

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM509145

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/29/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Minute Key Holdings Inc.		12/28/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	The Hillman Group, Inc.		
Street Address:	10590 Hamilton Avenue		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45231		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3797899	MINUTEKEY	
Registration Number:	3819936	MINUTEKEY	
Registration Number:	4657950	KEYS IN 1 MINUTE	
CORRESPONDENCE DATA			
Fax Number:	9374436635		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(513) 352-6719		
Email:	dawn.schneider@thompsonhine.com		
Correspondent Name:	Michael J. Nieberding		
Address Line 1:	Austin Landing I		
Address Line 2:	10050 Innovation Drive, Suite 400		
Address Line 4:	Dayton, OHIO 45342-4934		
NAME OF SUBMITTER:	Michael J. Nieberding		
SIGNATURE:	/Michael J. Nieberding/		
DATE SIGNED:	02/07/2019		
Total Attachments: 5			
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Delaware

The First State

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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 OWNERSHIP, WHICH MERGES:

"MINUTE KEY HOLDINGS INC.", A DELAWARE CORPORATION, WITH AND INTO "THE HILLMAN GROUP, INC." UNDER THE NAME OF "THE HILLMAN GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2018, AT 11:30 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2018 AT 9 O'CLOCK A.M.

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

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




Jeffrey W. Bullock, Secretary of State

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SR# 20188403923

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204193367
Date: 12-28-18

TRADEMARK
REEL: 006580 FRAME: 0134

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER

MINUTE KEY HOLDINGS INC.

WITH AND INTO

THE HILLMAN GROUP, INC.

DECEMBER 28, 2018

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the “DGCL”), the undersigned company, The Hillman Group, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the “Corporation”), does hereby certify the following information relating to the merger (the “Merger”) of Minute Key Holdings Inc., a Delaware corporation (“Minute Key”), with and into the Corporation:

FIRST: The name and state of incorporation of the constituent entities to the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Minute Key Holdings Inc.	Delaware
The Hillman Group, Inc.	Delaware

SECOND: The Corporation owns 100% of the outstanding shares of the capital stock of Minute Key, a corporation incorporated on December 18, 2017, pursuant to the provisions of the DGCL.

THIRD: The Corporation will continue as the entity surviving the Merger (the “Surviving Entity”) and the name of the Surviving Entity shall remain the same.

FOURTH: This certificate of ownership and merger shall become effective as of 9:00 a.m. Eastern Time on the 29th day of December, 2018 (the “Effective Time”).

FIFTH: At the Effective Time, the certificate of incorporation of the Surviving Entity shall be the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time, until thereafter amended as provided therein and under the DGCL.

SIXTH: That on the 28th day of December, 2018, the Corporation, by a resolution of its board of directors, duly adopted by unanimous written consent in lieu of a special meeting, determined to and did approve the merger of Minute Key into the Corporation and have adopted the following resolutions:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Minute Key Holdings Inc. ("Minute Key"), a corporation organized and existing under the laws of Delaware;

WHEREAS, Minute Key desires to merge with and into the Corporation, and for the Corporation to be possessed of all the estate, property, rights, privileges and franchises of the Corporation (the "Merger"), effective as of 9:00 am Eastern Time December 29, 2018 (the "Effective Time");

WHEREAS, in connection with the Merger, the Corporation is required to file, pursuant to Section 253 of the DGCL, a certificate of ownership and merger (the "Certificate of Merger"); and

WHEREAS, the Board deems the execution and filing of the Certificate of Merger and effectuation of the transactions contemplated thereby to be advisable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that the Merger and the execution and filing of the Certificate of Merger to be advisable, fair to and in the best interests of the Corporation; and

FURTHER RESOLVED, that Minute Key be merged with and into the Corporation pursuant to Section 253 of the DGCL, so that the separate existence of the Minute Key shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving entity; and

FURTHER RESOLVED, that the name of the surviving corporation of the Merger shall remain "The Hillman Group, Inc."; and

FURTHER RESOLVED, that upon the Effective time, each share of capital stock of Minute Key issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and retire and shall cease to exist; and

FURTHER RESOLVED, that Certificate of Merger and the transactions contemplated thereby be, and hereby are, approved, adopted and authorized in all respects, and each officer of the Corporation (each, a "Authorized Officer" and together, the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed to execute and file the Certificate of Merger, in substantially the form presented to the Board, with such changes therein as the Authorized Officer executing the same shall approve, the signature of such Authorized Officer thereon to be conclusive evidence of the approval of such changes; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver any and all such agreements, consents, instruments, term sheets or

documents, as in each case such Authorized Officers may, in their sole discretion, deem necessary or desirable to effectuate and to consummate the transactions contemplated in the Certificate of Ownership, the necessity or desirability of each such agreement, consent, instrument, term sheet or document to be conclusively established by the execution and delivery thereof by such Authorized Officers.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 28th day of December, 2018.

THE HILLMAN GROUP, INC.

By: 

Name: Gregory J. Stuchowicki, Jr.

Title: President and CEO

[Certificate of Ownership and Merger]