

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carborundum Abrasives Inc.		01/01/2002	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Saint-Gobain Abrasives Canada Inc.
Street Address:	3 Beach Road
City:	Hamilton
State/Country:	ONTARIO
Postal Code:	L8L 7Y5
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1	
Property Type	Number
Registration Number:	1760917 FIBRATEX

CORRESPONDENCE DATA	
Fax Number:	(215)979-1020
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215-979-1191
Email:	nkmclaughlin@duanemorris.com
Correspondent Name:	Duane Morris LLP
Address Line 1:	One Liberty Place
Address Line 2:	36th Floor
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7396

ATTORNEY DOCKET NUMBER:	D9147-01957
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NAME OF SUBMITTER:	Nicole K. McLaughlin
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Total Attachments: 8
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Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Robert Wolf
Deputy Director - Directeur adjoint

Date



Canada



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

SAINT-GOBAIN ABRASIVES CANADA INC./

SAINT-GOBAIN ABRASIFS CANADA INC.

398815-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2002 / le 1 janvier 2002

Date of Amalgamation - Date de fusion

Canada

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SCHEDULE "A"

3. (A) The classes and any maximum number of shares that the Corporation is authorized to issue:

- an unlimited number of Class A preferred shares, issuable in the following series and in the numbers designated:

10,884,220 Class A Preferred Shares Series A;
2,500 Class A Preferred Shares Series B;
8,907,744 Class A Preferred Shares Series C;
3,250,000 Class A Preferred Shares Series D;
8,666,000 Class A Preferred Shares Series E;
1 Class A Preferred Shares Series F;
983,705 Class A Preferred Shares Series G;
4,100,000 Class A Preferred Shares Series H;

- an unlimited number of Class B preferred shares; and
- an unlimited number of common shares.

- (B) The rights, privileges, restrictions and conditions attached to each class of shares are as follows:

I. CLASS A PREFERRED SHARES

- (1) The holders of the Class A preferred shares shall be entitled to receive dividends as and when declared by the directors from time to time out of moneys of the Corporation properly applicable to the payment of dividends and the amount per share of each such dividend shall be determined by the directors of the Corporation at the time of declaration. The directors may declare in their absolute discretion dividends on the Class A preferred shares in priority to or after dividends, if any, which may be declared or paid on the Class B preferred shares or the common shares of the Corporation.
- (2) The holders of the Class A preferred shares shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation and shall be entitled to one vote for each such share except at meetings of holders of another class of shares.
- (3) The Corporation may, upon giving ten (10) days' written notice to the holders of any series of the Class A preferred shares, redeem at any time the whole or from time to time any part of the then outstanding Class A preferred shares of such series. Upon such redemption the Corporation shall pay in respect of each Class A preferred share of the particular series to be redeemed a price equal to (1) all dividends declared thereon and unpaid plus (2) the "Class A

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Preferred Series Redemption Amount" as hereinafter defined. The "Class A Preferred Series Redemption Amount" shall be the quotient determined by dividing the aggregate of the cash paid, the fair market value of the property transferred to the Corporation as consideration for the issue of shares of such series of the Class A preferred shares less the fair market value of non share consideration given by the Corporation to the person transferring such property at the time of such transfer and the fair market value of any liabilities assumed by the Corporation at the time of such transfer (the fair market values of the property transferred, of the non-share consideration and the liabilities assumed to be determined by the directors of the Corporation as at the date of transfer in accordance with generally accepted valuation and accounting principles) by the total number of Class A preferred shares of such series issued at the time of such transfer, if notices of any such redemption be given by the Corporation and if amounts sufficient to redeem the Class A preferred shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A preferred 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, upon the surrender of certificates of such shares, to receive payment therefor out of the moneys so deposited. In case a part only of the then outstanding Class A preferred shares of any series is at any time to be redeemed, the shares of the series so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide upon 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.

- (4) At any time or times a holder of Class A preferred shares of any series shall be entitled to require the Corporation to redeem all or any part of such holder's Class A preferred shares of any series at a price per share equal to the Class A Preferred Series Redemption Amount for such series determined in accordance with clause (3) hereof, together with an amount equal to all dividends declared and unpaid thereon to the redemption date. A holder of Class A preferred shares of any series desiring to have Class A preferred shares redeemed by the Corporation pursuant to this section shall deposit with the Corporation the certificates representing such Class A preferred shares as a holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of the shares represented by such certificates. The Corporation shall pay to a holder who so deposits certificates representing Class A preferred shares the above redemption price for the shares to be redeemed, as specified in the above notice from the holder, within ten (10) 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 a holder of Class A preferred shares specifies in the above notice that a part only of the Class A preferred shares represented 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 share certificate representing the Class A preferred shares of any series which are not to be redeemed. Upon payment by the Corporation of the redemption price for the Class A preferred shares so deposited by any holder, such holder, in respect of those Class A preferred shares, shall cease to be entitled to dividends or any other participation in the assets of the Corporation and shall not be entitled to exercise any of the other rights of a holder of Class A preferred shares.

