

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	03/21/2011																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Serv-A-Lite Products, Inc.</td> <td></td> <td>03/21/2011</td> <td>CORPORATION: ILLINOIS</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Serv-A-Lite Products, Inc.		03/21/2011	CORPORATION: ILLINOIS																
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CORRESPONDENCE DATA																											
<p>Fax Number: 5138528222</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 513 852 8230</p> <p>Email: ssw@corsbassett.com</p> <p>Correspondent Name: Sara Straight Wolf</p> <p>Address Line 1: 537 East Pete Rose Way</p> <p>Address Line 2: Suite 400</p> <p>Address Line 4: Cincinnati, OHIO 45202</p>																											
ATTORNEY DOCKET NUMBER:	8514900-05																										
NAME OF SUBMITTER:	Sara Straight Wolf																										

Signature:	/Sara Straight Wolf/
Date:	08/08/2012
<b>Total Attachments: 8</b> source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page1.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page2.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page3.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page4.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page5.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page6.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page7.tif source=Merger Serv-A-Lite Products Inc The Hillman Group Inc#page8.tif	



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 21, 2011

5166-142-7

NATIONAL CORPORATE RESEARCH  
520 S SECOND ST STE 403  
SPRINGFIELD IL 62701

RE SERV-A-LITE PRODUCTS, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.  
FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH  
THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICIAL  
OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST  
ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35. THIS  
FORM IS AVAILABLE ON OUR WEBSITE, [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). CLICK ON  
PUBLICATIONS ON THE MENU BAR.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM BCA 11.25 (rev. Dec. 2003)  
 ARTICLES OF MERGER,  
 CONSOLIDATION OR EXCHANGE  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

Remit payment in the form of a  
 check or money order payable  
 to Secretary of State.

Filing fee is \$100, but if merger or  
 consolidation involves more than two  
 corporations, submit \$50 for each  
 additional corporation.

**FILED**

**MAR 21 2011**

JESSE WHITE  
 SECRETARY OF STATE

File # 5146-142-7 Filing Fee: \$ 100.00 Approved lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in items 1, 3, 4 and 5.

1. Names of Corporations proposing to <sup>merge</sup> ~~consolidate~~ and State or Country of Incorporation.

Name of Corporation	State or Country of Incorporation	Corporation File Number
The Hillman Group, Inc.	Delaware	6174-572-6
Serv-A-Life Products, Inc.	Illinois	51861427

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the <sup>surviving</sup> new corporation: The Hillman Group, Inc.  
 acquiring

b. Corporation shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of <sup>merger</sup> ~~consolidation~~ is as follows:

Please see Agreement and Plan of Merger attached hereto.

5. The merger was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Serv-A-Lite Products, Inc.	3,000 shares Common Stock	3,000

b. Not applicable to 100 percent-owned subsidiaries.

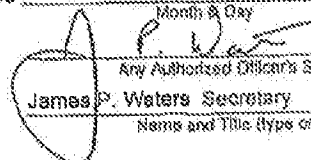
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

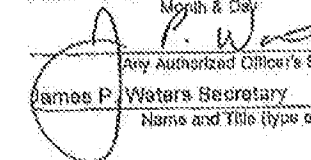
(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 16 2011 The Hillman Group, Inc.  
Month & Day Year Exact Name of Corporation

  
Any Authorized Officer's Signature  
James P. Waters Secretary  
Name and Title (type or print)

Dated March 16 2011 Serv-A-Lite Products, Inc.  
Month & Day Year Exact Name of Corporation

  
Any Authorized Officer's Signature  
James P. Waters Secretary  
Name and Title (type or print)

Dated \_\_\_\_\_ Year \_\_\_\_\_ Exact Name of Corporation \_\_\_\_\_

\_\_\_\_\_  
Any Authorized Officer's Signature  
 \_\_\_\_\_  
Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

OF

SERV-A-LITE PRODUCTS, INC.

(an Illinois corporation)

INTO

THE HILLMAN GROUP, INC.

(a Delaware Corporation)

AGREEMENT AND PLAN OF MERGER, dated as of February 11, 2011 (the "Agreement"), by and between, The Hillman Group, Inc., a Delaware corporation ("Hillman" or the "Surviving Corporation") and Serv-A-Lite, Products, Inc., an Illinois corporation and wholly-owned subsidiary of Hillman ("Serv-A-Lite").

WHEREAS, Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") permits the merger of a domestic parent corporation and its foreign subsidiary corporation;

WHEREAS, Sections 11.30 and 11.35 of the Illinois Business Corporation Act (the "Illinois Act") permits the merger of a domestic subsidiary with a foreign parent corporation;

WHEREAS, Hillman owns one hundred percent of the outstanding shares of capital stock of Serv-A-Lite, being 3,000 shares of common stock of Serv-A-Lite (the "Serv-A-Lite Stock");

WHEREAS, Hillman and Serv-A-Lite deem it advisable and in the best interests of their stockholders to merge Serv-A-Lite into Hillman pursuant to the provisions of the laws of the State of Delaware and the laws of the State of Illinois and upon the terms and conditions hereinafter set forth; and

WHEREAS, the parties hereto desire to enter into this Agreement for the reasons set forth above, and have by action of their respective Boards of Directors, approved this Agreement in accordance with the laws of the State of Delaware, the laws of the State of Illinois and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the parties hereto agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the laws of the State of Delaware and the laws of the State of Illinois, on the Filing Date, Serv-A-Lite shall be merged with and into Hillman (the "Merger").

