

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321537

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/25/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Simonds Industries, Inc.		09/25/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Simonds International Corporation
Street Address:	135 Intervale Road
City:	Fitchburg
State/Country:	MASSACHUSETTS
Postal Code:	01420
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	71515586	SIMONDS
Serial Number:	74289327	DOMINATOR
Serial Number:	71663527	STAND-ALL
Serial Number:	72047901	BLUE TIP
Serial Number:	74219882	RED STREAK
Serial Number:	74449164	PALLET-BUSTER
Serial Number:	74288046	THE SIMONDS SAW
Serial Number:	71380721	S

CORRESPONDENCE DATA

Fax Number: 5089293177

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.

Phone: 5089263476

Email: trademark@bowditch.com

Correspondent Name: Roger P. Zimmerman

Address Line 1: 311 Main Street

Address Line 2: PO Box 15156

Address Line 4: Worcester, MASSACHUSETTS 01615-0156

ATTORNEY DOCKET NUMBER: 193083.0001

TRADEMARK

NAME OF SUBMITTER:	Amanda M. Bernier
SIGNATURE:	/Amanda M. Bernier/
DATE SIGNED:	10/29/2014
Total Attachments: 6 source=03136635#page1.tif source=03136635#page2.tif source=03136635#page3.tif source=03136635#page4.tif source=03136635#page5.tif source=03136635#page6.tif	

Delaware

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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:

"SIMONDS INDUSTRIES INC.", A DELAWARE CORPORATION,
WITH AND INTO "SIMONDS INTERNATIONAL CORPORATION" UNDER THE NAME OF "SIMONDS INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2014, AT 11:41 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2014, AT 3 O'CLOCK P.M.

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

0794651 8100M

141220809

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1730329

DATE: 09-25-14

TRADEMARK
REEL: 005390 FRAME: 0194

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER**

Merging

SIMONDS INDUSTRIES INC.
(a Delaware corporation)

with and into

SIMONDS INTERNATIONAL CORPORATION
(a Delaware corporation)

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, Simonds Industries, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: The Corporation is the owner of all the outstanding shares of stock of Simonds International Corporation, a Delaware corporation ("International").

SECOND: The Corporation hereby merges itself with and into International.

THIRD: The following is a copy of the resolutions adopted on September 25, 2014 by the Board of Directors of the Corporation to merge itself with and into International:

RESOLVED: That the Corporation merge itself with an into its wholly-owned subsidiary, Simonds International Corporation ("International"), with International to be the surviving corporation (the "Merger");

**RESOLVED
FURTHER:**

That, pursuant to the terms of a merger agreement by and between the Corporation and International (the "Merger Agreement"), each share of the Corporation's issued and outstanding Common Stock immediately prior to the Merger shall be converted to one share of the Common Stock of International upon the effectiveness of the Merger, which shares shall be held by stockholders of the Corporation in the same amounts and in the same proportions as such stockholders held of the Corporation immediately prior to the Merger;

**RESOLVED
FURTHER:**

That the Merger and the Merger Agreement be, and hereby are, adopted and approved in all respects; and that the Merger Agreement and the Merger be submitted to the Stockholders for approval.

RESOLVED

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FURTHER:

That, upon approval of the Merger Agreement and the Merger by the Stockholders, the appropriate officers of the Corporation be, and hereby are, authorized and directed to (i) execute and deliver the Merger Agreement and (ii) file, or cause to be filed, a Certificate of Merger with the Secretary of State of Delaware, and to do all such further acts and things as they or any of them shall deem necessary or advisable in connection therewith in order to consummate the Merger as contemplated by the Merger Agreement.

FOURTH: That the Merger has been approved by the holders of at least a majority of the outstanding shares of stock of the Corporation, at a meeting duly called for the purpose.

FIFTH: That the Merger will become effective at 3:00 pm on September 25, 2014.

SIXTH: That the Certificate of Incorporation of the surviving corporation, International, shall be amended and restated in its entirety, effective as of the date hereof, to read in the form attached hereto as Exhibit A.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its authorized person as of this 25th day of September 2014.

SIMONDS INDUSTRIES, INC.

By: /s/ Raymond J. Martino
Name: Raymond J. Martino
Title: President

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EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

SIMONDS INTERNATIONAL CORPORATION

FIRST. The name of the corporation (the "Corporation") is: Simonds International Corporation.

SECOND. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 1,500,000, all of which shall be designated as "Class A Common Stock." The par value of Class A Common Stock shall be \$0.01 per share. Each share of Class A Common Stock is entitled to one vote on corporate matters when shareholder votes are taken.

FIFTH. The Corporation is to have perpetual existence.

SIXTH. The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.

SEVENTH. Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

EIGHTH. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of Title 8 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended DGCL. The right to exculpation conferred in this Article Eighth shall be a contract between the Corporation and each director who is covered by this Article Eighth while this Certificate of Incorporation is in effect. Any repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions

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occurring prior to, such repeal or modification. Notwithstanding the foregoing provisions of this Article Eighth, any right or protection provided hereunder shall be deemed to vest at the time that the act or omission occurred.

NINTH. The Corporation shall indemnify any director or officer to the fullest extent permitted by the DGCL, as amended from time to time, and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, all indemnification provided for in this Article Ninth shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any bylaw of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise. The right to indemnification and reimbursement conferred in this Article Ninth shall be a contract between the Corporation and each person who is covered by this Article Ninth while this Certificate of Incorporation is in effect. Any repeal or modification of the provisions of this Article Ninth shall not adversely affect any right or protection hereunder of any person who is covered by this Article Ninth in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification. Notwithstanding the foregoing provisions of this Article Ninth, any right or protection provided hereunder shall be deemed to vest at the time that the act or omission occurred, irrespective of when and whether a proceeding challenging such act or omission is first threatened or commenced. The rights provided hereunder shall inure to the benefit of any person who is covered by this Article Ninth and such person's heirs, executors and administrators.

TENTH. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

ELEVENTH. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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