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05-29-2001

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**The Quikset Organization**  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State **CA**  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: **NewBasis LLC**  
Internal Address: **Suite 380** **MAY 22 2001**  
Street Address: **13620 Lincoln Way**  
City: **Auburn** State: **CA** Zip: **95603**  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other **limited liability company-** DE  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

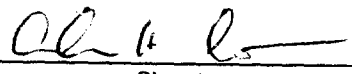
3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
Execution Date: **2/14/00**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
**2314915**  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Andrew H. Pontious**  
Internal Address: **Collette & Erickson LLP**  
**43rd Floor**  
Street Address: **555 California Street**  
City: **San Francisco** ~~State~~ **CA** Zip: **94104**

6. Total number of applications and registrations involved: **1**  
7. Total fee (37 CFR 3.41).....\$ **40.00**  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
**N/A**  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*  
**Andrew H. Pontious**            **5/22/01**  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

ENCLOSURE TO THE COMMISSIONER OF PATENT AND TRADEMARKS  
05-29-01

TRADEMARK  
REEL: 002303 FRAME: 0837

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE QUIKSET ORGANIZATION", A CALIFORNIA CORPORATION,  
WITH AND INTO "NEW BASIS LLC" UNDER THE NAME OF "NEWBASIS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 5 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0257268

AUTHENTICATION:

DATE: 02-14-00

TRADEMARK  
REEL: 002303 FRAME: 0838

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
THE QUIKSET ORGANIZATION  
WITH AND INTO  
NEW BASIS LLC

Pursuant to Title 6, Section 18-209 of the Delaware General Corporation Law, the undersigned limited liability company executed and does hereby certify:

FIRST: That the name and jurisdiction of formation or organization, as applicable, of each of the constituent business entities of the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
New Basis LLC	Delaware limited liability company
The Quikset Organization	California corporation

SECOND: That an Agreement of Merger, dated as of February 14, 2000, between New Basis LLC ("New Basis") and The Quikset Organization ("Quikset") has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with the requirements of the applicable sections of the General Corporation Law of Delaware and the Corporations Code of California.

THIRD: That the name of the surviving limited liability company is New Basis LLC, a Delaware limited liability company, whose name is being changed to NewBasis LLC pursuant to the following Article FOUR.

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STATE OF DELAWARE  
SECRETARY OF STATE  
VISION OF CORPORATIONS  
LED 05:00 PM 02/14/2000  
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FOURTH: That the Members of New Basis LLC have approved the following amendment to the First Article of the Certificate of Formation of the Company:

"The name of the limited liability company is NewBasis LLC."

FIFTH: That this Certificate of Merger shall be effective on February 14, 2000.


SIXTH: That the executed Agreement of Merger is on file at an office of the surviving limited liability company, the address of which is 13620 Lincoln Way, Suite 380, Auburn, California 95603.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member or stock holder of any constituent business entity.

IN WITNESS WHEREOF, the surviving limited liability company has caused this Certificate of Merger to be signed by an authorized officer this 14th day of February 2000.

NEW BASIS LLC

BY:

  
Karl M. Stockbridge,  
Manager

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