

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Alterra Holdings Corporation		12/22/2003	CORPORATION: ALABAMA

**RECEIVING PARTY DATA**

Name:	Fiskars Brands, Inc.
Street Address:	2537 Daniels Street
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53718-6772
Entity Type:	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2239126	GATOR-GRIP

**CORRESPONDENCE DATA**

Fax Number: (414)297-4900  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414-271-2400  
 Email: ptomailmilwaukee@foley.com  
 Correspondent Name: Richard J. McKenna  
 Address Line 1: 777 East Wisconsin Avenue  
 Address Line 2: Foley & Lardner LLP  
 Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Julie A. Murphy
Signature:	/JULIE A. MURPHY/
Date:	03/18/2005

CH \$40.00 2239126

**Total Attachments: 10**

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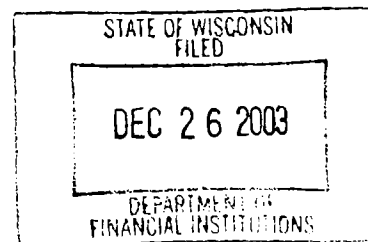
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**RECEIVED**

DEC 23 2003

WISCONSIN  
DFI

**ARTICLES OF MERGER  
MERGING  
ALTERRA HOLDINGS CORPORATION  
WITH AND INTO  
FISKARS BRANDS, INC.**



Pursuant to Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL"), the following Articles of Merger are hereby executed as of this 23<sup>rd</sup> day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

**ARTICLE I**

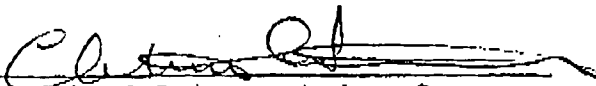
The Board of Directors and all shareholders of Parent, in accordance with Parent's Articles of Incorporation and Bylaws and Sections 180.1101 and 180.1103 of the WBCL, approved and adopted the Plan of Merger, dated as of December 11, 2003 (the "Plan of Merger"), a true and correct copy of which is attached hereto as Exhibit A and incorporated herein by reference.

**ARTICLE II**

The Board of Directors and Parent, as the sole shareholder of Subsidiary, in accordance with Subsidiary's Certificate of Incorporation and Bylaws and Section 252 of the Delaware General Corporation Law, approved and adopted the Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by their respective officers as of the day and year first written above.

FISKARS BRANDS, INC.

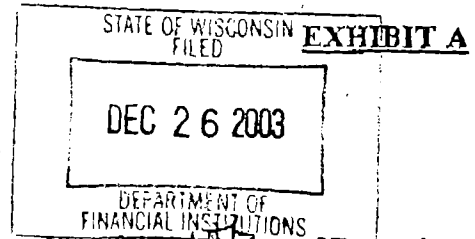
By:   
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

By:   
Christian G. Steinmetz, Assistant Secretary

These Articles of Merger were drafted by, and a copy hereof should be returned to, Christian G. Steinmetz of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

(Alterra Holdings Corporation)



**PLAN OF MERGER**

The following Plan of Merger is hereby executed as of this 11 day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

WHEREAS, the authorized capital stock of Parent consists of 22,510,250 shares of common stock, \$0.01 par value per share, of which 20,259,225 shares are issued and outstanding on the date hereof.

WHEREAS, the authorized capital stock of Subsidiary consists of 3,000 shares of common stock, \$0.01 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, Section 180.1101 of the Wisconsin Business Corporation Law (the "WBCL") and Section 252 of the Delaware General Corporation Law ("DGCL") permit the merger of Subsidiary into Parent.

NOW, THEREFORE, Parent and Subsidiary, in consideration of the mutual promises, agreements and covenants contained herein and in accordance with the WBCL and DGCL, hereby agree as follows:

1. Subsidiary shall be merged with and into Parent, with Parent being the surviving corporation.

2. The merger shall have the effect provided in the WBCL and DGCL. The effective time of the merger shall be 11:59:59 p.m. on the later of (i) the date that the Department of Financial Institutions of the State of Wisconsin receives the Articles of Merger for filing, or (ii) December 31, 2003 (the "Effective Time").

3. The merger shall affect the shares of each of the parties hereto as follows:

a. At the Effective Time, there shall be no effect on the outstanding shares of Parent common stock.

b. At the Effective Time, each outstanding share of Subsidiary common stock owned by Subsidiary shall be automatically canceled and retired, without consideration, and shall cease to exist.


4. The Articles of Incorporation of Parent, as in effect immediately prior the Effective Time, shall continue in full force and effect as the Articles of Incorporation of Parent after the Effective Time.

5. The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of Parent after the Effective Time.

6. The Officers and Directors of Parent shall continue in office until the next annual meeting of shareholders and until their successors shall have been selected and qualified.

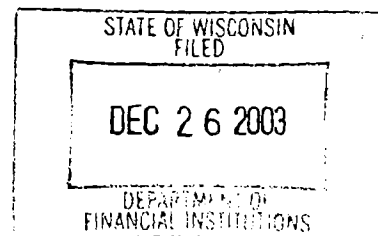
IN WITNESS WHEREOF, Parent and Subsidiary have cause this Plan of Merger to be executed in their respective corporate names by duly authorized officers as of the day and year first above written.

FISKARS BRANDS, INC.

