

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
S-B Power Tool Corporation		12/31/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Robert Bosch Tool Corporation
Street Address:	1800 West Central Road
City:	Mount Prospect
State/Country:	ILLINOIS
Postal Code:	60056
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 39

Property Type	Number
Registration Number:	0772119
Registration Number:	0772672
Registration Number:	0774054
Registration Number:	0774055
Registration Number:	0786322
Registration Number:	0786323
Registration Number:	0841404
Registration Number:	0855497
Registration Number:	1031214
Registration Number:	1046265
Registration Number:	1143142
Registration Number:	1429843
Registration Number:	1551602
Registration Number:	1560496
Registration Number:	1672403

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Registration Number:	1672402
Registration Number:	1673217
Registration Number:	1673218
Registration Number:	1689850
Registration Number:	1754442
Registration Number:	1769101
Registration Number:	1781246
Registration Number:	1786079
Registration Number:	1980090
Registration Number:	1999280
Registration Number:	2009108
Registration Number:	2052279
Registration Number:	2115369
Registration Number:	2223522
Registration Number:	2303769
Registration Number:	2310782
Registration Number:	2342932
Registration Number:	2449550
Registration Number:	2559610
Registration Number:	2590236
Registration Number:	2649612
Registration Number:	2695701
Registration Number:	2708009
Registration Number:	2744921

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
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Total Attachments: 4
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Delaware

PAGE 1

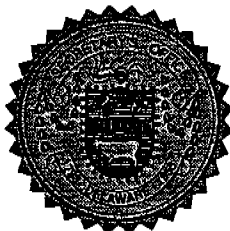
The First State

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 MERGER, WHICH MERGES:

"S-B POWER TOOL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VERMONT AMERICAN CORPORATION" UNDER THE NAME OF "ROBERT BOSCH TOOL 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 9:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2003, AT 12:01 O'CLOCK A.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: 2178580

020805362

DATE ~~TRADEMARK~~

REEL: 002696 FRAME: 0305

CERTIFICATE OF MERGER

of

S-B POWER TOOL CORPORATION, a Delaware corporation

with

VERMONT AMERICAN CORPORATION, a Delaware corporation,

continuing as the surviving corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Vermont American Corporation	Delaware
S-B Power Tools Corporation	Delaware

SECOND: That an Agreement of Merger among the parties to the merger has been approved, adopted, certified, acknowledged and executed by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the amendments or changes in the Amended and Restated Certificate of Incorporation, as amended, (the "Certificate of Incorporation") of Vermont American Corporation, a Delaware corporation, which is the surviving corporation, that are to be effected by the merger are as follows:

Article First of the Certificate of Incorporation of Vermont American Corporation is amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Robert Bosch Tool Corporation."

FOURTH: That the Certificate of Incorporation, as amended, of Vermont American Corporation, a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 101 South Fifth Street, Suite 2300, Louisville, Kentucky 40202.

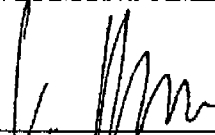
SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 12:01 AM Eastern Time on January 1, 2003.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned 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
Its: Vice President