

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT2703898

SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	MERGER												
EFFECTIVE DATE:	01/01/2014												
CONVEYING PARTY DATA													
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>DECOUSTICS LIMITED</td> <td>12/31/2013</td> </tr> </tbody> </table>		Name	Execution Date	DECOUSTICS LIMITED	12/31/2013								
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DECOUSTICS LIMITED	12/31/2013												
RECEIVING PARTY DATA													
Name:	CERTAINTED CANADA, INC.												
Street Address:	40 KING STREET WEST												
Internal Address:	SUITE 4400												
City:	TORONTO, ON												
State/Country:	CANADA												
Postal Code:	M5H 3Y4												
PROPERTY NUMBERS Total: 5													
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>13067237</td> </tr> <tr> <td>Application Number:</td> <td>13067495</td> </tr> <tr> <td>Patent Number:</td> <td>8474200</td> </tr> <tr> <td>Patent Number:</td> <td>8079192</td> </tr> <tr> <td>Patent Number:</td> <td>7926237</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	13067237	Application Number:	13067495	Patent Number:	8474200	Patent Number:	8079192	Patent Number:	7926237
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Patent Number:	7926237												
CORRESPONDENCE DATA													
Fax Number:	(416)368-1645												
Phone:	416-368-8311 X 133												
Email:	whall@dennisonip.com												
<i>Correspondence will be sent via US Mail when the email attempt is unsuccessful.</i>													
Correspondent Name:	DENNISON ASSOCIATES												
Address Line 1:	133 RICHMOND STREET WEST												
Address Line 2:	SUITE 301												
Address Line 4:	TORONTO, ON, CANADA M5H 2L7												

PATENT

ATTORNEY DOCKET NUMBER:	O5026US00
NAME OF SUBMITTER:	WARREN HALL
Signature:	/S WARREN HALL/
Date:	01/29/2014

Total Attachments: 15

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5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CERTAINTEED INSULATION CANADA, INC.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Decoustics Limited	1363068	2013	12	31
CertainTeed Insulation Canada, Inc.	1840783	2013	12	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

an unlimited number of Preferred shares; and
1,000 Common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

(1) Dividend Rights

(a) Dividend Rights of All Shares

The holders of the Preferred shares and the Common shares shall be entitled to receive dividends at the discretion of the directors in the amount per share as determined by the directors at the time of declaration of any such dividend. The directors may declare in their absolute discretion dividends on any of the classes of shares in priority to or after dividends, if any, which may be declared or paid on any other of the classes of shares in the same amounts or in such differing amounts as they may decide, together with or wholly to the exclusion of any other of the classes of shares.

(2) Voting Rights

(a) Voting of Preferred shares

Except as required by the provisions of the Business Corporations Act (Ontario) and except as provided in this Section, the holders of the Preferred shares shall not, as such, be entitled to receive notice of any meetings of the shareholders of the Corporation and shall not be entitled to attend or to vote at any such meetings except that the holders of the Preferred shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation, in accordance with subsection 184(3) of the Business Corporations Act (Ontario).

(b) Voting of Common Shares

Except as required by the provisions of the Business Corporations Act (Ontario) the holders of the Common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one vote per share at all meetings of shareholders, except meetings at which only holders of another class of shares are entitled to vote.

(3) Redemption Rights of Preferred shares

(a) General Provisions

The Corporation may, on giving ten days' written notice to the holders of the Preferred shares, or following waiver of such notice by the holders of the Preferred shares, redeem at any time the whole or from time to time any part of the then outstanding Preferred shares. On redemption, the Corporation shall pay to the holders of shares to be redeemed, in respect of each share to be redeemed, an amount equal to the sum of:

- (i) all dividends declared thereon and unpaid; and
- (ii) the Preferred Redemption Amount (as herein defined).

If notices of any redemption are given by the Corporation and if amounts sufficient to redeem the shares are deposited with any trust company or chartered bank in Canada, as specified in the notice, in trust for the holders of the shares to be redeemed on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, on the surrender of certificates evidencing such shares, to receive payment therefor out of the moneys so deposited. In case part only of the then outstanding Preferred shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot or in such other manner as the directors in their discretion shall decide or, if the directors so determine may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

(b) Preferred Redemption Amount

The "Preferred Redemption Amount" shall be \$1.00 in respect of each Preferred share.

(4) Retraction Rights of the Preferred shares

A holder of Preferred shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Preferred shares. On such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to:

- (a) all dividends declared thereon and unpaid, plus
- (b) the Preferred Redemption Amount (as herein defined).

A holder of Preferred shares desiring to have shares redeemed by the Corporation as herein provided shall deposit with the Corporation the certificates evidencing the shares which the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of such shares. The Corporation shall redeem such number of shares and pay such amount within ten days after such deposit. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If the holder specifies in the notice requiring redemption that a part only of the Preferred shares evidenced by any deposited share certificate is to be redeemed, the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new certificate evidencing the shares which are not to be redeemed. On redemption and payment as aforesaid, dividends on the shares redeemed shall cease and the holder thereof shall thereafter have no rights against the Corporation in respect thereof.

(5) Distribution Rights on Liquidation

If the Corporation is liquidated, dissolved or wound-up or its assets are otherwise distributed among the shareholders by way of repayment of capital, whether voluntary or involuntary:

(a) the holders of the Preferred shares shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the Common shares, an amount in respect of each Preferred share held, equal to the sum of:

- (A) all dividends declared thereon and unpaid, and
- (B) the Preferred Redemption Amount (as herein defined).

