

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Drummond American Corporation		12/03/2008
			Entity Type
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Drummond American LLC		
Street Address:	600 Corporate Woods Parkway		
City:	Vernon Hills		
State/Country:	ILLINOIS		
Postal Code:	60061		
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
Registration Number:		3286213	EARTH HARMONY
Registration Number:		1277630	OPHTHALENE
CORRESPONDENCE DATA			
Fax Number:	(312)609-5005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-609-7897		
Email:	hmiller@vedderprice.com		
Correspondent Name:	Holly Miller		
Address Line 1:	222 North LaSalle Street - 24th Floor		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	12445.00.0062/HMM		
NAME OF SUBMITTER:	Holly Miller		
Signature:	/Holly Miller/		

CH \$65.00 3286213

TRADEMARK

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REEL: 004126 FRAME: 0732

Date:

01/07/2010

Total Attachments: 9

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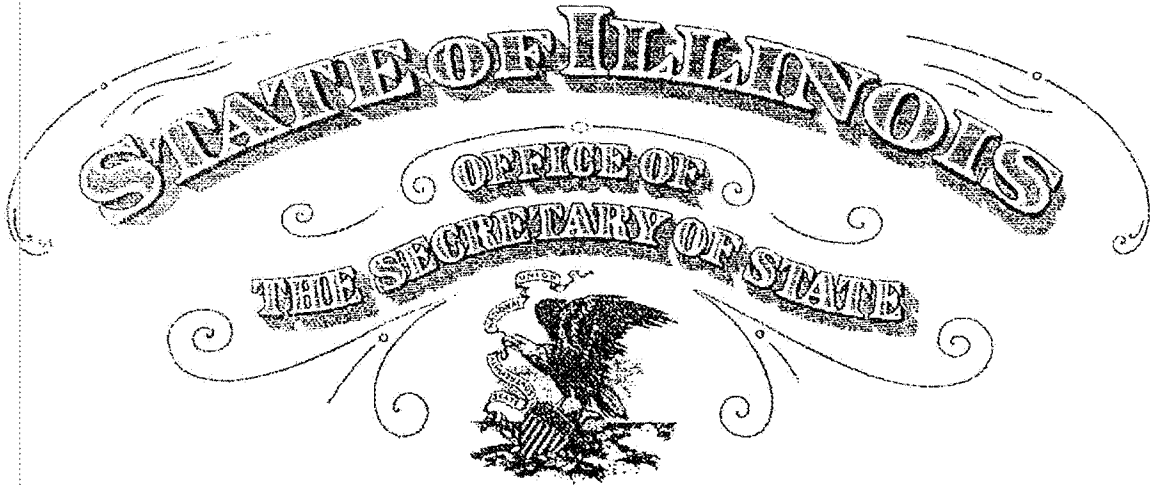
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*To all to whom these Presents Shall Come, Greeting:
I, Jesse White, Secretary of State of the State of Illinois, do hereby
certify that I am the keeper of the records of the Department of
Business Services. I certify that*

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 7 PAGE(S),
AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR DRUMMOND
AMERICAN LLC.

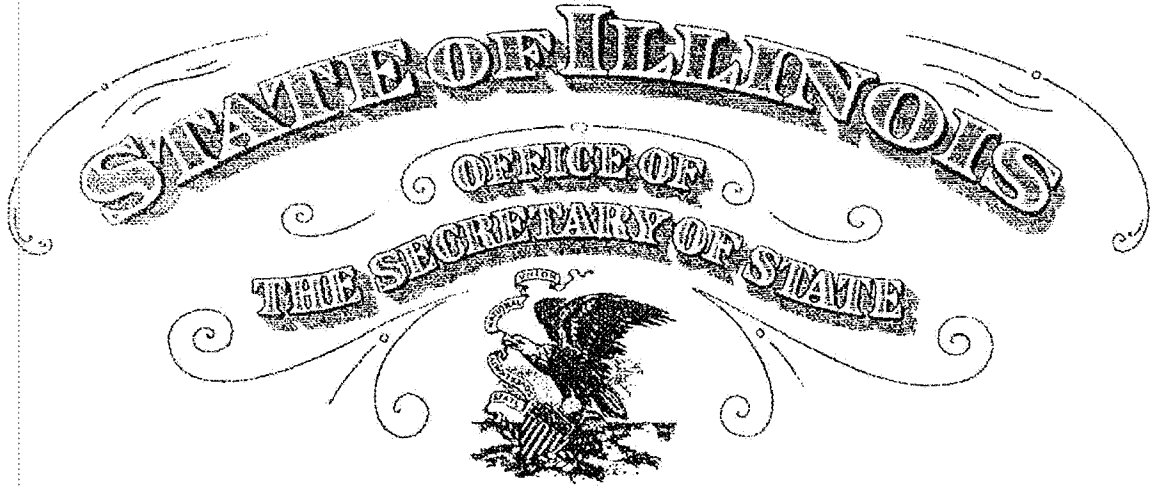


*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 5TH
day of JANUARY A.D. 2009*

