

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SPX Development Corporation		12/31/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GSLE Subco L.L.C.
Street Address:	13515 Ballantyne Corporate Place
Internal Address:	3rd Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28277
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 134

Property Type	Number	Word Mark
Serial Number:	75620756	SPX
Registration Number:	2317375	VALUE IMPROVEMENT PROCESS
Registration Number:	2647669	SPX DEALER EQUIPMENT AND SERVICES
Registration Number:	2351520	SPX
Registration Number:	2520723	SHOP DRIVE
Registration Number:	2726213	
Registration Number:	2553823	DIGITAL TECHNICIAN
Registration Number:	2528505	SPX
Registration Number:	2318371	CONTECH
Registration Number:	2671213	COX
Registration Number:	787100	DUALMASTER
Registration Number:	716805	VANGUARD

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Registration Number:	837522	VANGUARD JR.
Registration Number:	994638	HYTEC
Registration Number:	987336	BOOSTER-PAC
Registration Number:	2605537	HUB TAMER
Registration Number:	1154582	OTC POWER TEAM
Registration Number:	1769699	EQUALIFT
Registration Number:	778480	ADJUSTA GRIP
Registration Number:	789632	MOTOR-ROTOR
Registration Number:	779423	SLIM-TWINS
Registration Number:	790292	GRIP-O-MATIC
Registration Number:	814810	LOAD-ROTOR
Registration Number:	947031	OPEN-THROAT
Registration Number:	939781	OPEN-THROAT
Registration Number:	941962	NOZL RATER
Registration Number:	984907	OTC
Registration Number:	994271	OTC
Registration Number:	992814	OTC
Registration Number:	992782	OTC
Registration Number:	994968	OTC
Registration Number:	1048887	OPEN-THROAT
Registration Number:	1186418	OTC
Registration Number:	1245052	OTC
Registration Number:	1345595	HEAVYWEIGHT
Registration Number:	1345665	OTC
Registration Number:	1570460	FOUR IN ONE
Registration Number:	1750993	LIFETIME MARATHON WARRANTY
Registration Number:	1819691	FOUR IN ONE
Registration Number:	1196686	OTC
Registration Number:	2682134	OTC VISION
Registration Number:	2443786	MINDREADER
Registration Number:	1243965	4 IN ONE
Registration Number:	1189120	OTC HYTEC
Registration Number:	1241811	OTC SERVICE TOOLS
Registration Number:	2325932	TASKTAMERS
Registration Number:	2403356	OTC GTI SOFTWARE

Registration Number:	2576449	ACR 2000
Registration Number:	2387220	COOLTECH
Registration Number:	2518056	STRUTTAMER
Registration Number:	2392322	VISION PREMIER
Registration Number:	2393725	ACCURACY PLUS
Registration Number:	2749354	BLACK LIGHT
Registration Number:	2751747	
Registration Number:	2885559	
Registration Number:	816382	ROLL-BED
Registration Number:	779422	PUSH-PULLER
Registration Number:	956467	ROLL-BED
Registration Number:	1164397	THE REVOLVER
Registration Number:	1122596	PORTA-TOOL
Registration Number:	784423	TRU-TOE
Registration Number:	779834	PORTABRAKE
Registration Number:	741948	TEL-A-MATIC
Registration Number:	2625560	EXXAM
Registration Number:	1139382	POSI-CHECK
Registration Number:	1851302	QUARTER HORSE
Registration Number:	2795619	FLOORBOSS
Registration Number:	2757893	OTC STINGER
Registration Number:	2081913	PSA TEMPS
Registration Number:	795105	POWER-TWIN
Registration Number:	1036630	POWER TEAM
Registration Number:	1155270	POWER TEAM
Registration Number:	1227349	POWER TEAM
Registration Number:	1241810	POWER TEAM
Registration Number:	1521541	POWER TEAM
Registration Number:	2601071	STONE
Registration Number:	1754845	POWER TEAM
Registration Number:	1313128	GLOBE
Registration Number:	2609208	AXESS
Registration Number:	1453713	SMART ENGINE ANALYZER
Registration Number:	1190487	SMART SCOPE
Registration Number:	443139	

