

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.

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) 09/29/2006

- Assignment
  - Security Agreement
  - Other 003411/Frame 0186
  - Merger
  - Change of Name
- Corrected Schedule A of Merger Recorded at Reel

**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: OHIO

Country: US Zip: 43215

- Association
  - General Partnership
  - Limited Partnership
  - Corporation
  - 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)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
3,071,744 and 3,071,745

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:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00**

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

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 02-2556

Authorized User Name Eckert Seamans

**9. Signature:**

November 14, 2006  
Date

David V. Radack

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 22

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

10/19/2006  
700292096

Form PTO-1594 (Rev. 03/05)  
OMB Collection 06E1-0027 (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)**  Yes  No  
 Additional names, addresses, or citizenship attached?

Name: Acom 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: 412/586-8777  
 Fax Number: 412/566-8099  
 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:** \_\_\_\_\_ October 16, 2006  
Date

Signature

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 filed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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)**

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

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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 17<sup>th</sup> day of September, 2006.

ACORN PRODUCTS, INC.

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

Exhibit AResolutions of the Board of Directors of Acorn 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.

**CORRECTED VERSION - NOVEMBER 14, 2006****SCHEDULE A**

Ames True Temper, 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                           | <del>3,017,745</del> 3,071,745 |
| 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                           | <del>3,017,744</del> 3,071,744 |
| 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                      |
| Red 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                      |
| STIRUP                              | 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                      |

**CORRECTED VERSION - NOVEMBER 14, 2006**

## SCHEDULE A

## Ames True Temper, 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  
Ames True Temper, Inc. U.S. Trademark Applications

Mark

Serial No.

EVERTUFF  
MASTER BUILT  
TOUGH BUILT

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



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## 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               |
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| SNO FORCE                           | 1,873,110               |
| SNOW HOG                            | 2,227,909               |
| STIRUP                              | 2,624,897               |
| STOW N GO                           | 2,975,855               |
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| 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**