

RECORDATION FORM

06-05-2002

OFFICE OF PUBLIC RECORDS TRADEMARKS



FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

U.S. I

2002 JUN -3 AM 10:01

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

1. Name of conveying party(ies):

BROWN & SHARPE HOLDING AB

6-3-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other: LIMITED LIABILITY COMPANY OF SWEDEN

Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other: Certification of Ownership

Execution Date: February 1, 2002

2. Name and address of receiving party(ies)

Name: UTVECKLINGS AB URANIENBORG
Internal Address:
Street Address: Cyliandervagen 12
P.O. Box 1112
131 26 Nacka Strand
SWEDEN

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other: LIMITED LIABILITY COMPANY OF SWEDEN

If assignee is not domiciled in the United States, a domestic representative designation is attached: [X] Yes [ ] No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A, Page 2

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A, Page 1

Additional numbers attached? [X] Yes [ ] No

5. Name and address of party to whom correspondence
Concerning document should be mailed:

Name: Lawrence M. Green
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations
involved: [ 31 ]

7. Total fee (37 CFR 3.41) \$ 790.00
[x] Enclosed
8. Charge Deposit Account No. 23/2825 in the event of insufficient fee
[x] Authorized by the undersigned

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.

Lawrence M. Green
Name

Signature

Date

Handwritten signature and date: Lawrence M. Green May 24, 2002

Total number of pages including cover sheet, attachments, and document: [ 8 ]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

06/04/2002 AMMEDI 00000148 825728



01 FC:481
02 FC:482

40.00 DP
750.00 DP

614758.1

Schedule A

## REGISTERED U.S. TRADEMARKS

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE	CLASS	EXPIRATION DATE
B&S LOGO	825,728	3/14/67	26	3/14/07
BROWN & SHARPE	1,719,019	09/22/92	42	09/22/02
BROWN & SHARPE	1,658,029	09/24/91	8	09/24/01
BROWN & SHARPE	1,660,670	10/15/91	9	10/15/01
MEMOTEST	1,228,285	02/22/83	9	02/22/03
MICROVAL	1,457,761	02/09/88	9	02/09/08
MICRO-HITE	1,527,928	03/07/89	9	03/07/09
MICR-A-SIZE	1,331,723	04/23/85	7	04/23/05
XCEL	1,515,252	12/06/88	9	12/06/08
STANDARD	548,540	09/25/51	9	09/25/01
BESTEST	676,478	03/31/59	26	03/31/09
MICROXCEL	2,030,024	01/14/97	9	01/14/07
LIBRA	2,091,830	08/26/97	9	08/26/07
ORYZO	2,053,385	04/15/97	9	04/15/07
ZMOUSE	1,973,883	05/14/96	9	05/14/06
REFLEX	2,226,510	02/23/99	9	02/23/09
JO BLOCKS	408,940	09/05/44	9	09/05/04
DIGIT-CAL	1,105,564	11/07/78	9	11/07/78
DIAL-CAL	1,125,940	10/16/79	9	10/16/09
HITE-ICATOR	666,866	09/09/58	26	09/09/08
INTRIMIK	2,299,887	12/14/99	9	12/14/09
MAGNICATOR	2,307,342	01/11/00	9	01/11/10
DIGIT-HITE	1,115,573	03/27/79	9	03/27/09
HITE-CHECK	676,477	03/31/59	26	03/31/09
 Brown & Sharpe	2,315,472	02/08/00	9	02/08/10
	2,315,780	02/08/00	9	02/08/10
GLOBAL	2,456,455	05/29/01	9	05/29/06
IMAGE	2,511,183	11/20/01	9	11/20/06

PENDING U.S. TRADEMARK APPLICATIONS

TRADEMARK REFERENCE	APPLICATION NO.	FILING DATE	CLASS	STATUS
STATUS	75/904,481	01/28/00	9	Suspended
DURA-CAL	76/117,033	08/25/00	9	Suspended

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner : Utvecklings AB Uranienborg  
Address : Cylindervagen 12, P.O. Box 1112, 131 26 Nacka Strand, Sweden  
Country of Incorporation : Sweden

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Commissioner of Patents and Trademarks  
Washington, D.C. 20231

Sir:

Robert M. Abrahamsen	Steven J. Henry	Edward F. Perlman
Michael A. Albert	Jason M. Honeyman	Elizabeth R. Plumer
John N. Anastasi	Robert E. Hunt	Jeffrey B. Powers
Ilan Barzilay	Daniel P. Kennedy	Randy J. Pritzker
Carole A. Boelitz	Ronald J. Kransdorf	Michael N. Rader
Elias Domingo	Peter C. Lando	Edward J. Russavage
Gary S. Engelson	M. Brad Lawrence	Robert A. Skrivanek, Jr.
Neil P. Ferraro	Helen C. Lockhart	Mark Steinberg
Thomas G. Field, III	Matthew B. Lowrie	Joseph Teja, Jr.
Stephen R. Finch	Lisa W. Martin	John Van Amsterdam
Edward R. Gates	William R. McClellan	Kristin D. Wheeler
Richard F. Giunta	Daniel P. McLoughlin	Lisa E. Winsor
Lawrence M. Green	Aaron W. Moore	David Wolf
George L. Greenfield	James H. Morris	Douglas R. Wolf
James M. Hanifin, Jr.	Timothy J. Oyer	

whose post office address is Wolf, Greenfield & Sacks, P.C., 600 Atlantic Avenue, Boston, Massachusetts 02210, Telephone (617)720-3500, are hereby designated Applicant's representative upon whom notice or process of proceedings affecting the mark may be served.

