

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stiletto Tools, Inc.		12/15/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Milwaukee Electric Tool Corporation
Street Address:	13135 W. Lisbon Road
Internal Address:	Attn: Legal Department
City:	Brookfield
State/Country:	WISCONSIN
Postal Code:	53005
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77219517	WOODY

CORRESPONDENCE DATA

Fax Number: (262)781-3117
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 262-781-3600
 Email: LegalDepartment@milwaukeetool.com
 Correspondent Name: Milwaukee Electric Tool Corporation
 Address Line 1: 13135 W. Lisbon Road
 Address Line 2: Attn: Legal Department
 Address Line 4: Brookfield, WISCONSIN 53005

ATTORNEY DOCKET NUMBER:	TM-0054-STL US 01
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NAME OF SUBMITTER:	Elizabeth Egasti Miller
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Signature:	/elizabeth egasti miller/
Date:	02/03/2009
Total Attachments: 6 source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page1.tif source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page2.tif source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page3.tif source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page4.tif source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page5.tif source=Cert of Ownership Merging Stiletto into Milwaukee - Delaware#page6.tif	

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:

"STILETTO TOOLS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "MILWAUKEE ELECTRIC TOOL CORPORATION" UNDER THE NAME OF "MILWAUKEE ELECTRIC TOOL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2008, AT 6 O'CLOCK P.M.

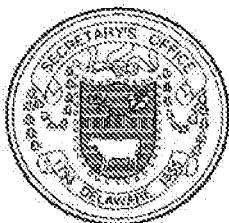
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

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

2100366 8100M

081201883

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7033870

DATE: 12-18-08

TRADEMARK
REEL: 003929 FRAME: 0333

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING
STILETTO TOOLS, INC.
INTO
MILWAUKEE ELECTRIC TOOL CORPORATION**

Pursuant to Section 253 of the General Corporation Law of Delaware, MILWAUKEE ELECTRIC TOOL CORPORATION, a corporation incorporated on the 2nd day of September, 1986, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Parent");

DOES HEREBY CERTIFY that the Parent owns 100% of the capital stock of STILETTO TOOLS, INC., a corporation incorporated on the 7th day of July, 1999, pursuant to the provisions of the California Corporations Code ("Merger Subsidiary"), and that the Parent, by a resolution of its Board of Directors, dated December 10, 2008, duly adopted in accordance with Sections 253 and 103 of the General Corporation Law of Delaware, approved and adopted an Agreement and Plan of Merger pursuant to which, at the Effective Time of December 31, 2008 at 11:59 p.m., Merger Subsidiary shall merge with and into the Parent, the separate existence of Merger Subsidiary shall cease and the Parent shall be the corporation surviving the Merger, which resolution is in the following words to wit:

WHEREAS, the Parent is the sole shareholder of Stiletto Tools, Inc., a California corporation ("Merger Subsidiary").

WHEREAS, the Board deems it to be in the best interests of the Parent and its shareholders that Merger Subsidiary merge with and into the Parent (the "Merger"), with the Parent being the corporation surviving the Merger.

WHEREAS, the Board desires that the Agreement and Plan of Merger between the Parent and Merger Subsidiary (the "Plan of Merger"), the form of which is attached hereto as Exhibit A, be adopted and approved.

NOW, THEREFORE, BE IT

RESOLVED, that the Plan of Merger is hereby adopted and approved in accordance with Sections 253 and 103 of the General Corporation Law of the State of Delaware and Section 1110 of the California Corporations Code and that the President of the Parent be, and hereby is, authorized and directed in the name of and on behalf of the Parent, to execute the Plan of Merger

with such changes as he may approve, the execution thereof by such officer to be conclusive evidence of such approval.

FURTHER RESOLVED, that the President of the Parent be, and hereby is, authorized and empowered in the name of and on behalf of the Parent, to take any action which he deems necessary, proper, advisable or required (including, without limitation, the preparation and filing of the Certificate of Ownership with the Delaware Secretary of State in accordance with the General Corporation Law of the State of Delaware, and the preparation and filing of the Certificate of Ownership with the California Secretary of State in accordance with the California Corporations Code), the signing or execution by such officer of any agreement, instrument or other document or the taking of any action by him shall conclusively establish his authority therefore from the Parent.

