

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Easco Hand Tools, Inc.		12/12/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Apex Brands, Inc.		
Street Address:	1000 Lufkin Road		
City:	Apex		
State/Country:	NORTH CAROLINA		
Postal Code:	27539		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0561241	JACOBS	
Registration Number:	2354318	JACOBS	
CORRESPONDENCE DATA			
Fax Number:	6027343750		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(602) 262-5311		
Email:	TRADEMARKS@LRLAW.COM		
Correspondent Name:	Jennifer A. Van Kirk		
Address Line 1:	Lewis and Roca LLP		
Address Line 2:	40 North Central Avenue, Suite 1900		
Address Line 4:	Phoenix, ARIZONA 85004		
ATTORNEY DOCKET NUMBER:	51949-8		
NAME OF SUBMITTER:	Jennifer A. Van Kirk		
Signature:	/JENNIFER A. VAN KIRK/		

TRADEMARK

Date:

12/13/2012

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This is a TRADEMARK ASSIGNMENT, made effective as of the date last executed below (the "Effective Date"), by Easco Hand Tools, Inc. (the "Assignor"), a corporation of Delaware (U.S.A.) with address of 125 Powder Forest Drive, Simsbury, Connecticut 06070, U.S.A, to and for the benefit of Apex Brands, Inc. (the "Assignee"), a corporation of Delaware (U.S.A.) having an address of 1000 Lufkin Road, Apex, North Carolina 27539, U.S.A.

Recitals

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks and trademark registrations on Schedule A hereto (together, the "Marks"); and

WHEREAS, Assignor desires to convey, assign, and deliver to Assignee all of its right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

NOW, THEREFORE, in consideration of the promises herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Marks in any and all forms in which they have been used and including all common law rights therein, together with the goodwill of the business symbolized by the Marks being assigned, and all causes of action for any and all past infringements of the rights being assigned and the right to retain the proceeds therefrom. The parties also agree that the JACOBS TRADEMARK LICENSE AGREEMENT, effective July 3, 2010, is automatically terminated as of the Effective Date of this Agreement.

Assignor hereby covenants and agrees that it will, at Assignee's request and without further consideration, promptly provide, execute and deliver such other documents and take such other actions as may reasonably be necessary to effectuate, implement, perfect or record the transfer of the Marks or to prosecute or maintain the Marks. Assignor does hereby irrevocably constitute and appoint Assignee, its successors and assigns, its true and lawful attorney, with full power of substitution in its name or otherwise, and on behalf of Assignor or for its own use, to effectuate, implement, perfect or record the transfer of the Marks or to prosecute or maintain the Marks.

IN WITNESS WHEREOF, the parties have executed this instrument on the dates indicated below.

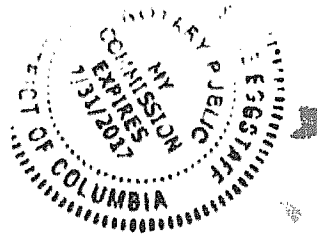
EASCO HAND TOOLS, INC.

By: [Signature]

Name: James F. O'Reilly

Title: Vice President & Secretary

Date: _____



State of Washington, DC
County of _____

On this 17th day of October, 2012, before me, the undersigned, personally appeared James F. O'Reilly, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed this instrument on behalf of the corporation named herein, and acknowledged that s/he executed it in such representative capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public
My Commission Expires on 7/31/2017

APEX BRANDS, INC.

By: [Signature]

Name: Michael J. Munn

Title: Secretary

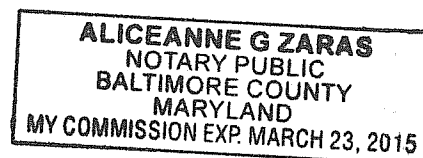
Date: 12/12/12

State of Maryland
County of Baltimore

On this 12 day of Dec, 2012, before me, the undersigned, personally appeared Michael J. Munn, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed this instrument on behalf of the corporation named herein, and acknowledged that s/he executed it in such representative capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public
My Commission Expires on _____



SCHEDULE A

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
Italy	JACOBS	RM2006C002060	4/9/1966	1217289	6/12/1967
Italy	JACOBS	RM2011C006540	4/29/1991	982941	11/17/1993
Italy	JACOBS (SCRIPT)	RM2006C002061	4/9/1966	1217290	6/12/1967
Italy	JACOBS (SCRIPT)	RM2006C000239	1/26/1996	1213937	8/25/1998
Mexico	JACOBS	132162	6/21/1966	132162	6/21/1966
Mexico	JACOBS (SCRIPT)	246248	10/23/1995	613687	6/17/1999
United States	JACOBS	71/618319	9/1/1951	0561241	7/8/1952
United States	JACOBS (SCRIPT)	75/218282	12/24/1996	2354318	6/6/2000