Utvecklings AB Uranienborg

By: \_\_\_\_\_

Name: HÅKAN HALEN

Title: MANAGING DIRECTOR

\_\_\_\_\_  
Date 7 May, 2002

## **CERTIFICATION OF OWNERSHIP**

WHEREAS, Utvecklings Aktiebolaget Uranienborg is a company formed and existing under the laws of Sweden (the "Company");

WHEREAS, all of the Company's capital stock is owned by Hexagon AB, a company formed and existing under the laws of Sweden (the "Parent Company");

WHEREAS, Brown & Sharpe, Inc., formerly known as Hexagon (Rhode Island), Inc., is an indirect wholly-owned subsidiary corporation of the Parent Company formed and existing under the laws of the State of Delaware ("Brown & Sharpe");

WHEREAS, the Parent Company, as buyer, and BNS, Co. (formerly known as Brown & Sharpe Manufacturing Company), as seller ("Seller"), entered into an Acquisition Agreement dated as of November 16, 2000 (the "Acquisition Agreement") for the sale by Seller to the Parent Company, or one or more of the affiliates of the Parent Company to be designated by it, of substantially all of the assets of Seller, at a closing (the "Closing") to be held promptly following the satisfaction of the conditions precedent thereto set forth in the Acquisition Agreement;

WHEREAS, pursuant to the Designation of Buyer Affiliates, dated as of April 27, 2001 (the "Designation"), executed and delivered by the Parent Company to the Seller, the Parent Company assigned to the Company the right of the Parent Company to receive, pursuant the Acquisition Agreement, an assignment of the Metrology Intellectual Property (as such term is defined in the Acquisition Agreement) owned by the Seller;

WHEREAS, pursuant to the Designation, the Parent Company also assigned to Brown & Sharpe the right of the Parent Company to receive, pursuant to the Acquisition

Agreement, the Metrology Stock and the Metrology Assets (as such terms are defined in the Acquisition Agreement);

WHEREAS, in order to effectuate the assignment of the Metrology Intellectual Property by the Parent Company to the Company, it was necessary to execute and deliver in connection with the Closing the following agreements and instruments (collectively referred to herein as the "IP Assignment Documents"):

1. Assignment of Intellectual Property, between Seller and the Company, dated as of April 27, 2001;
2. Assignment by Seller to the Company of all its rights, title and interest in registered trademarks of Seller, dated as of April 27, 2001;
3. Assignment by Seller to the Company of all of its right, title and interest in patents and patent applications, dated as of April 27, 2001;
4. Nunc Pro Tunc Transfer and Assignment of a Joint Interest in Assets, between Brown & Sharpe and the Company, dated as of April 27, 2001; and
5. Release and Quitclaim of a Joint Interest in Certain Assets, between the Company and Brown & Sharpe, dated as of May 4, 2001.

WHEREAS, prior to the Closing under the Acquisition Agreement, the respective management of the Company and the Parent Company determined that the name of the Company should be changed from "Utvecklings Aktiebolaget Uranienborg" (the "Present Name") to "Brown & Sharpe Holding AB" (the "Proposed Name");

WHEREAS, on or about October 8, 2001, the Parent Company applied to the Swedish Patent and Registration Office (the "PRV") to change the name of the Company from the Present Name to the Proposed Name;

WHEREAS, on or about January 22, 2001, the Parent Company received notice from the PRV that its application to change the name of the Company to the Proposed Name had been denied;

WHEREAS, the Designation and the IP Assignment Documents refer to the Company under its Proposed Name, rather than its Present Name;

WHEREAS, to avoid possible confusion concerning the ownership interest of the Company in the Metrology Intellectual Property acquired from the Seller pursuant to the Acquisition Agreement and Designation, the undersigned parties hereto desire to execute this Certification of Ownership.

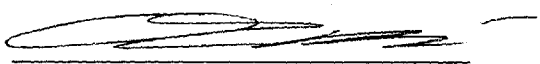
NOW THEREFORE, the undersigned parties do hereby certify as follows:

1. The name of the Company is, and at all times relevant to the transactions contemplated by the Acquisition Agreement, the Designation and the IP Assignment Documents was, "Utvecklings Aktiebolaget Uranienborg";
2. The reference in the Designation to "Brown & Sharpe Holding AB" was to the legal entity named "Utvecklings Aktiebolaget Uranienborg", a company formed and existing under the laws of Sweden;
3. The general assignment of the Metrology Intellectual Property to "Brown & Sharpe Holding AB" effectuated by the execution and delivery of the IP Assignment Documents effected a general assignment of such Metrology Intellectual Property to "Utvecklings Aktiebolaget Uranienborg" a company formed and existing under the laws of Sweden;
4. As a result of the execution and delivery of the IP Assignment Documents, all right, title and interest in the Metrology Intellectual Property has been fully assigned to "Utvecklings Aktiebolaget Uranienborg", a company formed and existing under the laws of Sweden.

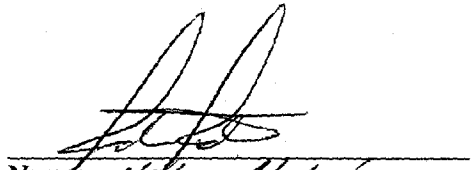
IN WITNESS WHEREOF, the undersigned have executed this Certification of  
Ownership as of the 1<sup>st</sup> day of February, 2002.

HEXAGON AB

UTVECKLINGS AB URANIENBORG



Name: *OLA ROLLEV*  
Title: *President & CEO*



Name: *Henrik Hales*  
Title: *CEO*

BROWN & SHARPE, INC.



Name: *Robert Hales*  
Title: *CEO*

