

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	Vermont American Corporation
Street Address:	101 South Fifth Street Suite 2300
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number
Serial Number:	78099015
Serial Number:	78152683
Serial Number:	78099013
Serial Number:	78099011
Serial Number:	78131705
Serial Number:	78099008
Serial Number:	78153607

CORRESPONDENCE DATA

Fax Number: (708)786-3673
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 7088655467
 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
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CH \$190.00 78099015

Total Attachments: 4

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Delaware

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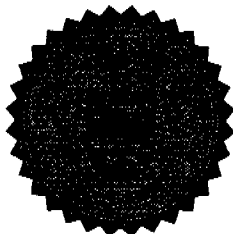
The First State

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: 002699 FRAME: 0539

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.

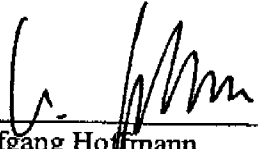
SIXTH: The Corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.

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 27th day of December, 2002.

VERMONT AMERICAN CORPORATION

By: 
Wolfgang Hoffmann
Vice President