

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carlton Company		09/26/2008	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Carlton Holdings, Inc.
Street Address:	PO Box 68309
City:	Milwaukie
State/Country:	OREGON
Postal Code:	97268
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3467858	CARLTON SAW CHAIN
Registration Number:	3082325	N1
Registration Number:	2605250	MICROCUT
Registration Number:	3060541	TIGER
Registration Number:	1307681	CARLTON
Registration Number:	1204300	FILE-O-PLATE
Registration Number:	1230854	MAGNA-CHISEL

CORRESPONDENCE DATA

Fax Number: (503)220-2480
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 503-294-9460
 Email: jkong@stoel.com
 Correspondent Name: Jere M. Webb

OP \$190.00 3467858

Address Line 1: 900 SW Fifth Ave
Address Line 2: Suite 2600
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	50481-2
NAME OF SUBMITTER:	Joseph A Kong
Signature:	/SR Paralegal/
Date:	10/31/2008

Total Attachments: 5
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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.fillinginoregon.com

RUSSELL L GERMAN
3901 SE NAEF RD
MILWAUKIE OR 97267

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document	Filed On	Effective Date		
ARTICLES OF MERGER	09/26/2008	09/27/2008		
Name of Survivor	Reg. No.	Type	Juris	
CARLTON HOLDINGS, INC.	660070-80	DOM BUS CORP	OR	
Name(s) of Non Survivor(s)	Reg. No.	Type	Juris	
CARLTON COMPANY	077035-15	DOM BUS CORP	OR	



Phone: (503) 986-2200
 Fax: (503) 378-4381

Articles of Merger

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 161
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
 (Complete only 1, 2, 3, 4, 10, 11)
 FOR PARENT AND 90% OWNED SUBSIDIARY
 WITHOUT SHAREHOLDER APPROVAL
 (Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

SEP 26 2008

OREGON
 SECRETARY OF STATE

SURVIVOR
 REGISTRY NUMBER: 660070-80

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
 We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION CARLTON HOLDINGS, INC.

Oregon Registry Number 660070-80

6) NAME OF SUBSIDIARY CORPORATION CARLTON COMPANY

Oregon Registry Number 077035-15

7) NAME OF SURVIVING CORPORATION CARLTON HOLDINGS, INC.

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION
 Signature

Richard H. Irving

Printed Name

Richard H. Irving

Title

Secretary

11) CONTACT NAME (To resolve questions with this filing.)

Chad E. Paulson

DAYTIME PHONE NUMBER (include area code.)

(503) 653-4226

FEEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5
 Processing Fees are nonrefundable.
 Please make check payable to "Corporation Division."

NOTE:
 Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is dated September 26, 2008 and is by and between Carlton Holdings, Inc. ("Carlton Holdings"), an Oregon corporation, and Carlton Company ("Carlton Company"), an Oregon corporation.

RECITALS

A. The Board of Directors of each of Carlton Holdings and Carlton Company has approved this Plan of Merger and authorized its execution and the performance of all of its respective obligations hereunder.

B. At or prior to the date the Merger (as defined below) becomes effective, the parties shall have taken all such actions as may be necessary or appropriate in order to effectuate the Merger.

AGREEMENT

In consideration of the mutual covenants herein contained, the parties hereby adopt this Plan of Merger:

1. *Effective Date and Time.* This Plan of Merger shall be effective at 1 p.m., Eastern Standard/Daylight Savings Time, on September 27, 2008, (the "Effective Time").

2. *Merger.* At the Effective Time, Carlton Company shall merge with and into Carlton Holdings (the "Merger"), and Carlton Holdings will be the surviving corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be "Carlton Holdings."

3. *Articles of Incorporation and Bylaws.* Until altered, amended or repealed, at the Effective Time, the Articles of Incorporation and Bylaws of Carlton Holdings as in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

4. *Effect of Merger.*

4.1 At the Effective Time, the corporate existence of Carlton Holdings and Carlton Company shall, as provided by Oregon law, be merged into and continued in the Surviving Corporation, and the separate existence of Carlton Company shall terminate. All rights, franchises and interests of Carlton Company in and to every type of property and choses in action shall be transferred to and vested in the Surviving Corporation by virtue of the Merger without any deed or other transfer, and the Surviving Corporation, without any order or action on the part of any court or otherwise, shall hold and enjoy all such rights and property, franchises, and interests, including appointments, designations and nominations, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by Carlton Holdings and Carlton Company, respectively, prior to the Effective Time.

4.2 At the Effective Time, the liabilities of Carlton Holdings and Carlton Company shall become the liabilities of the Surviving Corporation, and all debts, liabilities, and contracts of Carlton Holdings and Carlton Company, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of accounts, or records of Carlton Holdings and Carlton Company, shall be those of the Surviving Corporation and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property shall be preserved unimpaired.

5. *Capitalization of Carlton Holdings.* The present authorized capital of Carlton Holdings consists of 10,000 shares of Class A Voting Common Stock, \$0.01 par value, of which 137 shares are outstanding, and 100,000 shares of Class B Non-Voting Common Stock, \$0.01 par value, of which 13,070 shares are outstanding (collectively, "Carlton Holdings Common Stock").

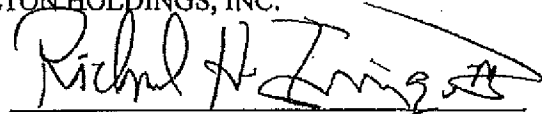
6. *Capitalization of Carlton Company.* The present authorized capital of Carlton Company consists of 1,000 shares of Class A Voting Common Stock without par value, of which 137 shares are outstanding, and 19,000 shares of Class B Common Stock without par value, of which 12,727 shares are outstanding (collectively, "Carlton Company Common Stock").

7. *Exchange of Shares.* At the Effective Time, by virtue of the Merger and without any action on the part of any party or any shareholder each share of Carlton Company Common Stock issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of a certificate that at the time immediately prior to the effective time represent any such shares shall cease to have any rights with respect thereto. All shares of Carlton Holdings Common Stock shall remain outstanding.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the date first above written.

CARLTON HOLDINGS, INC.

by

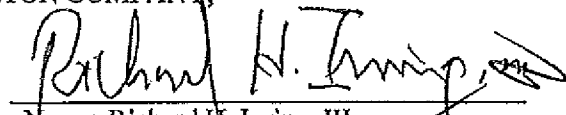


Name: Richard H. Irving, III

Title: Senior Vice President, General
Counsel and Secretary

CARLTON COMPANY,

by



Name: Richard H. Irving, III

Title: Senior Vice President, General
Counsel and Secretary