

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/19/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Diamond Vantage, Inc.		10/13/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	General Tool, Inc.
Street Address:	2025 Alton Parkway
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92606
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3537671	ALLCUT MULTIPURPOSE BLADE
Registration Number:	3537670	ALLCUT RESCUE BLADE
Registration Number:	3014055	D4
Registration Number:	2810618	DIAMOND VANTAGE
Registration Number:	2951308	DIAMOND VANTAGE
Registration Number:	3014052	DIMENSION 4
Registration Number:	2946738	WHIS-PURR
Registration Number:	2968490	WHIS-PURR

CORRESPONDENCE DATA

Fax Number: (816)412-9393
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (816) 842-8600
 Email: trademark@stinson.com

900175304

**TRADEMARK
 REEL: 004307 FRAME: 0282**

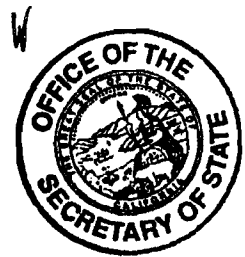
CH \$215.00 3537671

Correspondent Name: Christina M. Barton
Address Line 1: Stinson Morrison Hecker LLP
Address Line 2: 1201 Walnut, Suite 2900
Address Line 4: Kansas City, MISSOURI 64106-2150

ATTORNEY DOCKET NUMBER:	800860-0002
NAME OF SUBMITTER:	Christina M. Barton
Signature:	/Christina M. Barton/
Date:	10/29/2010

Total Attachments: 11

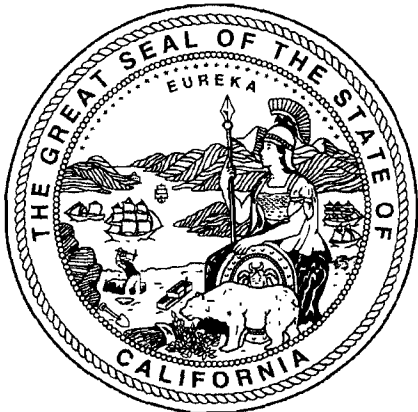
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State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 19 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

A0696770

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 15 2009

MERGER AGREEMENT AND PLAN OF REORGANIZATION

This merger agreement and plan of reorganization ("Agreement") is entered into as of October 13, 2009, by and among GT Diamond Corp., a California corporation ("New Company"), General Tool, Inc., a California corporation ("GT"), Dia-Technology, Inc., a California corporation ("DT"), Diamond Vantage, Inc., a California corporation ("DV") and NED Acquisition Corp., a Delaware corporation ("NED") (GT, DT, DV and NED collectively, "Subject Companies").

New Company was established on September 29, 2009 for the purpose of merging Subject Companies into a single entity. Subject Companies hereby agree that at the Effective Time (as defined in this Agreement), Subject Companies will merge into the New Company, on the following terms and conditions (the "Merger"):

ARTICLE 1

MERGER

At the Effective Time (as defined below), Subject Companies will be merged into New Company formed solely for the purposes of this merger. Upon merging, New Company will be the sole surviving corporation (hereinafter sometimes called the "Surviving Corporation"). At the Effective Time, the separate corporate existence of the individual Subject Companies will cease, and Surviving Corporation will succeed to the properties, rights, privileges, powers, immunities and franchises of the Subject Companies. Surviving Corporation will also adopt and change its name to "General Tool, Inc.", the name of one of the Subject Companies. All rights of creditors and all liens on the property of each of the individual Subject Companies will be preserved, unimpaired, limited in lien to the property affected by such liens immediately before the Merger.

ARTICLE 2

EFFECTIVE DATE

The Merger provided for in this Agreement will become effective on the filing by and in the office of the California Secretary of State of an executed copy of this Agreement with all requisite accompanying certificates. The time of such filing is referred to in this Agreement as the "Effective Time."

