

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	amalgamation (similar to a merger)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tridon Incorporated		12/28/2009	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	ACD Tridon Inc.
Street Address:	P.O. Box 310
Internal Address:	300 Henry Street
City:	Brantford, Ontario
State/Country:	CANADA
Postal Code:	N3T 5W1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1083168	LEGION
Registration Number:	1083160	
Registration Number:	1083161	TRIDON
Registration Number:	1761167	TRIDON
Registration Number:	0958899	TRIDON
Registration Number:	2026973	TRIDON
Registration Number:	1745484	TRIMAX

CORRESPONDENCE DATA

Fax Number: (716)941-6382
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 716-941-5423
 Email: adowney@DowneysLaw.com
 Correspondent Name: Anne F. Downey, Esq.
 Address Line 1: 8999 Rockwood Rd.

900174423

**TRADEMARK
 REEL: 004299 FRAME: 0836**

OP \$190.00 1083168

Address Line 4: Boston, NEW YORK 14025

ATTORNEY DOCKET NUMBER:

TRIDONAMALG

DOMESTIC REPRESENTATIVE

Name: Anne F. Downey, Esq.

Address Line 1: 8999 Rockwood Rd.

Address Line 4: Boston, NEW YORK 14025

NAME OF SUBMITTER:

Anne F. Downey, Esq.

Signature:

/anne f. downey, esq./

Date:

10/20/2010

Total Attachments: 12

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Ontario CERTIFICATE This is to certify that these articles are effective on



CERTIFICAT Ceci certifie que les présents statuts entrent en vigueur le

Ontario Corporation Number Numéro de la société en Ontario

1814434

JANUARY - 3 JANVIER, 2010

[Signature]

Director / Directrice Business Corporations Act / Loi sur les sociétés par actions

Form 4 Business Corporations Act

Formule 4 Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION STATUTS DE FUSION

- 1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS) Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

Table with 13 columns and 4 rows containing the name 'ACD TRIDON INC' in block capitals.

- 2. The address of the registered office is: Adresse du siège social:

4120 Yonge Street, Suite 304

Street & Number or R.R. Number & if Multi-Office Building give Room No. / Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M 2 P 3 B 8

Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

- 3. Number of directors is: Nombre d'administrateurs: Fixed number / Nombre fixe OR minimum and maximum / OU minimum et maximum

1 11

- 4. The director(s) is/are: / Administrateur(s):

Table with 3 columns: First name, middle names and surname; Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code; Resident Canadian State 'Yes' or 'No' / Résident canadien Oui/Non

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ACD TRIDON INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
ACD TRIDON INC.	1371372	2009	12	28
TRIDON INCORPORATED	1360334	2009	12	28

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of 1 class designated as common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

9. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either: (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attached to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(a) that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

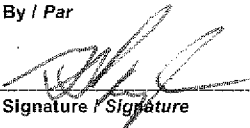
(b) that any invitation to the public to subscribe for any securities of the Corporation is hereby prohibited.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

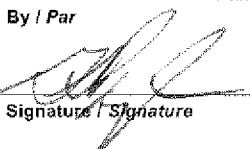
These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

ACD TRIDON INC.

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par  Signature / <i>Signature</i>	GEORGE S. PAPPAYLIOU <hr style="border: 0; border-top: 1px solid black;"/> Print name of signatory / <i>Nom du signataire en lettres moulées</i>	VICE PRESIDENT SECRETARY <hr style="border: 0; border-top: 1px solid black;"/> Description of Office / <i>Fonction</i>

TRIDON INCORPORATED

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par  Signature / <i>Signature</i>	GEORGE S. PAPPAYLIOU <hr style="border: 0; border-top: 1px solid black;"/> Print name of signatory / <i>Nom du signataire en lettres moulées</i>	VICE PRESIDENT SECRETARY <hr style="border: 0; border-top: 1px solid black;"/> Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par <hr style="border: 0; border-top: 1px solid black;"/> Signature / <i>Signature</i>	<hr style="border: 0; border-top: 1px solid black;"/> Print name of signatory / <i>Nom du signataire en lettres moulées</i>	<hr style="border: 0; border-top: 1px solid black;"/> Description of Office / <i>Fonction</i>

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Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par <hr style="border: 0; border-top: 1px solid black;"/> Signature / <i>Signature</i>	<hr style="border: 0; border-top: 1px solid black;"/> Print name of signatory / <i>Nom du signataire en lettres moulées</i>	<hr style="border: 0; border-top: 1px solid black;"/> Description of Office / <i>Fonction</i>

Schedule "A"

STATEMENT OF OFFICER

RE: Amalgamation of ACD Tridon Inc. and Tridon Incorporated

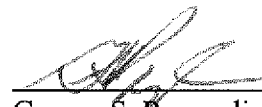
I, George S. Pappayliou, make this statement in respect of the amalgamation of ACD Tridon Inc. and Tridon Incorporated (the "**Amalgamation**") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am the Vice President and Secretary of ACD Tridon Inc. (the "**Corporation**").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "**Amalgamated Corporation**") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 28th day of December, 2009.

ACD TRIDON INC.

Per: _____


George S. Pappayliou
Vice President and Secretary

Schedule "A"

STATEMENT OF OFFICER

RE: Amalgamation of Tridon Incorporated and ACD Tridon Inc.


I, George S. Pappayliou, make this statement in respect of the amalgamation of Tridon Incorporated and ACD Tridon Inc. (the "**Amalgamation**") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am the Vice President and Secretary of Tridon Incorporated (the "**Corporation**").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "**Amalgamated Corporation**") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 28th day of December, 2009.

TRIDON INCORPORATED

Per: _____


George S. Pappayliou
Vice President and Secretary

SCHEDULE "B"
RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
ACD TRIDON INC.
(the "Corporation")

Approval of Amalgamation with Tridon Incorporated

CONTEXT

- A. The Corporation and Tridon Incorporated are both incorporated under the laws of the Province of Ontario.
- B. Tridon Incorporated is the Corporation's wholly-owned subsidiary.
- C. The Corporation and Tridon Incorporated have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation's amalgamation with Tridon Incorporated, pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of Tridon Incorporated, including all shares which have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(1) of the Act, the issued and outstanding shares of the Corporation will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Corporation's Articles of Incorporation.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation.
- 6. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

These resolutions are consented to by the sole shareholder of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signature below.

DATED the 28th day of December, 2009.

**TOMKINS AMERICAN INVESTMENTS
S.a.r.l.**

Per:



George S. Pappayliou
Authorized Representative

SCHEDULE "B"
RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
TRIDON INCORPORATED
(the "Corporation")

Approval of Amalgamation with ACD Tridon Inc.

CONTEXT

- A.** The Corporation and ACD Tridon Inc. are both incorporated under the laws of the Province of Ontario.
- B.** The Corporation is a wholly-owned subsidiary of ACD Tridon Inc.
- C.** The Corporation and ACD Tridon Inc. have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

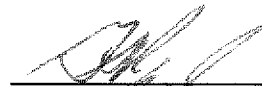
- 1. The Corporation's amalgamation with ACD Tridon Inc., pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. The Articles of Amalgamation of the amalgamated corporation will be the same as ACD Tridon Inc.'s Articles of Incorporation.
- 4. The by-laws of the amalgamated corporation will be the same as the by-laws of ACD Tridon Inc.
- 5. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

These resolutions are consented to by the sole shareholder of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signature below.

DATED the 28th day of December, 2009.

ACD TRIDON INC.

Per:



George S. Pappayliou
Authorized Representative