a par value of One Dollar ($1.00) each; and

WHEREAS Wallace is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Willmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which Wallace has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of One Dollar ($1.00) each; and

WHEREAS Towle and Wallace and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Towle with and into Wallace pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Towle and duly approved by a resolution adopted by the Board of Directors Wallace, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Towle and Wallace shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Wallace, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Towle, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be as of December 31, 2003.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

TOWLE MANUFACTURING COMPANY

By:_____
Robert Meers, President and Chief Executive Officer

Dated:

WALLACE INTERNATIONAL SILVERSMITHS, INC.

By:_____
Gregory W. Hunt, Vice President and Chief Financial Officer

# CERTIFICATE OF SECRETARY OF TOWLE MANUFACTURING COMPANY

The undersigned, being the Secretary of Towle Manufacturing Company, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:

Faye A. Florence, Secretary
Towle Manufacturing Company

CERTIFICATE OF SECRETARY OF WALLACE INTERNATIONAL SILVERSMITHS, INC.

The undersigned, being the Secretary of Wallace International Silversmiths, Inc.., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:

Faye A. Florence, Secretary
Wallace International Silversmiths, Inc.