As a result of the Merger, the separate corporate existence of Serv-A-Lite shall cease and Hillman shall continue as the Surviving Corporation of the Merger.

2. Filing Date of Merger. The Merger contemplated herein shall become effective on March 31, 2011 (the "Filing Date").

3. Effects of the Merger. The effects of the Merger shall be as provided in this Agreement and in the applicable provisions of the DGCL and Illinois Act. On the Filing Date, all properties, rights, privileges, powers and franchises of Serv-A-Lite shall vest in Hillman, as the Surviving Corporation, and all debts, liabilities and duties of Serv-A-Lite shall become the debts, liabilities and duties of Hillman, as the Surviving Corporation. In addition, on the Filing Date:

(a) Hillman and Serv-A-Lite shall be a single corporation, which shall be Hillman as the Surviving Corporation, the name of which shall be The Hillman Group, Inc., and the separate corporate existence of Serv-A-Lite shall cease;

(b) the articles of incorporation of Hillman in effect immediately prior to the Filing Date, shall be the articles of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(c) the by-laws of Hillman in effect immediately prior to the Filing Date, shall be the by-laws of the Surviving Corporation, until thereafter changed or amended as provided therein or by applicable law;

(d) the persons designated as directors of Hillman and occupying those positions immediately prior to the Filing Date, shall continue to be the directors of the Surviving Corporation after the Merger, each to hold office in accordance with the articles of incorporation and by-laws of the Surviving Corporation; and

(e) the persons designated as officers of Hillman and occupying those positions immediately prior to the Filing Date, shall continue to be the officers of the Surviving Corporation after the Merger, each to hold office in accordance with the articles of incorporation and by-laws of the Surviving Corporation.

4. Treatment of Shares. All of the Hillman common stock issued and outstanding immediately prior to the Filing Date shall remain outstanding as the common stock of the Surviving Corporation. On the Filing Date, by virtue of the Merger and without any action on the part of the holder thereof or Serv-A-Lite, each Serv-A-Lite Share outstanding immediately prior to the Filing Date shall be canceled without the right of the holder thereof to receive any consideration therefor (it being understood that Hillman is the holder of the Serv-A-Lite Shares). On the Filing Date, Hillman shall surrender for cancellation the certificate representing the Serv-A-Lite Shares.

5. Filings. Hillman and Serv-A-Lite agree that they will cause to be executed and filed or recorded any document or documents prescribed by the laws of the State of Delaware and the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Illinois and elsewhere to effectuate the Merger.



6. Transfer of Assets. Serv-A-Lite agrees, from time to time and as and when requested by Hillman, or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such instruments, assignments and other documents, and other assurances in law, and to take such other action, as Hillman may deem necessary or desirable to carry out the purposes of the Merger.

7. No Dissenter Rights. Hillman owns 100% of Serv-A-Lite and there are no other shareholders of Serv-A-Lite who may be entitled to appraisal rights under the Illinois Act and therefore, the requirement in Section 11.30(c) of the Illinois Act for a parent company to mail a copy of the plan of merger to each shareholder of the subsidiary is not applicable.

8. Amendment. This Agreement may be amended or modified only by a written instrument executed by each of the parties hereto and then only prior to the filing of the articles of merger.

9. No Other Agreement or Understandings. This Agreement constitutes the entire agreement of the parties with respect to the subject matter of this Agreement, and supersedes all prior agreements and undertakings, both written and oral, among the parties with respect to the subject matter of this Agreement, except as otherwise provided in this Agreement.

10. Abandonment of Agreement. This Agreement may be abandoned at anytime prior to the filing of the articles of merger.

11. No Third Party Benefit. This Agreement is for the sole benefit of the parties hereto and nothing in this Agreement, express or implied, is intended to or shall confer upon any other person or entity any legal or equitable right, benefit or remedy or any nature whatsoever under or by reason of this Agreement.

12. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to the choice of law principles therein.

13. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

14. Electronic Execution. Delivery of an executed counterpart of a signature page of this Agreement by telecopy or electronic format (including pdf) shall be effective as delivery of a manually executed counterpart of this Agreement.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by a duly authorized officer of each party hereto as of the date first written above.

THE HILLMAN GROUP, INC.

By: *Max W. Hillman, Jr.*  
Name: Max W. Hillman, Jr.  
Title: Chief Executive Officer

SERV-A-LITE PRODUCTS, INC.

By: *J. P. Waters*  
Name: James P. Waters  
Title: Treasurer, Secretary and  
Vice President of Finance

Signature Page to Agreement and Plan of Merger