

Form PTO-1594 (rev 06/04) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U. S. Department of Commerce Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):
Boart Longyear Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

Citizenship Canada

Execution Date(s) April 1, 2006

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

2. Name and Address of receiving party(ies)
 Additional name(s) & address(es) attached? Yes No
 Name: 4345061 Canada Inc.

Internal Address: _____
 Street Address: 1111 Main Street West

City: North Bay
 State: Ontario
 Country: Canada Zip: P1B 2W4

Association - Citizenship _____
 General Partnership - Citizenship _____
 Limited Partnership - Citizenship _____
 Corporation - Citizenship _____
 Other _____
 Citizenship Canada

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment
 Other

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

A. Trademark Application No(s). _____

B. Trademark Registration No(s).
2268289
2413411

Additional numbers attached? Yes No

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

Elaine Ziff, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 Four Times Square
 New York, New York 10036
 Tel: (212) 735-2656
 Fax: (917) 777-2656
 eziff@skadden.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 1.21(h) and 3.41) \$65
 All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 217730/2005)

8. Payment Information
 Deposit Account No. 19-2385
 Authorized user Name: Evans Richardson

9. Signature. Elaine Ziff October 30, 2006
 Signature Date

Elaine Ziff, Esq. Total number of pages including cover sheet, and documents: #8
 Name of Person Signing

CH \$65.00 192385 2268289

(Page 2 of 2)

Continuation of Item 1

Name of additional conveying party(ies)/Execution Date(s):

Boart Longyear (Canada) Holdings Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

Citizenship **Canada**

Execution Date(s) **April 1, 2006**



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur
 Corporations Act 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.

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**

4345061 CANADA INC.

435501-6

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.

Richard G. Shaw
Director - Directeur

April 1, 2006 / le 1 avril 2006

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie CANADA
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)

FORMULAIRE 9
 STATUTS DE FUSION
 (ARTICLE 185)

1 - Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
4345061 CANADA INC.

2 - The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social
Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
An unlimited number of Common shares.
The attached Schedule I is incorporated into this form.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
The attached Schedule II is incorporated into this form.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 1 - Maximum: 10

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 - Other provisions, if any / Autres dispositions, s'il y a lieu
The attached Schedule III is incorporated into this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183
 184(1)
 184(2)

9 - Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre	Tel. No. / N° de tél.
Boart Longyear Inc.	4133939		2006-04-01		
Boart Longyear (Canada) Holdings Inc.	3855329		2006-04-01		
4345061 Canada Inc.	4345061		2006-04-01		

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

R 31 MAR '06 10:00



SCHEDULE I

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- (a) **Payment of Dividends:** The holders of the common shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.
- (c) **Voting Rights:** The holders of the common shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

SCHEDULE II

No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

- (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
- (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
- (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
- (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

SCHEDULE III

1. **The number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.**