

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Norton Company		05/25/2001	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Saint- Gobain Abrasives, Inc.		
<b>Street Address:</b>	One New Bond Street		
<b>City:</b>	Worcester		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01615		
<b>Entity Type:</b>	CORPORATION: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3134571	NORAX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)864-8101		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2158649803		
<b>Email:</b>	meadwayj@ballardspahr.com		
<b>Correspondent Name:</b>	Jay K. Meadway		
<b>Address Line 1:</b>	1735 Market Street, 51st Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	/Jay K. Meadway/		
<b>Signature:</b>	/Jay K. Meadway/		
<b>Date:</b>	12/15/2006		

CH \$40.00 3134571

Total Attachments: 8

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The Commonwealth of Massachusetts

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

031 021 030 051

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74)

Examiner

Name Approved

w/c, Mark E. Mathisen, President/ Vice President, and Timothy L. Feagans, Secretary/ Assistant Clerk, of NORTON COMPANY (Exact name of corporation)

located at One New Bond Street, Worcester, MA 01615-0698 (Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on MAY 25, 20 01 by a vote of the directors:

123.55 shares of Common Stock of 123.55 shares outstanding, (type, class & series, if any) shares of (type, class & series, if any) of shares outstanding, and shares of (type, class & series, if any) of shares outstanding,

being at least a majority of each type, class or series outstanding and entitled to vote thereon / \*\*being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

ARTICLE I

The name of the corporation is: SAINT-GOBAIN ABRASIVES, INC

ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies): To carry on a general manufacturing, processing, mining, engineering, contracting, merchandising and research business, and in general to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the Massachusetts General Laws.

- C P M R.A. with checkboxes

\*Delete the inapplicable words. \*\*Delete the inapplicable clause. Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

6-20-1885(4)

**ARTICLE III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	1,000	\$1.00
Preferred:		Preferred:		

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None

**ARTICLE VI**

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached Continuation Sheet VIA through VI G

*\*\*If there are no provisions state "None".*

*Notes: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

CONTINUATION SHEET VIA THROUGH VI G

VI. A. Elimination of Liability of Directors Under Certain Circumstances.

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, that these provisions shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the Massachusetts Business Corporation Law, or (iv) with respect to any transaction from which the director derived an improper personal benefit.

VI. B. Ability to be a Partner

The Corporation may be a partner in any business enterprise which the Corporation would have the power to conduct itself.

VI. C. Provisions as to Intercompany Transactions

The Corporation may enter into contracts or transact business with one or more of its directors, officers or stockholders or with any corporation, organization or other concern in which any one or more of its directors, officers or stockholders are directors, officers, stockholders, or otherwise interested and other contracts or transactions in which any one or more of its directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any wise affected by the fact that such directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such director or directors may vote or act thereat with like force and effect as if he had not such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern

of any kind above referred to shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the Corporation by reason of any such adverse interests, unless the Board of Directors shall affirmatively determine that such adverse interest is detrimental to the Corporation. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

VI. D. Issue of Stock

The whole or any part of the authorized but unissued shares of Common Stock of the Corporation may be issued at any time or from time to time by vote of its Board of Directors without further action by the stockholders.

VI. E. Provision Relative to the Place of Meetings of Stockholders

Meetings of stockholders of the Corporation may be held anywhere in the United States.

VI. F. Provisions Relative to Making, Amending and Repealing By-laws

The By-laws of the Corporation may provide that the directors (as well as the stockholders) may make, amend or repeal the By-laws in whole or in part to the extent permitted by law, subject to the limitations contained in such By-laws.

VI. G. Provision Relative to Indemnification

The Corporation shall indemnify its officers and directors to the extent provided in the By-laws.

**Saint-Gobain Abrasives, Inc**

04-100000

**Related Articles Of Organization**

Continuation Sheet VIII b.

