

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cooper Brands, Inc.		09/29/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Apex Brands, Inc.
Street Address:	1000 Lufkin Road
City:	Apex
State/Country:	NORTH CAROLINA
Postal Code:	27539
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	1565525	H. K. PORTER
Registration Number:	0518890	LUFKIN
Registration Number:	1361489	M1
Registration Number:	1361490	M2
Registration Number:	1362976	M3
Registration Number:	0640640	METALMASTER
Registration Number:	0050137	NICHOLSON
Registration Number:	0050882	NICHOLSON U.S.A.
Registration Number:	0523846	PLUMB
Registration Number:	0754294	WISS
Registration Number:	3172816	GEARRATCHET
Registration Number:	2765097	GEARRATCHET
Registration Number:	0860563	WELLER
Registration Number:	2163900	XCELITE

OP \$440.00 1565525

Registration Number:	0156990	ARMSTRONG
Registration Number:	0652375	ARMSTRONG
Registration Number:	0243601	ARMSTRONG

CORRESPONDENCE DATA

Fax Number: (602)734-3750
Phone: (602) 262-5311
Email: TRADEMARKS@LRLAW.COM
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Jennifer A. Van Kirk
Address Line 1: Lewis and Roca LLP
Address Line 2: 40 North Central Avenue, Suite 1900
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	51949-7
NAME OF SUBMITTER:	Jennifer A. Van Kirk
Signature:	/JENNIFER A. VAN KIRK/
Date:	02/28/2012

Total Attachments: 2
source=Apex Brands - Name Change#page1.tif
source=Apex Brands - Name Change#page2.tif

Delaware

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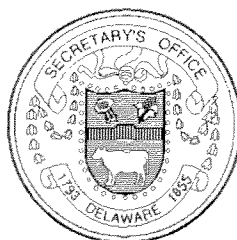
The First State

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 AMENDMENT OF "COOPER BRANDS, INC.", CHANGING ITS NAME FROM "COOPER BRANDS, INC." TO "APEX BRANDS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 2010, AT 12:58 O'CLOCK P.M.

3148157 8100

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8319870

DATE: 10-29-10

TRADEMARK
REEL: 004725 FRAME: 0479

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
COOPER BRANDS, INC.

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

Cooper Brands, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The sole stockholder of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article 1 of the Certificate of Incorporation of the Corporation be and hereby is amended and restated in its entirety as follows:

"1. The name of the corporation is Apex Brands, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the undersigned officer this 29th day of September, 2010.

COOPER BRANDS, INC.

By: Michael J. Munn

Name: Michael J. Munn

Title: Secretary