

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kern Special Tools Company, Inc.		12/16/2005	CORPORATION: CONNECTICUT

RECEIVING PARTY DATA

Name:	Global E.D.M. Supplies, Inc.
Street Address:	1111 Western Row Road
City:	Mason
State/Country:	OHIO
Postal Code:	45040
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2912456	GAMMA-Z
Registration Number:	2899238	GAMMA-X
Registration Number:	3060961	GAMMA BRASS
Registration Number:	2973958	GAMMA-D

CORRESPONDENCE DATA

Fax Number: (860)240-6150
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 860-240-6029
 Email: khudner@murthalaw.com
 Correspondent Name: H. Kennedy Hudner
 Address Line 1: Murtha Cullina LLP
 Address Line 2: CityPlace 1, 185 Asylum Street
 Address Line 4: Hartford, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER: KERN ASSIGNMENTS (4)

TRADEMARK

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REEL: 004162 FRAME: 0519

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NAME OF SUBMITTER:	H. Kennedy Hudner
Signature:	/H. Kennedy Hudner/
Date:	03/08/2010
Total Attachments: 8 source=Plan of Merger - Kern Global EDM#page1.tif source=Plan of Merger - Kern Global EDM#page2.tif source=Plan of Merger - Kern Global EDM#page3.tif source=Plan of Merger - Kern Global EDM#page4.tif source=Plan of Merger - Kern Global EDM#page5.tif source=Plan of Merger - Kern Global EDM#page6.tif source=Plan of Merger - Kern Global EDM#page7.tif source=Plan of Merger - Kern Global EDM#page8.tif	

AGREEMENT AND PLAN OF MERGER

FOR THE MERGER OF

KERN SPECIAL TOOLS COMPANY, INCORPORATED
(a Connecticut Corporation)

WITH AND INTO

GLOBAL E.D.M. SUPPLIES, INC.
(an Ohio Corporation)

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made as of December 16TH, 2005 by and between KERN SPECIAL TOOLS COMPANY, INCORPORATED, a Connecticut corporation ("Kern"), and GLOBAL E.D.M. SUPPLIES, INC., an Ohio corporation ("Global"). Kern and Global are at times referred to in this Plan of Merger collectively as the "Constituent Entities" and individually as a "Constituent Entity."

BACKGROUND

Kern is a corporation duly organized and existing under the law of the State of Connecticut. Global is a corporation duly organized and existing under the law of the State of Ohio.

Ramesh Malhotra ("Ramesh") is the sole Shareholder of Kern and Global. Ramesh desires to merge Kern into Global in the manner contemplated by this Plan of Merger.

THEREFORE, in consideration of the mutual covenants set forth below, it is agreed that, in accordance with the applicable laws of the State of Ohio and the State of Connecticut, Kern be, and it hereby is, merged with and into the Global, upon the terms and subject to the conditions set forth below, effective as of the Effective Time (as defined below).

1. Merger. At the Effective Time (as defined below), Kern shall be merged with and into Global (the "Merger"), the separate existence of Kern shall cease, and Global shall continue in existence as the surviving entity under the same name, with a principal office at 1111 Western Row Road, Mason, Ohio, 45040, and the Merger shall in all respects have the effect contemplated by Section 1701.82 of the Ohio Revised Code, as amended and Section 33-820 of the Connecticut General Statutes, as amended. Subject to Section 5 below, prior to, and from and after, the Effective Time, each of the Constituent Entities shall take all such actions as shall be necessary or appropriate in order to give effect to the Merger.

2. Terms. The manner and basis of converting or exchanging outstanding stock of Kern into different stock or other consideration, and the manner of dealing with any outstanding ownership interests of either of the Constituent Entities not to be so converted or exchanged, shall be as follows, in each case as of the Effective Time (as defined below):

- (a) All of the stock of Kern outstanding immediately prior to the Effective Time shall automatically, without need for further action of any individual or entity, be cancelled and of no further force or effect;
- (b) All of the stock of Global outstanding immediately prior to the Effective Time shall continue to be outstanding, without modification in any manner.

3. Articles of Incorporation and Bylaws. From and after the Effective Time, the Articles of Incorporation and Bylaws of Global, as amended to date and in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of Global as the surviving entity, subject to any amendment following the Effective Time in accordance with their terms and the terms of applicable law.

