

**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
TOWLE MANUFACTURING COMPANY		12/31/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Wallace International Silversmiths, Inc
Street Address:	175 McClellan Highway
City:	East Boston
State/Country:	MASSACHUSETTS
Postal Code:	02128-9114
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 85**

Property Type	Number	Word Mark
Registration Number:	2792161	AVALON
Registration Number:	2716692	F.B. ROGERS
Registration Number:	2377027	1690
Registration Number:	2245800	HAMMERSMITH
Registration Number:	2200995	SANTA BARBARA
Registration Number:	2188928	BEACON HILL
Registration Number:	2202089	SATIN FACETS
Registration Number:	2593330	MAGNUM II
Registration Number:	2144378	LEISURE
Registration Number:	2126774	CASTLE HILL
Registration Number:	2062810	BOSTON ANTIQUE
Registration Number:	1854470	LAUREATE

CH \$2140.00 2792161

Registration Number:	1829357	LADY MARGARET
Registration Number:	1826290	WILLIAM ADAMS
Registration Number:	1993150	LOUIS XIV
Registration Number:	1985510	KING ARTHUR
Registration Number:	2048649	CLASSIC PLUME
Registration Number:	2039804	BARONESS
Registration Number:	1954595	CONTOUR
Registration Number:	1898596	DANISH BAROQUE
Registration Number:	1895914	MARGAUX
Registration Number:	2051757	CHIPPENDALE
Registration Number:	2009268	BEADED ANTIQUE
Registration Number:	1855797	KING RICHARD
Registration Number:	1891965	QUEEN ELIZABETH I
Registration Number:	1781126	SUPREME CUTLERY
Registration Number:	1751023	FRANK SMITH
Registration Number:	0996073	BEADED ANTIQUE
Registration Number:	1405534	SUPREME
Registration Number:	1384040	W & S BLACKINTON
Registration Number:	1378870	GEORGIAN HOUSE
Registration Number:	1390544	COLONNADE
Registration Number:	1384034	WOODLILY
Registration Number:	1143954	THE GAP
Registration Number:	1145668	MARIE-LOUISE
Registration Number:	1096525	LONDON SHELL
Registration Number:	1076311	OLD FORGE
Registration Number:	1059037	COLONNADE
Registration Number:	1028469	CARPENTER HALL
Registration Number:	1016731	COLONIAL PLUME
Registration Number:	1016730	HAMMERSMITH
Registration Number:	0775812	EL GRANDEE
Registration Number:	0990829	BYFIELD
Registration Number:	0769149	CHARLEMAGNE
Registration Number:	0763919	SCULPTURED ROSE
Registration Number:	0588801	ROSE SOLITAIRE
Registration Number:	0940478	OLD MASTER

Registration Number:	0925513	MONTE CRISTO
Registration Number:	0890468	TOWLE
Registration Number:	0882837	NOVANTIQUE
Registration Number:	0869607	NEWBURYPORT PEWTER TOWLE
Registration Number:	0882446	OXFORD HALL
Registration Number:	0879048	LAUFFER
Registration Number:	0840876	SPANISH PROVINCIAL
Registration Number:	0841204	CARVEL HALL
Registration Number:	0804665	T
Registration Number:	0807792	CONTESSINA
Registration Number:	0807791	R.S.V.P.
Registration Number:	0747863	LEGATO
Registration Number:	0741954	VESPERA
Registration Number:	0690227	DEBUSSY
Registration Number:	0673196	CASCADE
Registration Number:	0667403	AWAKENING
Registration Number:	0667099	PETIT POINT
Registration Number:	0651731	PEACHTREE MANOR
Registration Number:	0645382	FONTANA
Registration Number:	0639998	NATIONAL
Registration Number:	0617829	SILVER SPRAY
Registration Number:	0613136	MADEIRA
Registration Number:	0575670	ESPLANADE
Registration Number:	0553926	LAFAYETTE
Registration Number:	0523879	SILVER FLUTES
Registration Number:	0531439	RAMBLER ROSE
Registration Number:	0522618	OLD MASTER
Registration Number:	0522617	OLD COLONIAL
Registration Number:	0524139	FRENCH PROVINCIAL
Registration Number:	0388064	OLD MIRROR
Registration Number:	0368796	OLD LACE
Registration Number:	0360872	LADY DIANA
Registration Number:	0360871	KING RICHARD
Registration Number:	0360870	CRAFTSMAN
Registration Number:	0360869	SYMPHONY

