

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE HOLMES GROUP, INC.		07/18/2005	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	JCS/THG, LLC
Street Address:	One Holmes Way
City:	Milford
State/Country:	MASSACHUSETTS
Postal Code:	01757
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	868938	CLICK 'N CLEAN
Registration Number:	972256	PATTON
Registration Number:	1002186	COOKS ALL DAY-WHILE THE COOK'S AWAY
Registration Number:	1246979	PATTON
Registration Number:	1312203	SMOKE GRABBER
Registration Number:	1312204	SMOKE GRABBER
Registration Number:	1332863	WHITE MOUNTAIN
Registration Number:	1566614	POTPOURRI CROCK
Registration Number:	1585506	BAR-B-GRILL
Registration Number:	1637276	POWER HEATER
Registration Number:	1671452	ULTRA BLEND
Registration Number:	1681102	CHEF'S FRY

OP \$790.00 868938

900173998

**TRADEMARK
 REEL: 004296 FRAME: 0401**

Registration Number:	1736388	INSTAFURNACE
Registration Number:	1781281	HOT POT EXPRESS
Registration Number:	1820447	EASY TOUCH
Registration Number:	1864242	COOL SOLUTION
Registration Number:	1881380	"HEATBLASTER"
Registration Number:	1899766	RAPID MIST
Registration Number:	1906442	STREAMLINE
Registration Number:	2265460	HEATSAFE
Registration Number:	2722081	ARCTIC ICE
Registration Number:	2762596	GALILEO
Registration Number:	2776135	PLATINUM
Registration Number:	2823837	MASTERSENSOR
Registration Number:	2863666	SOUND WAVES
Registration Number:	2877986	HEAT BUDDY
Registration Number:	2877987	FOOT BUDDY
Registration Number:	2924272	INTELLIPRESS
Registration Number:	2942937	DINNER IS READY WHEN YOU ARE
Registration Number:	3115894	SMART-POT
Registration Number:	2973354	TALON

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ipdocket@lw.com, kristin.azcona@lw.com
 Correspondent Name: LATHAM & WATKINS LLP
 Address Line 1: 650 Town Center Drive, 20th Floor
 Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	039269-0179
NAME OF SUBMITTER:	Kristin J. Azcona
Signature:	/kja/
Date:	10/11/2010

Total Attachments: 8
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Delaware

PAGE 1

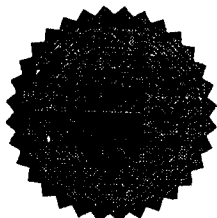
The First State

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 MERGER, WHICH MERGES:

"THE HOLMES GROUP, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "JCS/THG, LLC" UNDER THE NAME OF "JCS/THG, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 2005, AT 1:16 O'CLOCK P.M.

3991864 8100M

050590832



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4027619

DATE: 07-18-05

TRADEMARK
REEL: 004296 FRAME: 0404

CERTIFICATE OF MERGER

OF

THE HOLMES GROUP, INC.

AND

JCS/THG, LLC

It is hereby certified that:

1. The constituent business entities participating in the merger (collectively, the "Constituent Entities") herein certified are:

(i) The Holmes Group, Inc., which is organized under the laws of the Commonwealth of Massachusetts; and

(ii) JCS/THG, LLC, which is organized under the laws of the State of Delaware.

2. An Agreement and Plan of Merger dated as of June 28, 2005 (as amended or supplemented from time to time, the "Merger Agreement"), among Jarden Corporation, The Holmes Group, Inc., JCS/THG, LLC and the other parties on the signature pages thereto has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid Constituent Entities in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Law, to wit, by The Holmes Group, Inc. in accordance with the laws of the State of its incorporation and by JCS/THG, LLC in the same manner as is provided in the Delaware General Limited Liability Company Law.

3. The name of the surviving entity in the merger is JCS/THG, LLC, which will continue its existence as said surviving entity under its present name upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Law.

4. The Certificate of Formation of JCS/THG, LLC, as now in force and effect, shall continue to be the Certificate of Formation of said surviving entity until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Law.

5. The executed Merger Agreement between the aforesaid Constituent Entities is on file at a place of business of the aforesaid surviving entity, the address of which is as follows: One Holmes Way, Milford, Massachusetts 01757.

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving entity, on request, and without cost, to any stockholder of extinguishing foreign corporation or any member of the limited liability company.

230274

IN WITNESS WHEREOF, JCS/THG, LLC, the surviving entity, has caused this Certificate of Merger to be duly executed by its authorized officer, this 18th day of July, 2005.

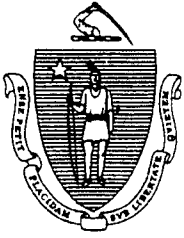
JCS/THG, LLC

By: 

Name: Desiree DeStefano

Title: Vice President

230274



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

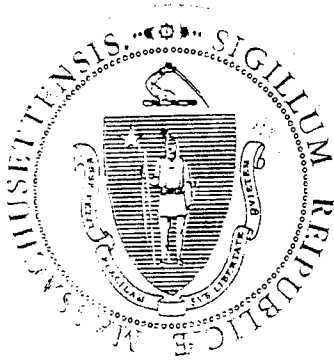
William Francis Galvin
Secretary of the
Commonwealth

July 18, 2005

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records in this office, Articles of Merger were filed here **July 18, 2005**, pursuant to Massachusetts General Laws, Chapter 156C, Section 61, whereby **THE HOLMES GROUP, INC.**, a Massachusetts corporation merged into **JCS/THG, LLC**, a **Delaware** Limited Liability Company and the surviving business entity. Said Merger to be effective **July 18, 2005**.

This certificate is issued in accordance with the provisions of **Chapter 156C, Section 61**.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

*MGL Chapter 156B S83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation

TRADEMARK
REEL: 004296 FRAME: 0407

DF
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED
[Handwritten signatures]

FORM MUST BE TYPED

Articles of Merger
Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
The Holmes Group, Inc.	Massachusetts	February 5, 1982
JCS/THG, LLC	Delaware	June 27, 2005

(3) The foreign corporation or other entity is / is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: JCS/THG, LLC

(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: One Holmes Way, Milford, MA 01757

(number, street, city or town, state, zip code)

Signed by: John A. Keller
The Holmes Group, Inc. (signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 18TH day of July, 2005

Signed by: [Signature]
JCS/THG, LLC (signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 18TH day of July, 2005

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this day of _____, 20_____ at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

Examiner

Name approval

C

#A.R.

TO BE FILLED IN BY CORPORATION
Contact Information:

Karen Corinna, Paralegal

Posternak Blankstein & Lund LLP

Prudential Tower, 800 Boylston Street, Boston, MA 02199

Telephone: 617-973-6100

Email: kcorinna@pbl.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.