The holders of the Preferred shares shall not be entitled to share any further in the distribution of the assets of the Corporation;

(b) thereafter the holders of the Common shares shall be entitled to share, equally share for share, in the distribution of the remaining assets of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The transfer of shares is subject to the restrictions on the transfer of securities set out in Section 10.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

((a) No securities (other than non-convertible debt securities) of the corporation shall at any time be transferred to any person without either (i) the consent of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (ii) the consent of the shareholders of the corporation to be signified by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of shares of the corporation which shares represent a majority of the votes attributable to all of the issued and outstanding shares of the corporation carrying the right to vote.

(b) The board of directors may from time to time on behalf of the corporation, without authorization of the shareholders:

(i) borrow money on the credit of the corporation;

(ii) issue, reissue, sell, pledge or hypothecate bonds, debentures, notes or other evidences of indebtedness of the corporation, whether secured or unsecured;

(iii) give a guarantee on behalf of the corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or any guarantees or any other present or future indebtedness, liability or obligation of the corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board in this Section 10(b) to such extent and in such manner as the board shall determine at the time of such delegation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

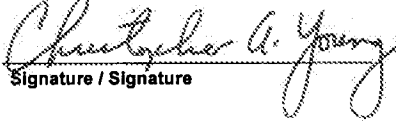
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

CERTAINTEED INSULATION CANADA, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Christopher A. Young

Assistant Secretary

Signature / Signature

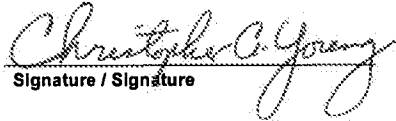
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

DECOUSTICS LIMITED

Names of Corporations / Dénomination sociale des sociétés

By / Par



Christopher A. Young

Secretary

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

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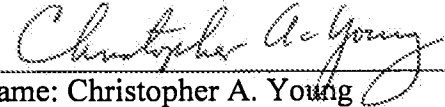
SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

1. I am the Assistant Secretary of **CertainTeed Insulation Canada, Inc.** (the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporation is and the corporation to be formed by its amalgamation with **Decoustics Limited** (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Amalgamating Corporation will be prejudiced by such amalgamation.

[SIGNATURE PAGE FOLLOWS]

DATED as of 31st day of December, 2013.



Name: Christopher A. Young

Title: Assistant Secretary

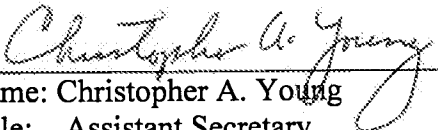
SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

1. I am the Secretary of **Decoustics Limited** (the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporation is and the corporation to be formed by its amalgamation with **CertainTeed Insulation Canada, Inc.** (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Amalgamating Corporation will be prejudiced by such amalgamation.

[SIGNATURE PAGE FOLLOWS]

DATED as of 31st day of December, 2013.


Name: Christopher A. Young
Title: Assistant Secretary

SCHEDULE B CERTIFICATION

CERTAINTEED INSULATION CANADA, INC.
(the "Corporation")

RECITALS:

- A. The Corporation and Decoustics Limited (the "Secondary Corporation") are wholly-owned subsidiaries of the same body corporate.
- B. The Corporation wishes to amalgamate with the Secondary Corporation under the *Business Corporations Act* (Ontario) (the "Act").

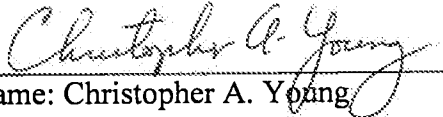
RESOLVED that:

- 1. the Corporation amalgamate with the Secondary Corporation and continue as one corporation (the "Amalgamated Corporation") under subsection 177(2) of the Act;
- 2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of the Corporation;
- 3. the by-laws of the Amalgamated Corporation be the same as the by-laws of the Corporation;
- 4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of the Secondary Corporation be cancelled without any repayment of capital; and
 - (b) the stated capital of the Secondary Corporation be added to the stated capital of the Corporation; and
- 5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and the Secondary Corporation and to this resolution.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be a true copy of a resolution of the directors of **CertainTeed Insulation
Canada, Inc.** signed by all the directors on the 31st day of December, 2013.

DATED as of 31st day of December, 2013.



Name: Christopher A. Young
Title: Assistant Secretary

SCHEDULE B CERTIFICATION

DECOUSTICS LIMITED (the "Corporation")

RECITALS:

- A. The Corporation and CertainTeed Insulation Canada, Inc. (the "Primary Corporation") are wholly-owned subsidiaries of the same body corporate.
- B. The Corporation wishes to amalgamate with the Primary Corporation under the *Business Corporations Act* (Ontario) (the "Act").

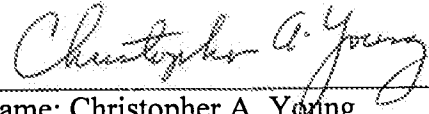
RESOLVED that:

- 1. the Corporation amalgamate with the Primary Corporation and continued as one corporation (the "Amalgamated Corporation") under subsection 177(2) of the Act;
- 2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of the Primary Corporation;
- 3. the by-laws of the amalgamated Corporation be the same as the by-laws of the Primary Corporation;
- 4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of the Corporation be cancelled without any repayment of capital; and
 - (b) the stated capital of Corporation be added to the stated capital of the Primary Corporation; and
- 5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all deeds and documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and the Primary Corporation and to this resolution.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be a true copy of a resolution of the directors of **Decoustics Limited** signed
by all the directors on the 31st day of December, 2013.

DATED as of 31st day of December, 2013.



Name: Christopher A. Young
Title: Secretary

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