Registration Number:	2554184	VALLEY FORGE TECHNICAL INFORMATION SERVICES
Registration Number:	427287	BEAR
Registration Number:	883550	
Registration Number:	443219	BEAR
Registration Number:	1006562	
Registration Number:	1006561	BEAR
Registration Number:	883549	BEAR
Registration Number:	2070174	ALLEN TESTPRODUCTS
Registration Number:	427288	
Registration Number:	650045	KENT-MOORE
Registration Number:	263496	KENT-MOORE
Registration Number:	520758	KENT MOORE
Registration Number:	1723766	ENVIRO-GUARD
Registration Number:	1679171	VACUMASTER
Registration Number:	1498159	SMART CART
Serial Number:	76132022	ITDS
Registration Number:	1330685	TACH-N-TIME
Serial Number:	75768918	MILLER SPECIAL TOOLS
Registration Number:	2096729	CCD/WIN
Registration Number:	2550017	DIESEL DIAGNOSTICS
Registration Number:	2690716	THE PERSUADER
Registration Number:	2600912	STAT ENGINEERING
Registration Number:	2803403	PERFORMANCE GAS
Registration Number:	2627127	MICROGAS
Registration Number:	2623665	SERVICE SOLUTIONS
Registration Number:	1984387	SENSOR TESTER PLUS
Registration Number:	2245256	CODE SCANNER
Registration Number:	2594057	KAL EQUIP
Registration Number:	2698466	KAL EQUIP
Registration Number:	2828102	FAZE
Registration Number:	2806010	AUTOTROUBLESHOOTER
Registration Number:	2860983	FAZE
Registration Number:	2825278	ACTRON
Registration Number:	2838743	ACTRON
Registration Number:	694227	DIAL-A-CHARGE

Registration Number:	1980759	SENTINEL
Registration Number:	957170	ROBINAIR
Registration Number:	1741144	ENVIRO-CHARGE
Registration Number:	2383415	TRUTRACK
Registration Number:	2029560	VACUCHEK
Registration Number:	2480252	PRISM PRO
Registration Number:	2798982	TRANSFLOW
Registration Number:	2111891	ADVANCED PERFORMANCE TECHNOLOGY
Registration Number:	2075608	APT
Registration Number:	2552195	WEARSCOPE
Registration Number:	2411313	TRANSPRO
Registration Number:	2567240	TRANSJEL
Registration Number:	2829112	THE BEAST
Registration Number:	2416790	FILTRAN
Registration Number:	2375166	GOLDSTRIPE
Registration Number:	2798630	IFS
Registration Number:	2875425	V-PORE

CORRESPONDENCE DATA

Fax Number: (202)861-1783
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 1-202-861-1500
Email: trademarks@bakerlaw.com
Correspondent Name: John H Weber
Address Line 1: 1050 Connecticut Avenue, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	John H Weber
Signature:	/JHW/
Date:	04/27/2005

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:

"GS DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

"GSTC DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

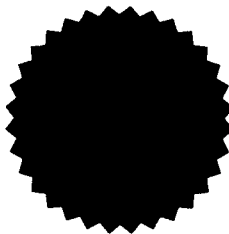
"SPX DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "GSLE SUBCO LLC" UNDER THE NAME OF "GSLE SUBCO LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 1:04 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3902991 8100M

040957393



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3592262

DATE: 01-03-05

TRADEMARK
REEL: 003073 FRAME: 0969

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:10 PM 12/31/2004
 FILED 01:04 PM 12/31/2004
 SRV 040957393 - 3902991 FILE

CERTIFICATE OF MERGER
OF
SPX DEVELOPMENT CORPORATION
AND
GS DEVELOPMENT CORPORATION
AND
GSTC DEVELOPMENT CORPORATION
WITH AND INTO
GSLE SUBCO LLC

Under Section 264(e) of the Delaware
 General Corporation Law and Section 18-209(e) of the
 Delaware Limited Liability Company Act

The undersigned, a limited liability company, organized and existing under and by virtue of the Delaware Limited Liability Company Act, hereby certifies as follows:

FIRST: The name and jurisdiction of organization of each of the constituent entities to the merger is as follows:

<u>Name</u>	<u>State of Organization</u>
GSLE Subco LLC	Delaware
SPX Development Corporation	Delaware
GS Development Corporation	Delaware
GSTC Development Corporation	Delaware

SECOND: The agreement and plan of merger dated December 30, 2004 between GSLE Subco LLC, SPX Development Corporation, GS Development Corporation and GSTC Development Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of SPX Development Corporation, GS Development Corporation and GSTC Development Corporation in accordance with the requirements of section 264(b) of the Delaware General Corporation Law and by GSLE Subco LLC in accordance with the requirements of section 18-209(b) of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is GSLE Subco LLC.

FOURTH: The certificate of formation of GSLE Subco LLC in effect immediately prior to the filing of this certificate of merger shall be the certificate of formation of the surviving limited liability company.

FIFTH: The executed Merger Agreement is on file at the office of the surviving limited liability company, the address of which is 13515 Ballantyne Corporate Place, 3rd Floor, Charlotte, NC 28277.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company on request and without cost to any stockholder or member of any of the constituent entities.

SEVENTH: This certificate of merger shall become effective upon its filing with the Secretary of State of the state of Delaware.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its duly authorized officer this 31st day of December, 2004.

OSLE SUBCO LLC
the surviving company

By: 
Name: Spencer Conrad
Title: President