By:   
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

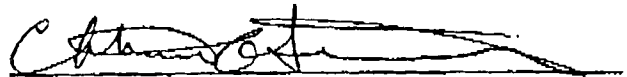
By:   
Christian G. Steinmetz, Assistant Secretary

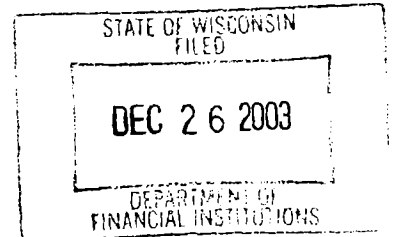


Certificate of Assistant Secretary

I, Christian G. Steinmetz, Assistant Secretary of Alterra Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder of the corporation, which holds 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Plan of Merger was thereby adopted as the act of the stockholders of said Alterra Holdings Corporation and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 11<sup>th</sup> day of December, 2003.

  
Christian G. Steinmetz, Assistant Secretary



# Delaware

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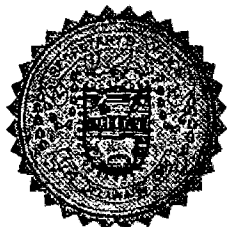
*The First State*

I, HARRIET SMITH WINDSOR, 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:

"ALTERRA HOLDINGS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "FISKARS BRANDS, INC." UNDER THE NAME OF "FISKARS BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2003, AT 9:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3744669 8100M

AUTHENTICATION: 2846213

030833580

DATE 01 22 04 TRADEMARK

REEL: 003049 FRAME: 0394

FROM CORPORATION TRUST 302-655-2480

(TUE) 12. 23' 03 23:11/ST. 23:46 NO. 486 2003 SEP 8  
State of Delaware  
Division of Corporations  
Delivered 11:05 PM 12/23/2003  
FILED 09:18 PM 12/23/2003  
SRV 030833580 - 2358397 FILE

CERTIFICATE OF MERGER  
OF  
ALTERRA HOLDINGS CORPORATION  
INTO  
FISKARS BRANDS, INC.

\*\*\*\*\*

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Fiskars Brands, Inc.	Wisconsin
Alterra Holdings Corporation	Delaware

SECOND: That a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware and Sections 180.1101 and 180.1103 of the Wisconsin Business Corporation Law.

THIRD: That the name of the surviving corporation of the merger is Fiskars Brands, Inc., a Wisconsin corporation.

FOURTH: That the executed Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

FIFTH: That Fiskars Brands, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is F&L Corp., Suite 3800,




777 E. Wisconsin Avenue, Milwaukee, Wisconsin 53202-5306 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

SIXTH: That this Certificate of Merger shall be effective at 11:59:59 p.m. on December 31, 2003.

Dated: December 22, 2003

FISKARS BRANDS, INC.

By   
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

By   
Christian G. Steinmetz, Assistant Secretary

(Altera Holdings Corporation)

EXHIBIT A

**PLAN OF MERGER**

The following Plan of Merger is hereby executed as of this 1<sup>st</sup> day of December, 2003, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and Alterra Holdings Corporation, a Delaware corporation ("Subsidiary").

WHEREAS, the authorized capital stock of Parent consists of 22,510,250 shares of common stock, \$0.01 par value per share, of which 20,259,225 shares are issued and outstanding on the date hereof.

WHEREAS, the authorized capital stock of Subsidiary consists of 3,000 shares of common stock, \$0.01 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, Section 180.1101 of the Wisconsin Business Corporation Law (the "WBCL") and Section 252 of the Delaware General Corporation Law ("DGCL") permit the merger of Subsidiary into Parent.

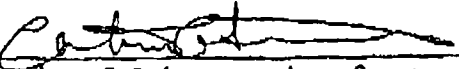
NOW, THEREFORE, Parent and Subsidiary, in consideration of the mutual promises, agreements and covenants contained herein and in accordance with the WBCL and DGCL, hereby agree as follows:

1. Subsidiary shall be merged with and into Parent, with Parent being the surviving corporation.
2. The merger shall have the effect provided in the WBCL and DGCL. The effective time of the merger shall be 11:59:59 p.m. on the later of (i) the date that the Department of Financial Institutions of the State of Wisconsin receives the Articles of Merger for filing, or (ii) December 31, 2003 (the "Effective Time").
3. The merger shall affect the shares of each of the parties hereto as follows:
  - a. At the Effective Time, there shall be no effect on the outstanding shares of Parent common stock.
  - b. At the Effective Time, each outstanding share of Subsidiary common stock owned by Subsidiary shall be automatically canceled and retired, without consideration, and shall cease to exist.
4. The Articles of Incorporation of Parent, as in effect immediately prior the Effective Time, shall continue in full force and effect as the Articles of Incorporation of Parent after the Effective Time.
5. The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of Parent after the Effective Time.

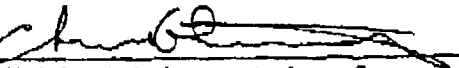
6. The Officers and Directors of Parent shall continue in office until the next annual meeting of shareholders and until their successors shall have been selected and qualified.

IN WITNESS WHEREOF, Parent and Subsidiary have cause this Plan of Merger to be executed in their respective corporate names by duly authorized officers as of the day and year first above written.

FISKARS BRANDS, INC.

By:   
Christian G. Steinmetz, Assistant Secretary

ALTERRA HOLDINGS CORPORATION

By:   
Christian G. Steinmetz, Assistant Secretary

Certificate of Assistant Secretary

I, Christian G. Steinmetz, Assistant Secretary of Alterra Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder of the corporation, which holds 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Plan of Merger was thereby adopted as the act of the stockholders of said Alterra Holdings Corporation and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 11<sup>th</sup> day of December, 2003.

  
Christian G. Steinmetz, Assistant Secretary