Jesse White

Authentication #: 0001501599
Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

DRUMMOND AMERICAN LLC,
ARTICLES OF MERGER EFFECTIVE JANUARY 1, 2009 WHEREIN DRUMMOND AMERICAN I
LLC, AN ILLINOIS LIMITED LIABILITY COMPANY MERGED WITH DRUMMOND AMERICAN I
CORPORATION, AN ILLINOIS CORPORATION, THE SURVIVING LIMITED LIABILITY
COMPANY CHANGING ITS NAME TO DRUMMOND AMERICAN LLC*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 5TH
day of JANUARY A.D. 2009

Jesse White

Authentication #: 0900501721
Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE



Form **LLC-37.25**

April 2008

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62758
217-524-8008
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger or more than two entities, \$50 for each additional entity.

Illinois
Limited Liability Company Act
Articles of Merger

SUBMIT IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Date:
Filing Fee: \$ 100.00
Approved: *[Signature]*

ASSIGNED FILE #: 02639645

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FILED

DEC 03 2008

JESSE WHITE
SECRETARY OF STATE
PAID

DEC - 3 2008

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership, or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
<u>Drummond American Corporation</u>	<u>Corporation</u>	<u>Illinois</u>	<u>51102371</u>
<u>Drummond American I LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>02639645</u>

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: Drummond American I LLC

b. Address of Surviving Entity: 600 Corporate Woods Parkway, Vernon Hills, IL 60061

4. Effective date of merger: (check one)

a. the filing date, or

b. a later date, but not more than 30 days subsequent to the filing date: January 1, 2009

Month, Day, Year

5. All Limited Liability Companies that are parties to this merger and were on record with the Illinois Secretary of State prior to Jan. 1, 1998, have elected in their operating agreements to be governed by the Amendatory Act of 1997.

6. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:

Upon filing this Articles of Merger, the surviving entity's name shall be amended to "Drummond American LLC".



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Printed by authority of the State of Illinois, May 2008 -- 1M -- LLC 30 2

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LLC-37.25

7. For the Limited Liability Companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
Drummond American LLC	Illinois	11/21/2008	N/A
_____	_____	_____	_____
_____	_____	_____	_____

8. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated [SEE ATTACHED FOR SIGNATURES] _____
Month & Day Year

- | | |
|--|--|
| <p>1. _____
Signature</p> <p>_____</p> <p>Name and Title (type or print)</p> <p>_____</p> <p>Name if a Corporation or other Entity</p> | <p>2. _____
Signature</p> <p>_____</p> <p>Name and Title (type or print)</p> <p>_____</p> <p>Name if a Corporation or other Entity</p> |
| <p>3. _____
Signature</p> <p>_____</p> <p>Name and Title (type or print)</p> <p>_____</p> <p>Name if a Corporation or other Entity</p> | <p>4. _____
Signature</p> <p>_____</p> <p>Name and Title (type or print)</p> <p>_____</p> <p>Name if a Corporation or other Entity</p> |

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**



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Printed by authority of the State of Illinois, May 2008 — JM — LLC 30.2

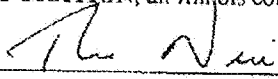
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Signature Page to Articles of Merger

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

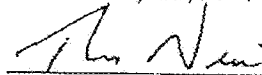
Dated December 3, 2008

DRUMMOND AMERICAN
CORPORATION, an Illinois corporation

By: 
Thomas Neri, Chief Executive Officer

DRUMMOND AMERICAN I LLC, an
Illinois limited liability company

By: Lawson Products, Inc., its Managing
Member

By: 
Thomas Neri, President and Chief
Executive Officer

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2. Articles of Organization

The Articles of Organization of LLC, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Organization of the Surviving Company from and after the Effective Time, until thereafter amended as provided therein or by applicable law.

