

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:

Signature

November 14, 2006

Date

David V. Radack

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 12

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

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 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	3,017,745 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	3,017,744 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

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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

78/275,402

MASTER BUILT

78/878,505

TOUGH BUILT

78/504,157

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DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

003411/0186 PAGE 3

APPLICATION NUMBER: 73061104

FILING DATE: 08/22/1975

REGISTRATION NUMBER: 1042144

ISSUE DATE: 06/29/1976

MARK: FLEX-BEAM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75492677

FILING DATE: 05/28/1998

REGISTRATION NUMBER: 2756440

ISSUE DATE: 08/26/2003

MARK: GARDEN CRAFT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 78976932

FILING DATE: 01/23/2004

REGISTRATION NUMBER: 3096907

ISSUE DATE: 05/23/2006

MARK: GARDEN GROW

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 78977329

FILING DATE: 12/19/2003

REGISTRATION NUMBER: 3146969

ISSUE DATE: 09/19/2006

MARK: GARDENER'S PRIDE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 75332882

FILING DATE: 07/30/1997

REGISTRATION NUMBER: 2190803

ISSUE DATE: 09/22/1998

MARK: GETS YOU OUT OF BIG TROUBLE!

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75332881

FILING DATE: 07/30/1997

REGISTRATION NUMBER: 2310004

ISSUE DATE: 01/18/2000

MARK: GRIP 'N SNIP

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73833691

FILING DATE: 10/25/1989

REGISTRATION NUMBER: 1713087

ISSUE DATE: 09/08/1992

MARK: I-BEAM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75826725

FILING DATE: 10/19/1999

REGISTRATION NUMBER: 2669577

ISSUE DATE: 12/31/2002

MARK: LANDSCAPE GARDENER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

SCHEDULE A
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BIG UOLY	1,527,838
DURA LOCK	2,545,206
DURA-TORQUE	1,601,927
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RB BAND and Design	2,893,879
Red Band Design	2,489,722
Razorback and Lightning Bolt Design	1,968,748
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78/878,505
78/504,157