4. Directors and Officers. The Directors of Global immediately following the Effective Time shall be Ramesh Malhotra, Christine Malhotra and Timothy O'Melia, who shall each continue to serve until his or her respective death or resignation, or until his or her respective removal in accordance with Global's Bylaws. The officers of Global immediately prior to the Effective Time shall be the officers of Global immediately following the Effective Time, holding offices of the same title they held with Global immediately prior to the Effective Time, and in each case until an officer's death or resignation or until such officer is removed or replaced in accordance with Global's Bylaws.

5. Conditioned on Approval. The effectiveness of this Plan of Merger is conditioned on (a) the approval of it by the Board of Directors of Kern and the Board of Directors of Global, (b) the submission, advisement and recommendation of it by the Board of Directors of Kern and the Board of Directors of Global to Kern's sole Shareholder and Global's sole Shareholder, respectively, and (c) the approval and adoption of it by Kern's sole Shareholder and Global's sole Shareholder. When the foregoing conditions (the "Conditions Precedent") have been satisfied, an appropriate officer of Global and an appropriate officer of Kern shall execute Certificates of Merger in substantially the forms of the attached ADDENDUM 1 (the "Certificates of Merger") and cause the Certificates of Merger to be filed with the Ohio Secretary of State and the Connecticut Secretary of the State. ADDENDUM 1 is hereby incorporated into, and made a part of, this Plan of Merger.

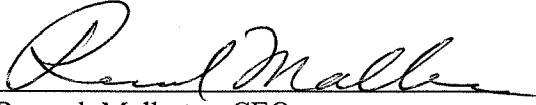
6. Effectiveness of Merger. The Merger shall be effective at the time (the "Effective Time") of the last to occur of: (a) the time of filing of the Certificate of Merger with the Ohio Secretary of State, (b) the time of filing of the Certificate of Merger with the Connecticut Secretary of State, or (c) 11:59 P.M., Hartford, Connecticut time, on December 31, 2005.

7. Purpose of Merger. As indicated in the Background section above, the Merger is being effected by the sole shareholder of Kern and Global in order to consolidate Kern and Global (subject to the satisfaction of the Conditions Precedent).

IN WITNESS WHEREOF, the Constituent Entities have caused this Plan of Merger to be executed by their respective duly authorized agents as of the date first above written.

KERN SPECIAL TOOLS COMPANY,
INCORPORATED

GLOBAL E.D.M. SUPPLIES, INC.

By 
Ramesh Malhotra, CEO

By 
Ramesh Malhotra, Chairman/CEO

ADDENDUM 1

Certificates of Merger

KERN SPECIAL TOOLS COMPANY, INCORPORATED

CONSENT TO SHAREHOLDER AND CORPOARATE ACTIONS

The undersigned, being the sole Shareholder and the Directors of Kern Special Tools Company, Incorporated, a Connecticut corporation (the "Corporation"), hereby consent to the actions set forth below. This Consent shall have the same force and effect as would the affirmative vote of the undersigned in favor of such actions at a regularly constituted joint special meeting of the Corporation's Shareholder and Directors.

RESOLVED: That the Board of Directors hereby ratifies, affirms, approves and adopts all actions of the Corporation's officers in entering into the Agreement and Plan of Merger (the "**Merger Agreement**") on behalf of the Corporation; and further

RESOLVED: That the Board of Directors hereby (a) approves the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement, and (b) recommends to the sole Shareholder that the sole Shareholder approve the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement; and further

RESOLVED: That the sole Shareholder hereby approves and adopts the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement; and further

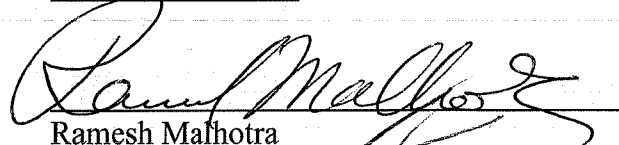

RESOLVED: That Ramesh Malhotra as CEO, and the other officers of the Corporation be, and they each acting collectively or individually hereby are, authorized, in the name and on behalf of the Corporation, to take any and all actions determined by them in their individual or collective discretion to be necessary or appropriate to carry out the intention of the foregoing Resolutions, including without limitation executing and filing the Certificates of Merger (as such terms are defined in the Merger Agreement) with the Secretary of the State of Ohio and the Secretary of the State of Connecticut.

