

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
COOPER BRANDS, INC.		10/07/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	APEX BRANDS, INC.		
Street Address:	1000 LUFKIN ROAD		
City:	APEX		
State/Country:	NORTH CAROLINA		
Postal Code:	27539		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	0280022		
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(713)209-8980		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	7132098566		
Email:	JANET.REED@COOPERINDUSTRIES.COM		
Correspondent Name:	COOPER BRANDS, INC.		
Address Line 1:	600 TRAVIS, SUITE 5600		
Address Line 4:	HOUSTON, TEXAS 77002		
ATTORNEY DOCKET NUMBER:	NIC-T-016901		
NAME OF SUBMITTER:	MICHAEL MUNN		
Signature:	/MICHAEL MUNN/		
Date:	02/01/2011		

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**TRADEMARK**  
**REEL: 004465 FRAME: 0194**

Total Attachments: 2

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COOPER BRANDS, INC.", CHANGING ITS NAME FROM "COOPER BRANDS, INC." TO "APEX BRANDS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 2010, AT 12:58 O'CLOCK P.M.

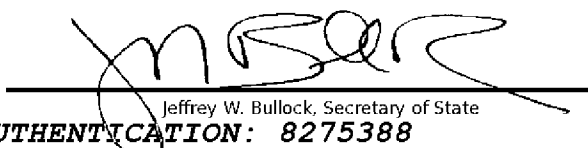
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8275388

DATE: 10-07-10

TRADEMARK  
REEL: 004465 FRAME: 0196

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
COOPER BRANDS, INC.**

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

Cooper Brands, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The sole stockholder of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article 1 of the Certificate of Incorporation of the Corporation be and hereby is amended and restated in its entirety as follows:

"1. The name of the corporation is Apex Brands, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the undersigned officer this 29<sup>th</sup> day of September, 2010.

**COOPER BRANDS, INC.**

By: Michael J. Munn

Name: Michael J. Munn

Title: Secretary