Registration Number:	0362252	ROYAL WINDSOR
Registration Number:	0359557	CANDLELIGHT
Registration Number:	0061366	PR

**CORRESPONDENCE DATA**

Fax Number: (415)984-8300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 415-984-8287  
Email: jbegler@nixonpeabody.com  
Correspondent Name: Jay Begler  
Address Line 1: 2 Embarcadero Center  
Address Line 2: 27th Floor  
Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Jay Begler
Signature:	/Jay Begler/
Date:	03/14/2005

**Total Attachments: 6**  
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# Delaware

PAGE 1

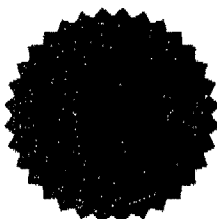
*The First State*

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 AGREEMENT OF MERGER, WHICH MERGES:

"TOWLE MANUFACTURING COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "WALLACE INTERNATIONAL SILVERSMITHS, INC."  
UNDER THE NAME OF "WALLACE INTERNATIONAL SILVERSMITHS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

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

2103720 8100M

AUTHENTICATION: 2853728

030843172

DATE: 01-07-04

TRADEMARK  
REEL: 003045 FRAME: 0903

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:12 PM 12/30/2003  
FILED 03:02 PM 12/30/2003  
SRV 030843172 - 2103720 FILE

AGREEMENT OF MERGER  
OF  
TOWLE MANUFACTURING COMPANY  
(a Delaware corporation)  
AND  
WALLACE INTERNATIONAL SILVERSMITHS, INC.  
(a Delaware corporation)

AGREEMENT OF MERGER approved on October 22, 2003 by Towle Manufacturing Company, a business corporation of the State of Delaware (hereinafter "Towle"), and by resolution adopted by its Board of Directors on said date, and approved on October 22, 2003 by Wallace International Silversmiths, Inc. a business corporation of the State of Delaware (hereinafter "Wallace"), and by resolution adopted by its Board of Directors on said date.

WHEREAS Towle is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of common stock which Towle has authority to issue is Ten Thousand (10,000), and are of a par value of Ten Cents (\$.10) each; and

WHEREAS at the time of its incorporation, the total number of shares of preferred stock which Towle has authority to issue is Fifty Thousand (50,000), and are of a par value of One Dollar (\$1.00) each; and

WHEREAS Wallace is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which Wallace has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of One Dollar (\$1.00) each; and

WHEREAS Towle and Wallace and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Towle with and into Wallace pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being therein duly approved by a resolution adopted by the Board of Directors of Towle and duly approved by a resolution adopted by the Board of Directors Wallace, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Towle and Wallace shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Wallace, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Towle, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

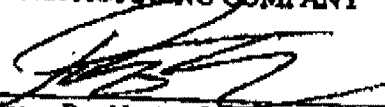
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be as of December 31, 2003.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

TOWLE MANUFACTURING COMPANY

By:   
Robert Meers, President and Chief Executive Officer

Dated:

WALLACE INTERNATIONAL SILVERSMITHS, INC.

By:   
Gregory W. Hunt, Vice President and Chief  
Financial Officer



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**CERTIFICATE OF SECRETARY OF TOWLE MANUFACTURING COMPANY**

The undersigned, being the Secretary of Towle Manufacturing Company, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

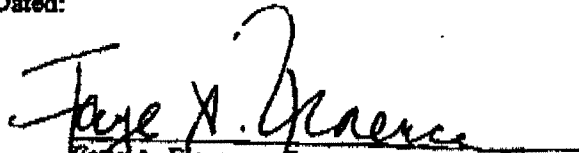
Dated:

  
Faye A. Florence, Secretary  
Towle Manufacturing Company

**CERTIFICATE OF SECRETARY OF WALLACE INTERNATIONAL SILVERSMITHS, INC.**

The undersigned, being the Secretary of Wallace International Silversmiths, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:

  
Faye A. Florence, Secretary  
Wallace International Silversmiths, Inc.