FURTHER RESOLVED, that the President of the Parent be, and hereby is, authorized, empowered and directed, in the name of and on behalf of the Parent, to take or cause to be taken any and all actions and to make all payments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions contemplated by, the foregoing resolutions, the approval thereof by any such officer conclusively establishing his authority therefor from the Parent.


FURTHER RESOLVED, that all actions previously taken by any director, officer, agent or attorney of the Parent relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Parent.

FURTHER RESOLVED, that this written consent may be executed in any number of counterparts, including by signature pages provided by facsimile or other electronic transmission, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

FURTHER RESOLVED, that this written consent shall be filed with the minutes of the Board of Directors of the Parent.

The Plan of Merger is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the Parent has caused this certificate to be signed by an authorized officer this 15th day of December, 2008.



Steven P. Richman, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made and entered into, pursuant to Section 253 of the General Corporation Law of Delaware and Section 1110 of the California Corporations Code, by and between MILWAUKEE ELECTRIC TOOL CORPORATION, a Delaware corporation (the "Parent"), and STILETTO TOOLS, INC., a California corporation and the wholly-owned subsidiary of the Parent ("Merger Subsidiary", the Parent and Merger Subsidiary sometimes being hereinafter collectively referred to as the "Constituent Corporations").

RECITALS

WHEREAS, the Parent owns all of the issued and outstanding shares of Merger Subsidiary.

WHEREAS, the Board of Directors of the Parent has determined that it is advisable and in the best interests of the Parent and its shareholders that Merger Subsidiary be merged with and into the Parent on the terms and conditions hereinafter set forth.

WHEREAS, the Board of Directors of the Parent, by a resolution duly adopted, has approved and adopted this Agreement.

WHEREAS, the Parent intends that, for U.S. federal income tax purposes, that the Merger will qualify as a tax-free liquidation under Section 332(a) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

AGREEMENT

1. Merger. At the Effective Time (as hereinafter defined) Merger Subsidiary shall merge with and into the Parent (the "Merger"), the separate existence of Merger Subsidiary shall cease and the Parent shall be the corporation surviving the Merger. The Merger shall have the effects prescribed by Section 259(a) of the General Corporation Law of Delaware and Section 1107 of the California Corporations Code.

If at any time after the Effective Time, the Parent shall deem it appropriate that any assignments or assurances should be made to vest, perfect or confirm in the Parent the title to any property or right of Merger Subsidiary acquired by the Parent as a result of the Merger, the officers and directors of the Parent, in the name of Merger Subsidiary or otherwise, may take and do any action necessary or desirable to vest, perfect or confirm title to such property and rights in the Parent and otherwise to carry out the purposes of the Merger.

2. Effective Time. The Merger shall become effective on December 31, 2008, at 11:59 p.m. (the "Effective Time").

3. Certificate of Incorporation. The Certificate of Incorporation of the Parent, as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation following the Effective Time until changed or amended.

4. Bylaws. The Bylaws of the Parent, as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the surviving corporation following the Effective time until changed or amended.

5. Directors and Officers. The directors and officers of the Parent as they exist on the Effective Time shall, from and after the Effective Time, be the directors and officers of the surviving corporation; such officers shall retain the same title and position with the surviving corporation as held with the Parent, and shall hold office until their successors shall be elected and duly qualified, or until their prior death, resignation or removal.

6. Manner and Basis of Converting Shares of Merger Subsidiary. Inasmuch as the Parent is the sole shareholder of all of Merger Subsidiary's shares, all shares of stock of Merger Subsidiary will be cancelled at the Effective Time and all shares of stock of the Parent will not be affected by the Merger and shall remain authorized and outstanding.

7. Termination or Amendment of Agreement. At any time prior to the Effective Time, this Agreement may be terminated or amended by the Board of Directors of the Parent.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed as of the date(s) set forth below.

MILWAUKEE ELECTRIC TOOL CORPORATION

By: 
Steven P. Richman, President

Date: Dec 15, 2008

STILETTO TOOLS, INC.

By: 
Ty A. Stawiski, VP, Secretary & Treasurer

Date: 12/15/08