

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
Vermont American 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: 63

Property Type	Number
Registration Number:	0536275
Registration Number:	0629460
Registration Number:	0665699
Registration Number:	0701774
Registration Number:	0782797
Registration Number:	0782798
Registration Number:	0826076
Registration Number:	0960823
Registration Number:	1005236
Registration Number:	1006222
Registration Number:	1146533
Registration Number:	1154602
Registration Number:	1163770
Registration Number:	1234320
Registration Number:	1285825

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Registration Number:	1293938
Registration Number:	1395382
Registration Number:	1396484
Registration Number:	1397412
Registration Number:	1401842
Registration Number:	1424513
Registration Number:	1436235
Registration Number:	1437094
Registration Number:	1449336
Registration Number:	1483049
Registration Number:	1507815
Registration Number:	1558795
Registration Number:	1577336
Registration Number:	1578630
Registration Number:	1594875
Registration Number:	1601886
Registration Number:	1610391
Registration Number:	1668254
Registration Number:	1669160
Registration Number:	1674799
Registration Number:	1711176
Registration Number:	1742123
Registration Number:	1767187
Registration Number:	1768439
Registration Number:	1777654
Registration Number:	1783229
Registration Number:	1794700
Registration Number:	1814713
Registration Number:	1822366
Registration Number:	1895544
Registration Number:	1985696
Registration Number:	1991257
Registration Number:	2064199
Registration Number:	2067615
Registration Number:	2077884

Registration Number:	2152277
Registration Number:	2171073
Registration Number:	2198860
Registration Number:	2239919
Registration Number:	2343944
Registration Number:	2360893
Registration Number:	2398464
Registration Number:	2455427
Registration Number:	2549238
Registration Number:	2553978
Registration Number:	2567853
Registration Number:	2676129
Registration Number:	2705491

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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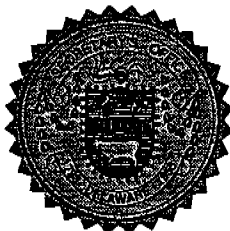
The First State

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 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: 0341

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.

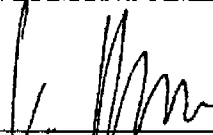
SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

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