Dated as of December 16, 2005.

THE SOLE SHAREHOLDER


Ramesh Malhotra

THE DIRECTORS


Ramesh Malhotra

Roger Kern

GLOBAL E.D.M. SUPPLIES, INC.

CONSENT TO SHAREHOLDER AND CORPOARATE ACTIONS

The undersigned, being the sole Shareholder and the Directors of Global E.D.M. Supplies, Inc. an Ohio corporation (the "Corporation"), hereby consent to the actions set forth below. This Consent shall have the same force and effect as would the affirmative vote of the undersigned in favor of such actions at a regularly constituted joint special meeting of the Corporation's Shareholder and Directors.

RESOLVED: That the Board of Directors hereby ratifies, affirms, approves and adopts all actions of the Corporation's officers in entering into the Agreement and Plan of Merger (the "**Merger Agreement**") on behalf of the Corporation; and further

RESOLVED: That the Board of Directors hereby (a) approves the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement, and (b) recommends to the sole Shareholder that the sole Shareholder approve the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement; and further

RESOLVED: That the sole Shareholder hereby approves and adopts the Merger Agreement and the occurrence of the Merger in accordance with, and subject to, the terms and conditions of the Merger Agreement; and further


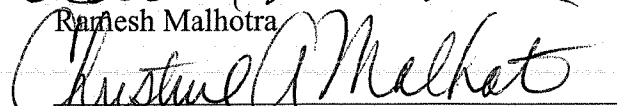
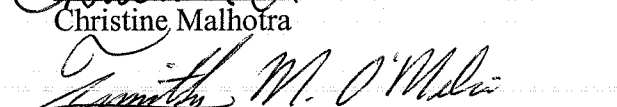
RESOLVED: That Ramesh Malhotra as Chairman and CEO, and the other officers of the Corporation be, and they each acting collectively or individually hereby are, authorized, in the name and on behalf of the Corporation, to take any and all actions determined by them in their individual or collective discretion to be necessary or appropriate to carry out the intention of the foregoing Resolutions, including without limitation executing and filing the Certificates of Merger (as such terms are defined in the Merger Agreement) with the Secretary of the State of Ohio and the Secretary of the State of Connecticut.

Dated as of December __, 2005.

THE SOLE SHAREHOLDER


Ramesh Malhotra

THE DIRECTORS


Ramesh Malhotra

Christine Malhotra

Timothy O'Melia

CERTIFICATE OF MERGER

Kern Special Tools Company, Incorporated

with and into

Global E.D.M. Supplies, Inc.

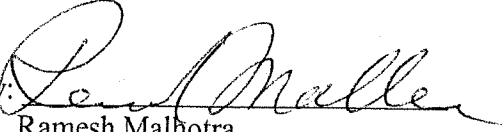
1. The parties to the merger are **Kern Special Tools Company, Incorporated**, a Connecticut corporation, and **Global E.D.M. Supplies, Inc.**, an Ohio corporation.
2. Kern Special Tools Company, Incorporated (the "Disappearing Corporation") shall merge with and into Global E.D.M. Supplies, Inc., with Global E.D.M. Supplies, Inc. to be the surviving corporation (the "Surviving Corporation").
3. The merger shall become effective at the time (the "Effective Time") which is the latest to occur of the following: (a) the time of filing of the Certificate of Merger with the Connecticut Secretary of State, or (b) 11:59 P.M., Hartford, Connecticut time, on December 31, 2005.
4. There will be no changes to the Articles of Incorporation of the Surviving Corporation as a result of the merger.
5. The Agreement and Plan of Merger was duly approved by the shareholders of Kern Special Tools Company, Incorporated, in the manner required by Sections 33-600 to 33-998, inclusive of the Connecticut Business Corporation Act, and the certificate of incorporation of Kern Special Tools Company, Incorporated.
6. The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the law of the State of Ohio, the state of organization of Global E.D.M. Supplies, Inc., and by the articles of incorporation of Global E.D.M. Supplies, Inc.

[The balance of this page is intentionally blank. The signature page follows.]

[Signature Page to Certificate of Merger]

Dated: December 16, 2005.

Kern Special Tools Company, Incorporated

By: 
Ramesh Malhotra
CEO

Global E.D.M. Supplies, Inc.

By: 
Ramesh Malhotra
Chairman & CEO