

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

UnionTools, Inc.
390 W. Nationwide Blvd.
Columbus, OH 43215

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes

- No

Name: Acorn Products, Inc.

Internal

Address: _____

Street Address: 390 W. Nationwide Blvd.

City: Columbus

State: OH

Country: US Zip: 43215

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 09/29/2006

- Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
SEE SCHEDULE B

B. Trademark Registration No.(s)
SEE SCHEDULE A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: David V. Radack

Internal Address: _____

Street Address: 600 Grant Street, 44th Floor

City: Pittsburgh

State: PA Zip: 15219

Phone Number: 412/566-6777

Fax Number: 412/566-6099

Email Address: dradack@eckertseamans.com

6. Total number of applications and registrations involved:

50

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,275.00

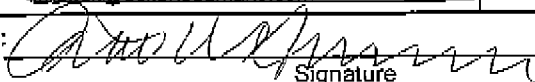
- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1014
Expiration Date 02/2007

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

October 16, 2006

Date

David V. Radack

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: _____

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$1266.00 78275402

SCHEDULE A
UnionTools, Inc. U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>
BAD TO THE BONE	2,598,297
BIG UGLY	1,527,838
DURA LOCK	2,545,206
DURA-TORQUE	1,601,927
EASY EDGER	1,548,902
EZ-FLEX	1,887,763
FARM KING	1,041,659
FLEX-BEAM	1,042,144
GARDEN CRAFT	2,756,440
GARDEN GROW	3,096,907
GARDENER'S PRIDE	3,146,969
GETS YOU OUT OF BIG TROUBLE	2,190,803
GRIP 'N' SNIP	2,310,004
I-BEAM	1,713,087
LANDSCAPE GARDENER and Design	2,669,577
LANDSCAPE GARDENER PERFECT FIT	2,831,902
LANDWORKS	3,017,745
LITTLE HOG	2,041,438
PERFECT CUT	1,921,245
PERFECT FIT	2,362,497
POWER ASSIST	2,755,447
POWER FLEX	1,780,782
PRO SCAPE	3,017,744
PRO SCAPE BY UNIONTOOLS	3,012,013
RAZOR-BACK	1,909,748
RAZOR-BACK and Red Handle Design	2,210,122
RAZOR-BACK HOG	2,460,075
RB BAND and Design	2,893,879
Rcd Band Design	2,489,722
Razorback and Lightning Bolt Design	1,968,748
SNO CHASER	2,191,502
SNO FORCE	1,873,110
SNOW HOG	2,227,909
STRUP	2,624,897
STOW N GO	2,975,855
TOOLS FOR A WELL TENDED GARDEN	3,093,912
TRAIL BLAZER	981,010
TUFFTOOLS	2,278,849
U GARDENER'S VALUE and Design	2,935,508
UNION	1,229,332
UNION and Design	1,272,372

SCHEDULE A
UnionTools, Inc. U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>
UNION and Design	1,228,191
UNION PRO	2,034,581
UNIONTOOLS	1,617,346
UNIONTOOLS and Design	1,619,472
WET 'N DRY	3,107,633
YARD 'N GARDEN	2,023,089

SCHEDULE B
UnionTools, Inc. U.S. Trademark Applications

Mark

Serial No.

EVERTUFF
MASTER BUILT
TOUGH BUILT

78/275,402
78/878,505
78/504,157

Delaware

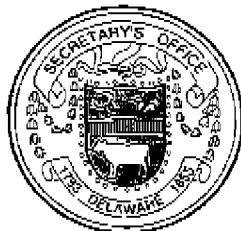
PAGE 1

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:

"UNIONTOOLS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ACORN PRODUCTS, INC." UNDER THE NAME OF
"ACORN PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2006, AT
4:55 O'CLOCK P.M.

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



2358021 8100M

060901624

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5081852

DATE: 09-29-06

TRADEMARK

REEL: 003411 FRAME: 0190

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 09/29/2006
FILED 04:55 PM 09/29/2006
SRV 060901624 - 2358021 FILE

CERTIFICATE OF OWNERSHIP AND MERGER**OF****UNIONTOOLS, INC.****(a Delaware corporation)****INTO****ACORN PRODUCTS, INC.****(a Delaware corporation)**

Pursuant to Sections 103 and 253 of the
Delaware General Corporation Law

Acorn Products, Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The Corporation is the owner of all of the outstanding shares of common stock of UnionTools, Inc., a Delaware corporation.
2. The Board of Directors of the Corporation by unanimous written consent dated September 29, 2006, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), duly adopted resolutions authorizing the merger of UnionTools, Inc. into the Corporation pursuant to Section 253 of the DGCL. A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger this 17th day of September, 2006.

ACORN PRODUCTS, INC.

By: 
Name: Richard C. Dell
Title: Chief Executive Officer

Exhibit A

Resolutions of the Board of Directors of Acom Products, Inc.

RESOLVED, that the Board of Directors deems it advisable and in the best interests of the Corporation that effective as of the date of filing with the Secretary of State of the State of Delaware of the Certificate of Ownership and Merger by the Corporation, UnionTools, Inc. ("Union") be merged with and into the Corporation pursuant to Section 253 of the DGCL, and the same hereby is, in all respects approved and adopted, with such changes therein or additions thereto as may be approved, deemed necessary, appropriate or advisable by any officer of the Corporation, with the signature of such officer being conclusive evidence of the same, and any officer of the Corporation is hereby authorized to execute and to deliver when so executed, and the Corporation be, and it hereby is, authorized to perform its obligations under, these resolutions, and such merger of Union with and into the Corporation (the "Merger") with the Corporation being the "surviving entity" is hereby adopted and approved in all respects; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and acknowledge in accordance with the DGCL a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, in substantially the form attached hereto as Exhibit A, with such changes therein and additions thereto as the officers executing the same shall approve, such approval to be conclusively evidenced by such officers' execution thereof; to cause the Certificate of Ownership and Merger to be filed and recorded in accordance with the DGCL; and to execute, record and/or file such other instruments, agreements, documents or certificates and to take any and all such other actions and to do or cause to be done any and all such other things as such officers may deem necessary, appropriate or desirable to consummate the Merger, to cause the Merger to be effective in accordance with the DGCL, and otherwise to effectuate the purposes of the foregoing resolution; and further

RESOLVED, that all actions of any kind previously taken by the officers or director of the Corporation that are within the authority conferred by the foregoing resolutions and the transactions described therein are hereby approved, ratified, confirmed and adopted in all respects as the acts and deeds of the Corporation; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Corporation, to take any other action as the officer so acting shall deem necessary, appropriate or desirable to carry out the intent or purpose of the foregoing resolutions, the taking of any such action to establish conclusively such officer's authority therefor and the approval and ratification by the Board of Directors and the Corporation.