

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Credo Tool Company		12/31/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Vermont American Corporation
<b>Street Address:</b>	100 East Liberty Street
<b>City:</b>	Louisville
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	40202
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 49**

Property Type	Number
Registration Number:	2398464
Registration Number:	1777654
Registration Number:	1610391
Registration Number:	2239919
Registration Number:	1154602
Registration Number:	1507815
Registration Number:	1437094
Registration Number:	2455427
Registration Number:	1146533
Registration Number:	1436235
Registration Number:	1401842
Registration Number:	1577336
Registration Number:	1578630
Registration Number:	1783229
Registration Number:	1234320

**CH \$1240.00 2398464**

Registration Number:	1006222
Registration Number:	1669160
Registration Number:	1601886
Registration Number:	2064199
Registration Number:	2343944
Registration Number:	2198860
Registration Number:	0665699
Registration Number:	1005236
Registration Number:	0536275
Registration Number:	2077884
Registration Number:	1991257
Registration Number:	2171073
Registration Number:	0629460
Registration Number:	1895544
Registration Number:	2549238
Registration Number:	1594875
Registration Number:	0701774
Registration Number:	1742123
Registration Number:	1794700
Registration Number:	1985696
Registration Number:	1558795
Registration Number:	1668254
Registration Number:	2067615
Registration Number:	2360893
Registration Number:	2705491
Registration Number:	1822366
Registration Number:	1814713
Registration Number:	1767187
Registration Number:	1768439
Registration Number:	2152277
Registration Number:	2676129
Registration Number:	2553978
Registration Number:	2567853
Registration Number:	1674799

CORRESPONDENCE DATA

Fax Number: (708)786-3673

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: cecille.azarcon@us.bosch.com

Correspondent Name: Maria Cecille D. Azarcon

Address Line 1: 2800 South 25th Avenue

Address Line 4: Broadview, ILLINOIS 60155

NAME OF SUBMITTER:

Maria Cecille D. Azarcon

**Total Attachments: 4**

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# Delaware

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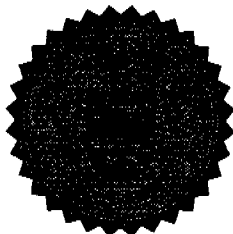
*The First State*

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 OWNERSHIP, WHICH MERGES:

"CREDO TOOL COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "VERMONT AMERICAN CORPORATION" UNDER THE NAME OF "VERMONT AMERICAN CORPORATION", 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. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:58 O'CLOCK P.M.

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

0486104 8100M

AUTHENTICATION: 2178505

020805280

DATE 12 31 02 TRADEMARK

REEL: 002695 FRAME: 0616

CERTIFICATE OF OWNERSHIP AND MERGER

of

CREDO TOOL COMPANY, a Delaware corporation,

with

VERMONT AMERICAN CORPORATION, a Delaware corporation

continuing as the surviving corporation

It is hereby certified that:

FIRST: Vermont American Corporation (the "Corporation") is a corporation organized and existing under and by virtue of the Delaware General Corporation Law.

SECOND: The Corporation has its registered office in the State of Delaware at 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The Corporation is the owner of 100% of the outstanding shares of common stock of Credo Tool Company, a Delaware corporation ("Credo").

FOURTH: The following is a copy of the resolutions adopted by the Board of Directors of the Corporation on December 27, 2002 to merge Credo into the Corporation:

NOW THEREFORE, BE IT RESOLVED, that the merger of Credo with and into the Corporation (the "Credo Merger") with the Corporation as the surviving entity is approved;

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of Credo, and all of the estate, property, rights, privileges, powers, and franchises of Credo shall be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Credo in its name;

FURTHER RESOLVED, that the Credo Merger shall be effective as of 11:58 p.m. Eastern Time on December 31, 2002, unless abandoned by resolution adopted by the Board prior thereto;

FURTHER RESOLVED, that the Corporation is authorized to enter into an Agreement of Merger (the "Agreement") between the Corporation and Credo;

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to execute and deliver the Agreement, for and on behalf of the Corporation, with such changes thereto as the appropriate officers executing the same may approve, the execution thereof by any such officer conclusively to evidence such approval and;

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to execute and file a Certificate of Ownership and Merger with the Secretary of State of Delaware, and to cause to be executed, filed, and recorded the documents prescribed by any other appropriate jurisdiction and cause to be performed all acts within the State of Delaware and any other appropriate jurisdiction which, in their judgment, are necessary or desirable for the consummation of the Credo Merger.

FIFTH: The merger of Credo with and into the Corporation has been approved by the sole holder of all of the outstanding common stock of Credo.


SIXTH: The Corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.

SEVENTH: The effective time of this Certificate of Ownership and Merger shall be 11:58 p.m. Eastern Time on December 31, 2002.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Vice President, on this 27<sup>th</sup> day of December, 2002.

VERMONT AMERICAN CORPORATION

By:   
Wolfgang Hoffmann  
Vice President