**Officers**

<b>Title</b>	<b>Name</b>	<b>Post Office Address</b>	<b>Residential Address</b>
President	Jean-Francois Phelizon	750 E. Swedesford Road Valley Forge, PA 19482	1315 Wrenfield Way Villanova, PA 19085
Treasurer and Vice President	James F. Harkins, Jr.	750 E. Swedesford Rd. Valley Forge, PA 19482-0101	27 Meadow Creek Lane Glenmore, PA 19343
Vice President, Finance	George B. Amoss	750 E. Swedesford Rd. Valley Forge, PA 19482-0101	15 McCarthy Road Chadds Ford, PA 19317
Vice President	Steven F. Messmer	750 E. Swedesford Road Valley Forge, PA 19482	256 Cardinal Drive Conshohocken, PA 19428
Vice President	David L. Mascarin	Goddard Road Northborough, MA 01532	232 Charlestown Meadows Drive Westborough, MA 01581
Vice President	F. Lee Faust	750 E. Swedesford Rd. Valley Forge, PA 19482-0101	441 Bair Road Berwyn, PA 19312
Vice President	Dennis J. Baker	750 E. Swedesford Road Valley Forge, PA 19482	22 Carter Road Shrewsbury, MA 01545
Vice President	Robert J. Panaro	One New Bond Street Worcester, MA 01015-0008	3 Appleseed Drive Westborough, MA 01581-3649
Vice President	Gerard Walsh	750 E. Swedesford Road Valley Forge, PA 19482-0101	16 Shadow Ridge Road Wayne Township, NJ
Vice President and Assistant Treasurer	John J. Sweeney, III	750 E. Swedesford Road Valley Forge, PA 19482	110 Spring Hill Drive Swedesboro, NJ 08085
Vice President Clerk and Secretary	John R. Meshe	750 E. Swedesford Rd. Valley Forge, PA 19482-0101	128 Aspen Drive Downingtown, PA 19335
Vice President	Dorothy C. Wackerman	750 E. Swedesford Road Valley Forge, PA 19482	Signal Hill at Chesterbrook 40 Constitution Court Wayne, PA 19807
Vice President	Mark E. Mathisen	One New Bond Street, P.O. Box 15008 Worcester, MA 01615-0008	9 Spruce Pond Road Franklin, MA 02038

TRADEMARK

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**Saint-Gobain Abrasives, Inc**

04-1680940

**Restated Articles Of Organization**

Continuation Sheet VIII b. (continued)

<b>Title</b>	<b>Name</b>	<b>Post Office Address</b>	<b>Residential Address</b>
Assistant Treasurer	Salvatore J. Marinari	750 E. Swedesford Rd. Valley Forge, PA 19482-0101	908 Baker Drive Norristown, PA 19403
Assistant Secretary and Assistant Clerk	Timothy L. Feagans	One New Bond Street Worcester, MA 01615-0008	42 Worcester Road Princeton, MA 01541
Assistant Secretary	Volker R. Ulbrich	One New Bond Street, P.O. Box 15008 Worcester, MA 01615-0008	14 Metcalf Street Worcester, MA 01609
Assistant Secretary	Frank S. Anthony	One New Bond Street Worcester, MA 01615-0008	3 Hoover Road Norfolk, MA 02056
Assistant Secretary	Carol M. Gray	750 E. Swedesford Road Valley Forge, PA 19482	323 Bala Avenue Bala Cynwyd, PA 19004
Assistant Secretary	David Bennett	One New Bond Street Worcester, MA 01615-0008	455 Herringbrook Road Eastham, MA 02462

**Directors**

George R. Amoss	750 E. Swedesford Road Valley Forge, PA 19482	15 McCarthy Road Chadds Ford, PA 19317
Jean-Francois Pheizon	750 E. Swedesford Road Valley Forge, PA 19482	1315 Wrenfield Way Villanova, PA 19085

TRADEMARK

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**ARTICLE VII**

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty* days after the date of filing.

June 1, 2001

**ARTICLE VIII**

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:  
One New Bond Street, Worcester, MA 01615-0008

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See Continuation Sheet Attached	

Treasurer:

Clerk:

Directors:

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:  
December

d. The name and business address of the resident agent, if any, of the corporation is:  
CT Corporation System, 101 Federal Street, Suite 300, Boston, MA 02110

\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

- Amendment to Article I, changing name
- Amendment to Article VI adding Article VIG

SIGNED UNDER THE PENALTIES OF PERJURY, this 25<sup>th</sup> day of May, 20 01

Mark E. Mathisen / \*Vice President.  
Mark E. Mathisen

Timothy L. Feagan / \*Assistant Clerk.  
Timothy L. Feagan

\*Delete the inapplicable words. \*\*If there are no amendments, state "None"

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THE COMMONWEALTH OF MASSACHUSETTS  
RESTATED ARTICLES OF ORGANIZATION  
(General Laws, Chapter 156B, Section 74)

SECRETARY OF THE  
CORPORATION DIVISION  
JUN - 1 11:12:07

I hereby approve the within Restated Articles of Organization and,  
the filing fee in the amount of \$ 400 having been paid, said  
articles are deemed to have been filed with me this 1st day of  
June, 2001.

Effective Date: June 1, 2001

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 6/1/01 CLERK VF

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

CT Corporation System  
101 Federal Street  
Boston, Massachusetts 02110  
Telephone: (617) 675-6400

MEAD: 12/26/00 CT System Office