

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/02/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Porter-Cable Corporation		05/02/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Black & Decker (U.S.) Inc.
Street Address:	701 East Joppa Road
City:	Towson
State/Country:	MARYLAND
Postal Code:	21286
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2900634	FLEX PORTER - CABLE

CORRESPONDENCE DATA

Fax Number: (202)429-3902
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-429-3000
 Email: ipdocketing@steptoe.com
 Correspondent Name: Rachel Hofstatter, Steptoe & Johnson LLP
 Address Line 1: 1330 Connecticut Avenue, NW
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	14470.0028
NAME OF SUBMITTER:	Rachel Hofstatter
Signature:	/Rachel Hofstatter/

Date:

11/13/2008

Total Attachments: 4

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CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE ** ** KEEP WITH DOCUMENT **

DOCUMENT CODE A // BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferee) _____

Porta-Cable Corporation (DE)

Surviving (Transferor) Black + Decker (U.S.) Inc.
D 00907733

Affix Barcode Label Here



ID # D00907733 ACK # 1000361991292594
LIBER: B00797 FOLIO: 0650 PAGES: 0004
BLACK & DECKER (U.S.) INC.

05/02/2005 AT 02:41 P WO # 0001049559

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	_____
Expedite Fee:	<u>250</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
<u>9</u> Certified Copies	_____
<u>4</u> Certificates	_____
Copy Fee:	<u>55</u>
Certificate of Status Fee:	<u>23</u>
Personal Property Filings:	_____
Other:	_____
TOTAL FEES:	<u>428</u>

Cert of Status - Statute Merger

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Credit Card _____ Check _____ Cash _____

Documents on 9 Checks

Approved By: _____

Keyed By: _____

COMMENT(S): _____

Code 045 Jason E. Balog, Esq.
PLEASE include name on acknowledgement
Attention: _____

Mail to Address: _____

CUST ID: 0001606521
WORK ORDER: 0001049559
DATE: 05-02-2005 02:41 PM
AMT. PAID: \$428.00

DB

ARTICLES OF MERGER

**Porter-Cable Corporation
(a Delaware corporation)**

INTO

**Black & Decker (U.S.) Inc.
(a Maryland corporation)**

Porter-Cable Corporation, a Delaware corporation (the "Merging Corporation"), and Black & Decker (U.S.) Inc., a Maryland corporation (the "Successor Corporation"), certify to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Merging Corporation and the Successor Corporation agree to merge in the manner hereinafter set forth.

SECOND: The Successor Corporation was incorporated in the State of Maryland. The Successor Corporation shall survive the merger.

THIRD: The Merging Corporation was incorporated in the State of Delaware on December 12, 2002 pursuant to and under the terms of the General Corporation Law of the State of Delaware. The Merging Corporation is not qualified to conduct business in the State of Maryland.

FOURTH: The principal office in Maryland of the Successor Corporation is located in Baltimore County. The Merging Corporation does not have a principal office in the State of Maryland.

FIFTH: The Merging Corporation does not own any interest in land in the State of Maryland.

SIXTH: The terms and conditions of the transaction set forth in these articles were advised, authorized and approved by the Successor Corporation in the manner and by the vote required by its charter and Section 3-106 of the General Corporation Law of the State of Maryland. The terms and conditions of the transaction set forth in these articles were advised, authorized and approved by the Merging Company in the manner and by the vote required by its Certificate of Incorporation and the laws of the State of Delaware. The manner of approval of the Merging Corporation and the Successor Company of the transactions set forth in these articles was as follows:

(a) The board of directors of the Merging Corporation, by unanimous written consent dated as of April 26, 2005, adopted resolutions approving the merger on the terms and conditions set forth in these articles and referred to in the resolutions. The sole stockholder of the Merging Corporation, by written consent dated as of April 26, 2005, adopted resolutions

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approving the merger on the terms and conditions set forth in these articles and referred to in the resolutions.

(b) The board of directors of the Successor Company, by unanimous written consent dated as of April 26, 2005, adopted resolutions approving the merger on the terms and conditions set forth in these articles and referred to in the resolutions.

SEVENTH: The charter of the Successor Corporation shall not be amended pursuant to the merger and shall remain in effect in all respects.

EIGHTH: The total number of shares of stock of all classes that the Merging Corporation has authority to issue immediately before the merger is 25,000 shares of common stock, no par value. The shares of stock of the Merging Corporation are without par value.

NINTH: The total number of shares of stock of all classes that the Successor Corporation has authority to issue immediately before the merger is 70,100 shares of Class A Common Stock, par value \$100.00 per share, and 1,000 shares of Class B Common Stock, par value \$100.00 per share. The aggregate par value of all shares of all classes of stock of the Successor Corporation immediately before the merger is \$7,110,000.00.

TENTH: By virtue of the merger and without any action on the part of any stockholder, the shares of stock of the Merging Corporation issued and outstanding immediately before the merger shall be cancelled and retired and shall cease to exist and no consideration shall be issued in exchange therefore. The shares of stock of the Successor Corporation shall not be effected by the merger described herein.

[signatures appear on the following page]

IN WITNESS WHEREOF, each of the Merging Corporation and the Successor Corporation has caused these Articles of Merger to be signed in its corporate name and on its behalf by its Vice President, each of whom acknowledges that these Articles of Merger are the act of the corporation on behalf of which he is signing and certifies that, to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Merger relating to such corporation are true in all material respects, as of this 2nd day of May, 2005.

ATTEST:

Lucy P. Bosley
Lucy P. Bosley
Assistant Secretary

BLACK & DECKER (U.S) INC.

By: Charles E. Fenton
Charles E. Fenton
Vice President

Lucy P. Bosley
Lucy P. Bosley
Assistant Secretary

PORTER-CABLE CORPORATION

By: Charles E. Fenton
Charles E. Fenton
Vice President