

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3084400

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2013
CONVEYING PARTY DATA	
Name	Execution Date
SPERIAN FALL PROTECTION, INC.	12/26/2013
RECEIVING PARTY DATA	
Name:	SPERIAN PROTECTION AMERICAS, INC.
Street Address:	900 DOUGLAS PIKE
City:	SMITHFIELD
State/Country:	RHODE ISLAND
Postal Code:	02917
PROPERTY NUMBERS Total: 6	
Property Type	Number
Patent Number:	6739427
Patent Number:	6722470
Patent Number:	6405685
Patent Number:	7025171
Patent Number:	6006700
Patent Number:	5941340
CORRESPONDENCE DATA	
Fax Number:	(312)876-2020
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	312-876-2106
Email:	ksanderson@woodphillips.com
Correspondent Name:	JEFFERY N. FAIRCHILD
Address Line 1:	500 WEST MADISON STREET
Address Line 2:	SUITE 1130
Address Line 4:	CHICAGO, ILLINOIS 60661
ATTORNEY DOCKET NUMBER:	HON10513Z99995
NAME OF SUBMITTER:	JEFFERY N. FAIRCHILD
SIGNATURE:	/Jeffery N. Fairchild/
DATE SIGNED:	10/28/2014

PATENT

Total Attachments: 5

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NACRE US, INC.", A DELAWARE CORPORATION,

"SPERIAN EYE & FACE PROTECTION, INC.", A DELAWARE CORPORATION,

"SPERIAN FALL PROTECTION, INC.", A DELAWARE CORPORATION,

"SPERIAN METAL MESH PROTECTION USA, INC.", A DELAWARE CORPORATION,

"SPERIAN PROTECTION OPTICAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SPERIAN PROTECTION AMERICAS, INC." UNDER THE NAME OF "SPERIAN PROTECTION AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2013, AT 5:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11 O'CLOCK P.M.


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

3592773 8100M

131478542

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1020690

DATE: 12-30-13

PATENT
REEL: 034053 FRAME: 0197

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NACRE US, Inc.,
A DELAWARE CORPORATION,

AND

SPERIAN METAL MESH PROTECTION USA, Inc.,
A DELAWARE CORPORATION,

AND

SPERIAN EYE & FACE PROTECTION, Inc.,
A DELAWARE CORPORATION,

AND

SPERIAN FALL PROTECTION, Inc.,
A DELAWARE CORPORATION,

AND

SPERIAN PROTECTION OPTICAL, Inc.,
A DELAWARE CORPORATION,

WITH AND INTO

SPERIAN PROTECTION AMERICAS, Inc.,
A DELAWARE CORPORATION

Pursuant to Section 253 of the Delaware General Corporation Law, as amended (the "Law"), the undersigned does hereby certify as of this 20th day of December, 2013, that:

FIRST: Sperian Protection Americas, Inc., a Delaware corporation (the "Surviving Entity"), was incorporated on November 19, 2002.

SECOND: The Surviving Entity owns all of the outstanding capital stock of (i) Nacre US, Inc., a Delaware corporation incorporated on September 10, 2007; (ii) Sperian Metal Mesh Protection USA, Inc., a Delaware corporation incorporated on June 20, 2000; (iii) Sperian Eye & Face Protection, Inc., a Delaware corporation incorporated on December 10, 1997; (iv) Sperian Fall Protection, Inc., a Delaware corporation incorporated on December 1, 1999; and (v) Sperian Protection Optical, Inc., a Delaware corporation incorporated on December 10, 1973 (collectively, the "Merging Entities").

THIRD: By this Certificate of Ownership and Merger (this "Certificate") the Merging Entities will be merged with and into the Surviving Entity (the "Mergers"). The surviving business entity of the Mergers shall be the Surviving Entity.

FOURTH: The Certificate of Incorporation of the Surviving Entity shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity.

FIFTH: The following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Surviving Entity on December 20, 2013:

RESOLVED, that the Board of Directors of the Surviving Entity hereby authorizes, ratifies and approves the Mergers as contemplated by the Certificate;

RESOLVED, that the officers of the Surviving Entity be, and hereby are, individually authorized, for and on behalf of the Surviving Entity to (i) execute, deliver and file, or cause to be filed, the Certificate; and (ii) execute, deliver and file, or cause to be filed, any other documents and take any other actions necessary or desirable to effect the Mergers and the transactions contemplated thereby;

RESOLVED, that the Mergers is intended to qualify as a tax-free liquidation for federal income tax purposes under Section 332 of the Internal Revenue Code of 1986, as amended, and this consent shall constitute a plan of liquidation;

RESOLVED, that prior to the effective time of the Mergers, the Merging Entities may distribute assets to the Surviving Entity and such distributions shall be considered part of and pursuant to this plan of liquidation;

RESOLVED, that at the effective time of the Mergers, pursuant to the Law, the Surviving Entity shall succeed to all the assets and assume all the liabilities and obligations of the Merging Entities;

RESOLVED, that the effective time of the Mergers shall be 11:00 PM ET on December 31, 2013; and

RESOLVED, that all actions heretofore taken by the officers of the Surviving Entity, and all things done by their authority with respect to the Mergers, are hereby ratified and approved.

SIXTH: Notwithstanding anything herein to the contrary, the Mergers may be amended or terminated and abandoned by the Board of Directors of the Surviving Entity at any time prior to the time that this Certificate is filed with the Delaware Secretary of State and becomes effective.

Steps 14A, 14B, 14E, 14F and 14H

SEVENTH: The Mergers shall become effective at 11:00 PM Eastern on
December 31, 2013.

[SIGNATURE PAGE FOLLOWS]

Steps 14A, 14B, 14E, 14F and 14H

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger effective as of the date set forth above.

"Surviving Entity"

SPERIAN PROTECTION AMERICAS, INC.

By: 

Print: John M. Quitmeyer

Title: Secretary

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CERTIFICATE OF OWNERSHIP AND MERGER

SIGNATURE PAGE