- (5) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, whether voluntary or involuntary, the holders of the Class A preferred shares of each series shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the common shares but pro rata with the Class B preferred shares, an amount per share equal to the Class A Preferred Series Redemption Amount for such series determined in accordance with clause (3) hereof, together with all dividends declared thereon and unpaid. Except as aforesaid, the holders of the Class A preferred shares shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

II. CLASS B PREFERRED SHARES

- (1) The holders of the Class B preferred shares shall be entitled to receive dividends as and when declared by the directors from time to time out of moneys of the Corporation properly applicable to the payment of dividends and the amount per share of each such dividend shall be determined by the directors of the Corporation at the time of declaration. The directors may declare in their absolute discretion dividends on the Class B preferred shares in priority to or after dividends, if any, which may be declared or paid on the Class A preferred shares or the common shares of the Corporation.
- (2) The holders of the Class B preferred shares shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation and shall be entitled to one vote for each such share except at meetings of holders of another class of shares.
- (3) The Corporation may, upon giving ten (10) days written notice to the holders of the Class B preferred shares, redeem at any time the whole or from time to time any part of the then outstanding Class B preferred shares. Upon such

redemption the Corporation shall pay in respect of each Class B preferred share to be redeemed a price equal to (1) all dividends declared thereon and unpaid plus (2) the "Class B Preferred Share Redemption Amount" as hereinafter defined. The "Class B Preferred Share Redemption Amount" shall be the quotient determined by dividing the fair market value of the issued and outstanding common shares in the capital of Chemfluor Plastics Limited at 12:00 midnight on December 31, 1988 by the total number of Class B preferred shares issued to Chemplast Inc. upon the amalgamation of Chemfluor Plastics Limited, Norton Advanced Ceramics of Canada Inc./Norton Ceramiques Avancees Du Canada Inc., Carborundum Abrasives Inc./Carborundum Abrasifs Inc. and Norton Canada Inc. on January 1, 1989. The fair market value of the issued and outstanding common shares of Chemfluor Plastics Limited shall be determined by the directors of the Corporation in accordance with generally accepted valuation and accounting principles. If notices of any such redemption be given by the Corporation and if amounts sufficient to redeem the Class B preferred shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class B preferred 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, upon the surrender of certificates of such shares, to receive payment therefor out of the moneys so deposited. In case a part only of the then outstanding Class B preferred shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide upon 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.

- (4) At any time or times a holder of Class B preferred shares shall be entitled to require the Corporation to redeem all or any part of such holder's Class B preferred shares at a price per share equal to the Class B Preferred Share Redemption Amount determined in accordance with clause (3) hereof, together with an amount equal to all dividends declared and unpaid thereon to the redemption date. A holder of Class B preferred shares desiring to have Class B preferred shares redeemed by the Corporation pursuant to this section shall deposit with the Corporation the certificates representing such Class B preferred shares as the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of the shares represented by such certificates. The Corporation shall pay to a holder who so deposits certificates representing Class B preferred shares the above redemption price for the shares to be redeemed, as specified in the above notice from the holder, within ten (10) 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 a holder of Class B preferred shares specifies in the above notice that a part only of the Class B preferred shares represented 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 share certificate representing the Class B preferred shares which are not to be redeemed. Upon payment by the Corporation of the redemption price for the Class B preferred shares so deposited by any holder, such holder, in respect of those Class B preferred shares, shall cease to be entitled to dividends or any other participation in the assets of the Corporation and shall not be entitled to exercise any of the other rights of a holder of Class B preferred shares.

- (5) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, whether voluntary or involuntary, the holders of the Class B preferred shares shall be entitled to receive, before any distribution of any assets of the Corporation among the holders of the common shares but pro rata with the Class A preferred shares, an amount per share equal to the Class B Preferred Share Redemption Amount determined in accordance with clause (3) hereof, together with all dividends declared thereon and unpaid. Except as aforesaid, the holders of the Class B preferred shares shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

III. COMMON SHARES

- (1) The holders of the common shares shall be entitled to one vote for each common share held at all meetings of the shareholders, except meetings at which only holders of another specified class of shares are entitled to vote.
- (2) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the corporation, the holders of the common shares shall be entitled to receive any dividend declared by the corporation and to receive the remaining property of the corporation upon liquidation, dissolution, winding up or other distribution of assets.

SCHEDULE "B"

7. Other provisions:

The number of shareholders of the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

Any invitation to the public to subscribe for securities of the corporation is prohibited.

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