

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/04/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Rival Company		05/04/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Holmes Group
Street Address:	One Holmes Way
City:	Milford
State/Country:	MASSACHUSETTS
Postal Code:	01757-3593
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1085448	CROCK-POT

**CORRESPONDENCE DATA**

Fax Number: (561)912-4182  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 5619125185  
 Email: tcreator@jardencs.com  
 Correspondent Name: Lawrence J. Shurupoff  
 Address Line 1: 2381 Executive Center Drive  
 Address Line 4: Boca Raton, FLORIDA 33431

ATTORNEY DOCKET NUMBER:	HOLMKIT49198
NAME OF SUBMITTER:	Lawrence J. Shurupoff
Signature:	/Lawrence J. Shurupoff/

Date:

02/14/2008

**Total Attachments: 4**

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# Delaware

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*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:

"THE RIVAL COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "THE HOLMES GROUP, INC." UNDER THE NAME OF  
"THE HOLMES GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND  
FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2004, AT 4:46  
O'CLOCK P.M.

2087712 8100M  
040333700



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3097398

DATE: 05-07-04

TRADEMARK  
REEL: 003719 FRAME: 0593

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**THE RIVAL COMPANY**  
(a Delaware Corporation)

**INTO**

**THE HOLMES GROUP, INC.**  
(a Massachusetts Corporation)

The Holmes Group, Inc. (the "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Massachusetts,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated on the 5<sup>th</sup> day of February, 1982, pursuant to the Massachusetts General Laws, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said commonwealth.

**SECOND:** That the Corporation owns all of the outstanding shares of the stock of The Rival Company, a corporation incorporated on the 22<sup>nd</sup> day of June, 1992, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 4th day of May, 2004, determined to and did merge into itself The Rival Company:

**VOTED:** That the Corporation enter into a certain Agreement and Plan of Merger (the "Merger Agreement"), with The Holmes Group, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts in the form and upon the terms set forth in a draft copy which was presented to the Board of Directors and sole stockholder of the Corporation, in order to merge the Corporation with and into The Holmes Group, Inc.; and that the Merger Agreement be and hereby is approved and adopted in all respects with such changes and modifications as to terms and provisions as the proper officers of the Corporation, in their sole discretion, shall approve or deem to be necessary or appropriate; and that the President, Secretary and Assistant Secretary of the Corporation be (the "Authorized Officers"), and they hereby are, authorized and empowered to execute, deliver and file any and all documents and agreements and to perform all acts and deeds necessary to consummate the aforesaid Merger Agreement and the

transactions contemplated thereby, including, but not limited to executing the Articles of Merger for filing with the Secretary of the Commonwealth of Massachusetts and a Certificate of Merger for filing with the Secretary of State of Delaware and to pay all fees due in connection therewith.

**VOTED:** To authorize each of the above Authorized Officers of the Corporation to take such other actions and to execute and deliver such documents, in the name and on behalf of the Corporation, as that officer considers necessary or appropriate to complete the actions authorized by the preceding resolutions, and to ratify all such action heretofore taken by such officers.

**VOTED:** That the undersigned sole member of the Board of Directors and the sole stockholder of the Corporation hereby waive any requirement of notice for the holding of a meeting of the Board of Directors and sole stockholder on the date hereof.

**VOTED:** To file this consent with the records of the Board of Directors and the sole stockholder of the Corporation.

**FOURTH:** That the corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of The Rival Company as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, if applicable, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is One Holmes Way, Milford, Massachusetts 01757, Attention: General Counsel, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to The Holmes Group, Inc. at the above address.

IN WITNESS WHEREOF, The Holmes Group, Inc. has caused this Certificate to be signed by Peter J. Martin, its President, this 4<sup>th</sup> day of May, 2004.

THE HOLMES GROUP, INC.

By:   
Peter J. Martin, President

**Merger of Rival and Other Subsidiaries into Holmes**

- VOTED: That, in order to simplify the Corporation's corporate structure, the Corporation enter into an Agreement and Plan of Merger with each of The Rival Company, a Delaware corporation, Holmes Manufacturing Corp., a Massachusetts corporation, and Holmes Air (Taiwan) Corp., a Massachusetts corporation (collectively, the "Merger Agreements"), in substantially the form presented to the Board of Directors, in order to merge such subsidiary corporations with and into the Corporation; and that the Merger Agreements be and hereby are approved and adopted in all respects with such changes and modifications as to terms and provisions as the officers of the Corporation, in their sole discretion, shall approve or deem to be necessary or appropriate; and that the officers of the Corporation be, and they hereby are, authorized and empowered to execute, deliver and file any and all documents and agreements and to perform all acts and deeds necessary to consummate the Merger Agreements and the transactions contemplated thereby, including, but not limited to executing the Articles of Merger for filing with the Secretary of the Commonwealth of Massachusetts and the Certificate of Merger for filing with the Secretary of State of Delaware and to pay all fees due in connection therewith.
- VOTED: That The Rival Company, Holmes Manufacturing Corp. and Holmes Air (Taiwan) Corp. each be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of each be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each such corporation in its name; and that the Corporation assume all of the obligations of each such corporation.
- VOTED: That the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the Commonwealth of Massachusetts, by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of such corporations and of the Corporation and in any other appropriate jurisdiction.
- VOTED: That the effective date of the Articles of Merger setting forth a copy of these resolutions shall be the date of the filing of such Articles, and that, insofar as the Massachusetts General Laws and the General Corporation Law of the State of Delaware shall govern the same, said date shall be the effective merger date.
- VOTED: That any additional votes or resolutions of the Board of Directors necessary or desirable in order to effectuate the mergers described above are hereby ratified, confirmed and adopted, and shall be attached to this consent and deemed to be incorporated by reference as though set forth in full herein.

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