

05-09-2002

FORM PTO-
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

ON FORM COVER SHEET
REMARKS ONLY

4.2402

102083884

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger and
- Change of Name
- Other _____

Effective Date		
Month	Day	Year
12	31	97

Conveying Party

Mark if additional names of conveying parties attached.

Name EGA, Inc.

Execution Date		
Month	Day	Year
10	31	97

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Connecticut

Receiving Party

Mark if additional names of receiving parties attached.

Name Thule, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 42 Silvermine Road

Address (line 2) _____

Address (line 3) Seymour

City

Connecticut

State

06483

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Connecticut

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be on a separate document from assignment.)

FOR OFFICE USE ONLY

05/08/2002 DBYRNE 00000255 061135 1968329
01 FC:481 40.00 CH

Public burden reporting this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

TRADEMARK
REEL: 002502 FRAME: 0041

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 312-577-7000

Name Francis A. Even

Address (line 1) Fitch, Even, Tabin & Flannery

Address (line 2) 120 South LaSalle Street, Suite 1600

Address (line 4) Chicago, Illinois 60603

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 7

Trademark Application Number(s) or Registration Number(s) [X] Mark if additional numbers attached.
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

			1968329		

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40

Method of Payment: Enclosed [] Deposit Account [X]
(Enter for payment by deposit account or if additional fees can be charged to the account.)

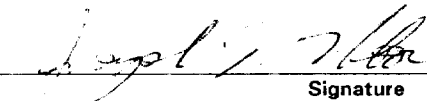
Deposit Account Number: # 06-1135

Authorization to charge additional fees: Yes [X] No []

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. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor
Name of Person Signing


Signature

04/16/02
Date Signed

CERTIFICATE OF MERGER

OF

ELDON GROUP AMERICA, INC.

AND

EGA, INC.

To the Secretary of State
State of Connecticut

Pursuant to the provisions of the Business Corporation Act of the State of Connecticut governing the merger of two or more domestic corporations with and into one of said domestic corporations, it is hereby certified that:

FIRST: The names of the merging corporations are ELDON GROUP AMERICA, INC. which is a business corporation organized under the laws of the State of Connecticut, and which is to be the terminating corporation, and EGA, INC., which is a business corporation organized under the laws of the State of Connecticut, and which is to be the surviving corporation.

SECOND: Annexed hereto and made a part hereof is the Plan of Merger for merging ELDON GROUP AMERICA, INC. with and into EGA, INC. as approved by resolution of the directors and as approved by the shareholders of each of said merging corporations.

THIRD: In respect of ELDON GROUP AMERICA, INC., the designation, the number of outstanding shares, and the number of shares entitled to be cast by each voting group entitled to vote [separately] on the merger herein provided for are as follows:

- (i) Designation of voting group: Common
- (ii) Number of outstanding shares of voting group: 200

(iii) Number of shares of voting group entitled to be cast on the merger: 200

In respect of EGA, INC., the designation the number of outstanding shares, and the number of shares entitled to be cast by each voting group entitled to vote [separately] on the merger herein provided for are as follows:

- (i) Designation of voting group: Common
- (ii) Number of outstanding shares of voting group: 200
- (iii) Number of shares of voting group entitled to be cast on the merger: 200

FOURTH: In respect of ELDON GROUP AMERICA, INC., the total number of votes cast for and against the merger herein provided for by each voting group entitled to vote [separately] on the said merger is as follows:

- (i) Designation of voting group: Common
- (ii) Number of votes of voting group cast for merger: 200
- (iii) Number of votes of voting group cast against merger: -0-

In respect of EGA, INC., the total number of votes cast for and against the merger herein provided for by each voting group entitled to vote [separately] on the said merger is as follows:

- (i) Designation of voting group: Common
- (ii) Number of votes of voting group cast for merger: 200
- (iii) Number of votes of voting group cast against merger: -0-

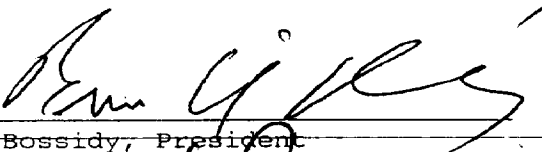
FIFTH: The Plan of Merger provides that EGA, INC. will continue its existence as the surviving corporation under the name THULE, INC. pursuant to the provisions of the Business Corporation Act of the State of Connecticut.

SIXTH: The merger herein certified shall be effective December 31, 1997.

Executed on this 31st day of October, 1997

ELDON GROUP AMERICA, INC.

The undersigned officers of ELDON GROUP AMERICA, INC. do hereby state under the penalties of false statement that the statements pertaining to ELDON GROUP AMERICA, INC. contained in the foregoing Certificate of Merger are true.



Bruce Bossidy, President

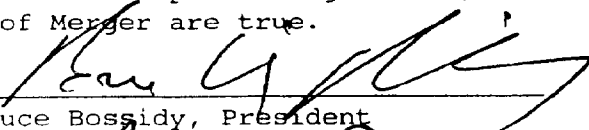


Steven Huff, Secretary

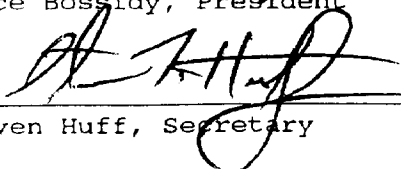
Executed on this 31st day of October, 1997

EGA, INC.

The undersigned officers of EGA, INC. do hereby state under the penalties of false statement that the statements pertaining to EGA, INC. contained in the foregoing Certificate of Merger are true.



Bruce Bossidy, President



Steven Huff, Secretary

PLAN OF MERGER approved on October , 1997 by ELDON GROUP AMERICA, INC., a business corporation organized under the laws of the State of Connecticut, and by resolution adopted by its Board of Directors on said date, and approved on October , 1997 by EGA, INC., a business corporation organized under the laws of the State of Connecticut, and by resolution adopted by its Board of Directors on said date.

1. ELDON GROUP AMERICA, INC. and EGA, INC. shall pursuant to the provisions of the Business Corporation Act of the State of Connecticut, be merged with and into a single corporation, to wit, EGA, INC., which shall be the surviving corporation upon the effective date 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 the name THULE, INC. pursuant to the provisions of the Business Corporation Act of the State of Connecticut. The separate existence of ELDON GROUP AMERICA, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of said Business Corporation Act of the State of Connecticut.

2. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of said surviving corporation except that article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"FIRST: The name of the corporation is THULE, INC."

and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and change in the manner prescribed by the provisions of the Business Corporation Act of the State of Connecticut.

3. The by-laws of the surviving corporation upon the effective date of the merger shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and the in the manner prescribed by the provisions of the Business Corporation Act of the State of Connecticut.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger 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 and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Since all outstanding shares of the merging corporations are held by the same shareholder, the same shareholder, the issued shares of ELDON GROUP AMERICA, INC. shall be surrendered and cancelled and no shares of EGA, INC. shall be issued therefore.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation and of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of the State of Connecticut.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Act of the State of Connecticut, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Connecticut, and that they will cause to be performed all necessary acts therein and elsewhere of effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of 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 Plan of Merger herein provided for.

9. The effective date of the merger shall be December 31, 1997.

Rec/CC

DATA REPORTING CORP.
330 Roberts Street, Suite 203
Hartford, CT 06108-3654

TRADEMARK

REEL: 002502 FRAME: 0046

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this Twenty Third day of December A.D. 1997

Miles S. Rapoport

SECRETARY OF THE STATE *CSM*