3. Officers

The officers, if any, of LLC immediately prior to the Effective Time shall be and remain the officers of the Surviving Company from and after the Effective Time, until the earlier of their death, resignation, removal or otherwise ceasing to be the officers of the Surviving Company or until their respective successors are duly elected and qualified, as the case may be.

4. Effects of the Merger

At and after the Effective Time, the Merger will have the effects as set forth in the IBCA and the ILLCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Company and LLC shall vest in the Surviving Company, and all debts, liabilities and duties of the Company and LLC shall become the debts, liabilities and duties of the Surviving Company.

5. Manner and Basis of Conversion

(a) At the Effective Time, each share of common stock of the Company, par value \$0.00 per share ("Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into one (1) unit of limited liability company interest in the LLC. Each share of Common Stock held in treasury by the Company shall be cancelled without consideration. All outstanding shares of Common Stock are directly owned by Parent. By reason of the Merger, all issued and outstanding units of limited liability company interest in the LLC will be directly owned by Parent.

(b) At the Effective Time, all of the outstanding limited liability company interests of LLC shall not be converted in any manner, and each such interest shall thereafter represent a limited liability company interest of the Surviving Company.

6. Effective Time of the Merger

The effective time of the Merger (the "Effective Time") shall be January 1, 2009 at 12:01 A.M. Central Standard Time.

7. Principal Place of Business of the Surviving Company

The principal place of business of the Surviving Company shall be 600 Corporate Woods Parkway, Vernon Hills, Illinois 60061.

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AGREEMENT AND PLAN OF MERGER
OF
DRUMMOND AMERICAN CORPORATION
WITH AND INTO
DRUMMOND AMERICAN I LLC

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of December 3, 2008, is executed by and between Drummond American Corporation, an Illinois corporation ("Company"), and Drummond American I LLC, an Illinois limited liability company ("LLC") and, together with Company, the "Merging Entities". The Merging Entities are each direct, wholly-owned subsidiaries of Lawson Products, Inc., a Delaware corporation ("Parent").

RECITALS

WHEREAS, Company is a corporation and LLC is a limited liability company, both duly organized and existing under the laws of the State of Illinois;

WHEREAS, Parent is the sole shareholder of Company and the sole member ("Sole Member") of LLC;

WHEREAS, the Board of Directors of Company and the Sole Member of LLC deem it advisable that Company merge with and into LLC, upon the terms and conditions set forth herein and in accordance with the laws of the State of Illinois ("Merger");

WHEREAS, the Merger contemplates a tax-free liquidation, for U.S. federal and state income tax purposes, of Company with and into Parent pursuant to Section 332 and Section 337 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Board of Directors of Company and the Sole Member of LLC have approved this Agreement.

NOW, THEREFORE, the parties hereto agree as follows:

1. The Merger

At the Effective Time (as defined in Section 6 below) of the Merger, the Company shall be merged with and into LLC on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the Illinois Limited Liability Company Act, as amended ("ILLCA"), and the Illinois Business Corporation Act, as amended ("IBCA"). At the Effective Time, the separate corporate existence of the Company shall cease, and LLC shall continue as the surviving entity ("Surviving Company") in accordance with the ILLCA.

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8. **Miscellaneous**

- (a) Service of Process. Pursuant to Section 11.39(e) of the IBCA, the Surviving Company hereby agrees that it may be served with process in the State of Illinois in any proceeding for enforcement of any obligation of the Company, as well as for the enforcement of any obligation of the Surviving Company arising from the Merger, including any suit or other proceeding to enforce the shareholders right to dissent as provided in Section 11.70 of the IBCA, and irrevocably appoints the Illinois Secretary of State as its agent to accept service or process in any such suit or other proceedings.
- (b) Amendment. At any time prior to the filing of the Articles of Merger, this Agreement may be amended in a written agreement executed by the parties hereto.
- (c) Counterparts. This Agreement may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.
- (d) Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the state of Illinois.

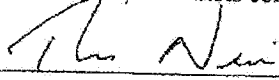
[SIGNATURE PAGE FOLLOWS]

02639645
12-3-2008

Signature Page to Agreement and Plan of Merger


IN WITNESS WHEREOF, Company and LLC have executed and delivered this Agreement and Plan of Merger on and as of the date first written above.

DRUMMOND AMERICAN CORPORATION, an Illinois corporation

By: 
Thomas Neri, Chief Executive Officer

DRUMMOND AMERICAN I LLC, an Illinois limited liability company

By: Lawson Products, Inc., its Managing Member

By: 
Thomas Neri, President and Chief Executive Officer