

07-16-2002

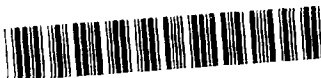
Form PTO-1595

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Poly-Vac, Inc. and Othy, Inc.

7.10.02

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other _____

Execution Date: December 30, 2001

2. Name and address of receiving party(ies)

Name: Symmetry Medical USA, Inc.

Internal Address: _____

Street Address: 220 W. Market St.

City: Warsaw State: IN Zip: 46580

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 10/047946,

09/996427, 09/374034

B. Patent No.(s) 6409732

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Cheryl L. Meier, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive

Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and patents involved: 4

7. Total fee (37 CFR 3.41).....\$ 160.00

☒ Enclosed☒ Authorized to be charged to deposit account
for any additional fees and/or
credit

8. Deposit account number:

22-0440

DO NOT USE THIS SPACE

9. Signature.

Cheryl L. Meier

Name of Person Signing

Signature

July 10, 2002

Date

Total number of pages including cover sheet, attachments, and documents: 4

35981-9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

07/15/2002 6T0N11 00000178 10047946

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PATENT
REEL: 013077 FRAME: 0240

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

SYMMETRY MEDICAL USA, INC.

POLY-VAC, INC. AND

OTHY, INC.

THIS AGREEMENT AND PLAN OF MERGER entered into on December 30, 2001, between Poly-Vac, Inc., a New Hampshire corporation, Othy, Inc., an Indiana corporation and Symmetry Medical USA Inc., a Delaware corporation ("Symmetry"), as approved by the Board of Directors, and by the majority vote of the sole stockholders entitled to vote thereon, of each of the said corporations.

FIRST: Poly-Vac, Inc., which is a corporation incorporated in the State of New Hampshire, and Othy, Inc., which is a corporation incorporated in the State of Indiana, which is sometimes hereinafter referred to as the "terminating corporations", shall be merged with and into Symmetry Medical USA Inc, which is a corporation incorporated in the State of Delaware, and which is sometimes hereinafter referred to as the "surviving corporation". The laws of the jurisdiction of incorporation of the terminating corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

SECOND: The separate existence of the terminating corporations shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.

THIRD: The surviving corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

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FIFTH: The bylaws of the surviving corporation upon the effective date of the merger in the State of Delaware shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

SIXTH: The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

SEVENTH: Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

EIGHTH: In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the terminating corporations and in accordance with the provisions of the General Corporation Law of the State of Delaware, the terminating corporations and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

NINTH: The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

TENTH: The effective date of the merger shall be December 30, 2001.

* * * * *

Executed on this ____ day of December, 2001.

POLY-VAC, INC.

By: _____

John B. Byrd
President

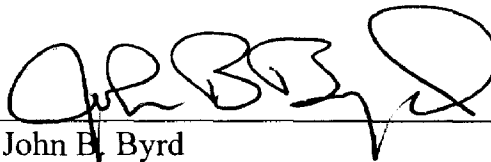


Executed on this ____ day of December, 2001.

OTHY, INC.

By: _____

John B. Byrd
President



Executed on this ____ day of December, 2001.

SYMMETRY MEDICAL USA INC.

By: _____

John B. Byrd
President

