

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM537295

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/30/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Stearns Inc		04/30/2008	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	The Coleman Company Inc.		
Street Address:	3600 North Hydraulic		
City:	Wichita		
State/Country:	KANSAS		
Postal Code:	67219		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2083260	CROSSTECH	
CORRESPONDENCE DATA			
Fax Number:			
<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:	630-229-8553		
Email:	tracey.cotignola@newellco.com		
Correspondent Name:	Lisa Winger		
Address Line 1:	221 River Street		
Address Line 4:	Hoboken, NEW JERSEY 07030		
ATTORNEY DOCKET NUMBER:	Coleman TM		
NAME OF SUBMITTER:	Tracey Cotignola		
SIGNATURE:	/TAC/		
DATE SIGNED:	08/20/2019		
Total Attachments: 7			
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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: THE COLEMAN COMPANY, INC.

MN: STEARNS INC.

State of Formation and Name of Surviving Entity:

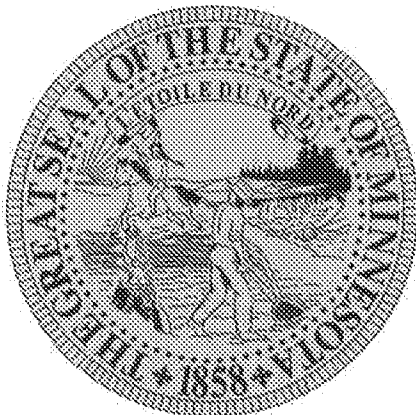
DE: THE COLEMAN COMPANY, INC.

Effective Date of Merger: 4/30/2008

Name of Surviving Entity after Effective Date of Merger:

THE COLEMAN COMPANY, INC.

This Certificate has been issued on: 4/30/2008



Mark Ritchie
Secretary of State.



1C-445

DC-M

ARTICLES OF MERGER

OF

STEARNS INC.

AND

THE COLEMAN COMPANY, INC.

To the Secretary of State
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic corporation for profit into a foreign corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Stearns Inc., which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, and The Coleman Company, Inc., which is a corporation for profit organized under the laws of the State of Delaware.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Stearns Inc. with and into The Coleman Company, Inc., as set forth in a resolution approved by the Board of Directors of Stearns Inc.

3. The Agreement and Plan of Merger has been approved by Stearns Inc. pursuant to Chapter 302A, Minnesota Statutes.

4. The laws of the jurisdiction of organization of The Coleman Company, Inc. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction of organization of The Coleman Company, Inc; and the merger of Stearns Inc. with and into The Coleman Company, Inc. is in compliance with the laws of the jurisdiction of organization of The Coleman Company, Inc.

5. The Coleman Company, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

6. The Coleman Company, Inc. does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Stearns Inc. and The Coleman Company, Inc. and in a proceeding for the enforcement of the rights of a dissenting shareholder of Stearns Inc. and The Coleman Company, Inc. against The Coleman Company, Inc.; does hereby irrevocably appoint the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Stearns Inc. and The Coleman Company, Inc. the amount, if any, to which they are entitled under the provisions of Section 302A.473 of the Minnesota Business Corporation Act with respect to the rights of dissenting shareholders.

7. The address to which process may be forwarded is c/o Jarden Corporation, 555 Theodore Fremd Avenue, Rye, New York 10580.

8. The merger of Stearns Inc. with and into The Coleman Company, Inc. shall become effective in the State of Minnesota at 12:02 AM on the 1st day of May 2008.

[signatures on next page]

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Executed on April 30, 2008.

STEARNS INC.

By: 
Name: John E. Capps
Title: Vice President

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on April 30, 2008.

THE COLEMAN COMPANY, INC.

By: 
Name: John E. Capps
Title: Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of April 30, 2008, between Stearns Inc., a business corporation organized under the laws of the State of Minnesota ("Stearns"), and The Coleman Company, Inc., a business corporation organized under the laws of the State of Delaware ("Coleman").

WITNESSETH:

WHEREAS, Stearns and Coleman and their respective Board of Directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge Stearns with and into Coleman pursuant to the provisions of the Minnesota Business Corporation Act ("MBCA") and the Delaware General Corporation Law ("DGCL"), upon the terms and conditions hereinafter set forth;

WHEREAS, the parties intend that, for U.S. federal income tax purposes, the merger of Stearns with and into Coleman will qualify as a "tax-free liquidation" as described in Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Merger Agreement will constitute a "plan of liquidation" within the meaning of Section 332 of the Code; and

WHEREAS, if for any reason the merger of Stearns with and into Coleman fails to meet all of the requirements to qualify as a "tax-free liquidation" described in Section 332 of the Code, the parties intend that, for U.S. federal income tax purposes, such merger will qualify as a "reorganization" within the meaning of Section 368 of the Code, and that this Merger Agreement will constitute a "plan of reorganization" within the meaning of section 1.368-2(g) of the regulations promulgated under the Code.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of (i) a Certificate of Merger with the Secretary of State of the State of Delaware and (ii) an Articles of Merger with the Secretary of State of the State of Minnesota, at the Effective Time (as defined below), Stearns shall be merged with and into Coleman (the "Merger") and Coleman shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation"). The "Effective Time" of the Merger shall be 12:02 AM on May 1, 2008.

ARTICLE 2: Directors, Officers and Governing Documents. The directors of the Surviving Corporation from and after the Effective Time shall be the directors of Coleman immediately prior to the Effective Time. The officers of the Surviving Corporation immediately after the Effective Time shall be the officers of Coleman immediately prior to the Effective Time. These officers shall hold office in accordance with the Amended and Restated Certificate of Incorporation, as amended and Bylaws of the Surviving Corporation. Each of the Amended and Restated Certificate of Incorporation, as amended and Bylaws of the Surviving Corporation

as in force and effect at the Effective Time of the Merger will be the Amended and Restated Certificate of Incorporation, as amended and Bylaws, respectively, of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: The Coleman Company, Inc.

ARTICLE 4: Effect of Merger on Coleman and Stearns. At the Effective Time, each share of common stock of Coleman outstanding immediately prior to the Effective Time shall remain unchanged. At the Effective time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of Stearns outstanding immediately prior to the Effective Time shall be extinguished and cancelled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in the DGCL and MBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Stearns shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Stearns shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Approval. The Merger Agreement herein made and approved shall be submitted to the sole stockholder of Stearns and the sole stockholder of Coleman for their approval or rejection in the manner prescribed by the provisions of the MBCA and the DGCL, respectively.

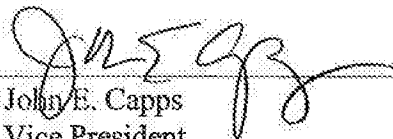
ARTICLE 7: Authorization. The sole stockholder, board of directors and the proper officers of Stearns and the sole stockholder, board of directors and proper officers of the Surviving Corporation, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Stearns such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Stearns, and otherwise to carry out the purposes of this Merger Agreement. The officers of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Stearns, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

THE COLEMAN COMPANY, INC.

By: 
Name: John E. Capps
Title: Vice President

STEARNS INC.

By: 
Name: John E. Capps
Title: Vice President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 30 2008

Markus Kitchin
Secretary of State

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