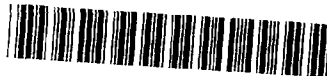


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): Poly-Vac, Inc. and Othy, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Symmetry Medical USA, Inc. Internal Address: Street Address: 220 W. Market St. City: Warsaw State: IN Zip: 46580 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other 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: December 30, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2060855; 1410348 FEB - 4 2002 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Cheryl L. Meier, Esq. Internal Address: Kirkland & Ellis Street Address: 200 East Randolph Drive, Suite 5300 City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$65.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 22-0440 (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. Cheryl L. Meier Signature February 4, 2002 Date

Total number of pages including cover sheet, attachments, and document: 5

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

02/20/2002 6TON11 00000237 2060855

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TRADEMARK REEL: 002440 FRAME: 0921

Othy, Inc.
Trademarks

Mark	Reg. No.	Reg. Date
OTHY TOTAL INSTRUMENT SOLUTIONS AND DESIGN	2060855	05/13/97
OTHY	1410348	09/23/8]

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

SYMMETRY MEDICAL USA, INC.

POLY-VAC, INC. AND

OTHY, INC.

THIS AGREEMENT AND PLAN OF MERGER entered into on December 30, 2001, between Poly-Vac, Inc., a New Hampshire corporation, Othy, Inc., an Indiana corporation and Symmetry Medical USA Inc., a Delaware corporation ("Symmetry"), as approved by the Board of Directors, and by the majority vote of the sole stockholders entitled to vote thereon, of each of the said corporations.

FIRST: Poly-Vac, Inc., which is a corporation incorporated in the State of New Hampshire, and Othy, Inc., which is a corporation incorporated in the State of Indiana, which is sometimes hereinafter referred to as the "terminating corporations", shall be merged with and into Symmetry Medical USA Inc, which is a corporation incorporated in the State of Delaware, and which is sometimes hereinafter referred to as the "surviving corporation". The laws of the jurisdiction of incorporation of the terminating corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

SECOND: The separate existence of the terminating corporations shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.

THIRD: The surviving corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation and 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.

FIFTH: The bylaws of the surviving corporation upon the effective date of the merger in the State of Delaware shall be the bylaws of said surviving corporation and shall 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.

SIXTH: The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

SEVENTH: Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

EIGHTH: In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the terminating corporations and in accordance with the provisions of the General Corporation Law of the State of Delaware, the terminating corporations and the surviving corporation hereby agree that they will cause to be executed and filed and/or 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 therein and elsewhere to effectuate the merger.


NINTH: The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, 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 Agreement of Merger or of the Merger herein provided for.

TENTH: The effective date of the merger shall be December 30, 2001.

* * * * *

Executed on this ___ day of December, 2001.

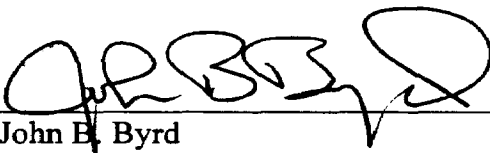
POLY-VAC, INC.

By: 

John B. Byrd
President

Executed on this ___ day of December, 2001.

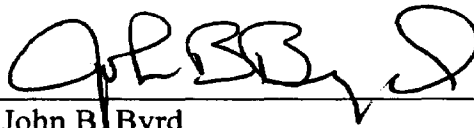
OTHY, INC.

By: 

John B. Byrd
President

Executed on this ___ day of December, 2001.

SYMMETRY MEDICAL USA INC.

By: 

John B. Byrd
President