ARTICLE 3

ARTICLES OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

1. Article I of New Company's articles of incorporation in effect immediately before the Effective Time is amended to read as follows: The name of the Corporation is General Tool, Inc.
2. New Company's bylaws in effect immediately before the Effective Time, will remain the bylaws of the Surviving Corporation without change or amendment until they are duly altered, amended, or repealed.
3. At the Effective Time, the directors and officers of New Company in office immediately before the Effective Time will become the directors and officers of Surviving Corporation, and will continue as directors and officers of Surviving Corporation until such time as their successors have been elected and qualified as provided for in the articles of incorporation and bylaws of Surviving Corporation.

ARTICLE 4

CONVERSION OF SHARES

In and by virtue of the Merger, the shares of stock of New Company and Subject Companies outstanding at the Effective Time will be converted as follows:

1. At the Effective Time, each outstanding share of GT's common stock will, by virtue of the Merger and without any further action on the part of GT, other Subject Companies, Surviving Corporation, or the shareholder, be converted into seventy (70) shares of common stock, no par value, of New Company or Surviving Corporation;
2. At the Effective Time, each outstanding shares of DT's common stock will, by virtue of the Merger and without any further action on the part of DT, other Subject Companies, Surviving Corporation, or the shareholder, be converted into one (1) share of common stock, no par value, of New Company or Surviving Corporation;
3. At the Effective Time, every two (2) outstanding shares of DV's common stock will, by virtue of the Merger and without any further action on the part of DV, other Subject Companies, Surviving Corporation, or the shareholder, be converted into one (1) share of common stock, no par value, of New Company or Surviving Corporation;
4. At the Effective Time, each outstanding share of NED's common stock will, by virtue of the Merger and without any further action on the part of NED, other Subject Companies, Surviving Corporation, or the shareholder, be converted into two-hundred forty-four (244) shares of common stock, no par value, of New Company or Surviving Corporation;

5. The preceding paragraph of this article will not apply to any shares of Subject Companies' Common Stock that constitute "dissenting shares" within the meaning of California Corporations Code §1300(b). The holders of such shares will have, in consideration for the cancellation of dissenting shares held by them, the rights given to them under the applicable provisions of the California General Corporation Law, including the right to receive the fair market value of those shares, in the manner and subject to the procedures and conditions provided by law.

6. From and after the Effective Time, no transfer of Subject Companies Common Stock outstanding before the Effective Time will be made on the record books of each of the Subject Companies.

ARTICLE 5

TERMINATION

This Agreement may be terminated at any time before the Effective Time (whether before or after approval) by action of the shareholders of each of the Subject Companies or by the mutual consent and action of the boards of directors of Subject Companies and New Company.

ARTICLE 6

CHOICE OF LAW

The validity, interpretation, and performance of this Agreement will be controlled by and construed under the laws of the State of California.

ARTICLE 7

COUNTERPARTS

This Agreement may be executed in four or more counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

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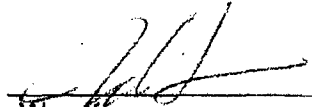
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In witness whereof, each of the parties has caused this Agreement to be executed on its behalf by its duly authorized officers, all as of the day and year first above written.

GT Diamond Corp., a California corporation


Dated: 10/13/09

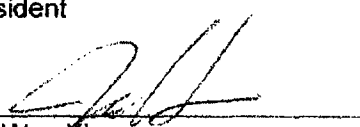
By 
Jae Woo Kim
CEO

By 
Laura Kim
Secretary

General Tool, Inc., a California corporation

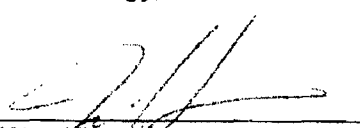
Dated: 10/13/09

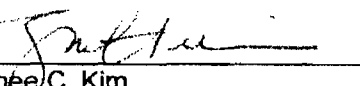
By 
In Ho Kim
President

By 
Jae Woo Kim
Secretary

Dia-Technology, Inc., a California corporation

Dated: 10/13/09

By 
Jae Woo Kim
President


By 
Jahee C. Kim
Secretary

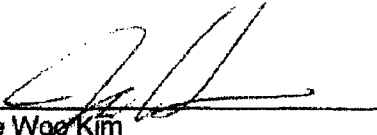
TRADEMARK

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Diamond Vantage, Inc., a California corporation


