

08-29-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



T

101827306

Attorney's Docket No. 024001-343/336

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

1. Name of conveying party(ies):

Triumph Twist Drill Company

08/24/01

- Individual(s)
- General Partnership
- Corporation-State
- Other: _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: effective date: December 31, 1997

2. Name and address of receiving party(ies):

Name: Precision Twist Drill Co.

Address: Box 9000

Crystal Lake, Illinois 60039-9000

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,301,238
1,317,628

Additional numbers attached? Yes No

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

Name: Adrienne L. White, Esq.

Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.

P.O. Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

08/28/2001 TBIAZ1 00000147 1301238
01 FC:481 40.00 DP
02 FC:482 25.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Adrienne L. White
Name of Person Signing

Adrienne L. White
Signature

8/24/01
Date

Total number of pages including cover sheet, attachments, and document: 6

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

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

TRADEMARK
REEL: 002357 FRAME: 0793

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF
PRECISION TWIST DRILL CO.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5TH day of DECEMBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND .



George H. Ryan

Secretary of State

#1

Form **BCA-11.25**

(Rev. Jan. 1995)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 4076-049-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

EFFECTIVE: 12/31/97

SUBMIT IN DUPLICATE

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

FILED

PAID

DEC 5 1997

DEC 31 1997

This space for use by Secretary of State

Date 12/5/97

Filing Fee \$ 100.00

Approved: 

**GEORGE H. RYAN
SECRETARY OF STATE**

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~ ^{consolidate}, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>② Precision Twist Drill Co.</u>	<u>Delaware</u>	<u>F 5083-410-7</u>
<u>③ Triumph Twist Drill Company</u>	<u>Illinois</u>	<u>D 4076-049-1</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange. (Section 253 of Delaware General Corporation Law and Section 11.30 of the Illinois Business Corporation Act.)

3. (a) Name of the ~~new~~ ^{surviving} corporation: Precision Twist Drill Co.
(b) it shall be governed by the laws of: Delaware

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

If not sufficient space to cover this point, add one or more sheets of this size.
See attached

RECEIVED
DEC 05 1997
SECRETARY OF STATE
TRADEMARK
REEL: 002357 FRAME: 0795

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.) N/A

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Triumph Twist Drill Company</u>	<u>1,246 Common Shares</u>	<u>1,246 Common Shares</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) N/A
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

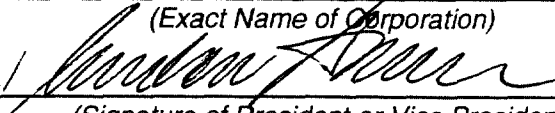
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 3, 19 97

attested by 
(Signature of Secretary or Assistant Secretary)

Paul J. Hodgen
(Type or Print Name and Title)

Precision Twist Drill Co.
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

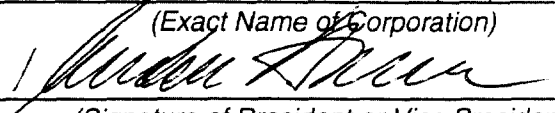
Anders Ilstam
(Type or Print Name and Title)

Dated December 3, 19 97

attested by 
(Signature of Secretary or Assistant Secretary)

Paul J. Hodgen
(Type or Print Name and Title)

Triumph Twist Drill Company
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

Anders Ilstam
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

MERGER AND LIQUIDATION OF TRIUMPH TWIST DRILL

Management recommends the merger and liquidation of Triumph Twist Drill Company. After discussion, and upon motion duly made, seconded, and unanimously carried, the following resolution was approved by the Board.

RESOLVED, that in order to effect a complete liquidation, under the provisions of Section 332 of the Internal Revenue Code of 1986, as amended, Triumph Twist Drill Company, an Illinois corporation (the "Subsidiary"), all of whose stock is owned by Precision Twist Drill Co., a Delaware corporation (the "Corporation"), shall be merged into the Corporation in accordance with Section 253 of the Delaware General Corporation Law, Section 11.30 of the Illinois Business Corporation Act and the following plan of merger (the "Plan"):

1. The Subsidiary shall be merged with and into the Corporation, which shall be the surviving corporation under its current certificate of incorporation and by-laws and with its current directors and officers.

2. The effective date of the merger shall be December 31, 1997.

3. At the effective time, the separate existence of the Subsidiary shall cease, the stock of the Subsidiary shall be canceled and cease to exist and no consideration shall be paid with respect thereto, and the Corporation shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of the Subsidiary, without further action of either corporation.

4. The proper officers of the Corporation and the Subsidiary, respectively, are authorized and directed to take or cause to be taken such other actions as may be necessary to effectuate fully the purposes of this Plan, including, without limitation, (i) the filing of both a Certificate of Ownership and Merger and Articles of Merger; (ii) the completion and filing of all documents required by the Internal Revenue Service with respect to the adoption of this Plan; and (iii) the taking of all such other and further actions as may be necessary or appropriate under the laws of the United States or any state.

5. This Plan may be abandoned by the Board of Directors of the Corporation at any time prior to its filing date.

Board Rpts

TRADEMARK

RECORDED: 08/24/2001

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