Dated: 10/13/09

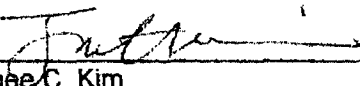
By 
In Ho Kim
President

By 
Jae Woo Kim
Secretary

NED Acquisition Corp., a Delaware corporation

Dated: 10/13/09

By 
Jae Woo Kim
President

By 
Jaehoe C. Kim
Secretary

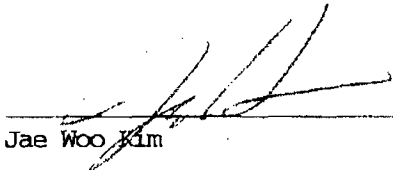
**OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
GT Diamond Corp.**

I, Jae Woo Kim and Laura Kim certify the following:

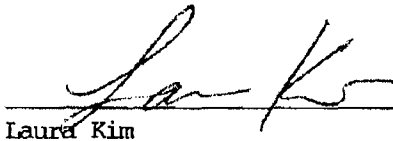
1. We are the President and the Secretary, respectively, of GT Diamond Corp., a California corporation.
2. The Merger Agreement and Plan of Reorganization in the form attached was duly approved by the board of directors of the corporation which equaled or exceeded the vote required.
3. GT Diamond Corp. was established for the purpose of this merger and currently has no outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 10/13/09



Jae Woo Kim President



Laura Kim Secretary

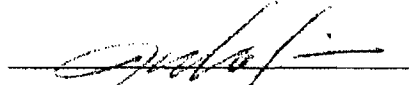
**OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
General Tool, Inc.**

I, In Ho Kim and Jae Woo Kim certify the following:


1. We are the President and the Secretary, respectively, of General Tool, Inc., a California corporation.
2. The Merger Agreement and Plan of Reorganization in the form attached was duly approved by the board of directors of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 2,419.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 10/13/09



In Ho Kim President



Jae Woo Kim Secretary

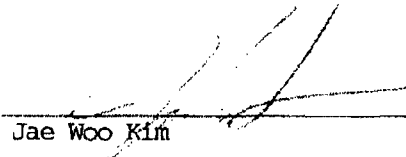
**OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
Dia-Technology, Inc.**

I, Jae Woo Kim and Jaehee C. Kim certify the following:


1. We are the President and the Secretary, respectively, of Dia-Technology, Inc., a California corporation.
2. The Merger Agreement and Plan of Reorganization in the form attached was duly approved by the board of directors of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 10/13/09



Jae Woo Kim President



Jaehee C. Kim Secretary

**OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
Diamond Vantage, Inc.**

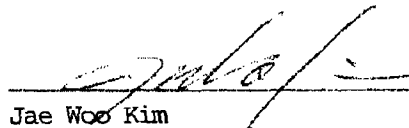
I, Jae Woo Kim and Jaehee C. Kim certify the following:

1. We are the President and the Secretary, respectively, of Diamond Vantage, Inc., a California corporation.
2. The Merger Agreement and Plan of Reorganization in the form attached was duly approved by the board of directors of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 60,000.

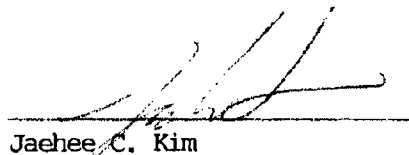
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

10/13/09



Jae Woo Kim President



Jaehee C. Kim Secretary

**OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
NED Acquisition Corp.**

I, Jae Woo Kim certify the following:

1. I am the President and the Secretary of NED Acquisition Corp., a Delaware corporation.
2. The Merger Agreement and Plan of Reorganization in the form attached was duly approved by the board of directors of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100.

I further declare under penalty of perjury under the laws that the matters set forth in this certificate are true and correct to my knowledge.

Dated:

10/13/09



Jae Woo Kim

President



Jae Woo Kim

Secretary

