

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM388534

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/28/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Torchmate, Inc.		06/28/2013	Corporation:
RECEIVING PARTY DATA			
Name:	Vernon Tool Co., Ltd.		
Street Address:	1170 Trademark Drive, Ste. 101		
City:	Reno		
State/Country:	NEVADA		
Postal Code:	89521		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3480449	TORCHMATE	
CORRESPONDENCE DATA			
Fax Number:	2163832404		
<i>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.</i>			
Phone:	2163832404		
Email:	ginger_mcghee@lincolnelectric.com		
Correspondent Name:	Ginger McGhee		
Address Line 1:	22801 St. Clair Avenue		
Address Line 2:	Legal department		
Address Line 4:	Cleveland, OHIO 44117		
ATTORNEY DOCKET NUMBER:	TM 2011-010-US-NF		
NAME OF SUBMITTER:	Kevin M. Dunn		
SIGNATURE:	/Kevin M. Dunn/		
DATE SIGNED:	06/20/2016		
Total Attachments: 5			
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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made as of June 28, 2013, between Vernon Tool Co., Ltd., a Delaware corporation ("Vernon Tool") and Torchmate, Inc., a Delaware corporation ("Torchmate"). Vernon Tool and Torchmate are sometimes hereinafter jointly referred to as the "Constituent Corporations."

Background Information

A. The Constituent Corporations are each wholly owned subsidiaries of Lincoln Electric Holdings, Inc., an Ohio corporation ("Lincoln Electric").

B. The boards of directors of the Constituent Corporations have reviewed the terms and conditions of the merger contemplated in this Agreement and have determined that it is in the best interests of their respective corporations to cause Torchmate to merge with and into Vernon Tool pursuant to the laws of the State of Delaware.

Statement of Agreement

The parties to this Agreement hereby acknowledge the accuracy of the above Background Information and agree as follows:

1. The Merger. Effective as of 11:59 P.M. on June 28, 2013 (the "Effective Date"), Torchmate will merge with and into Vernon Tool (the "Merger"). On the Effective Date, the separate existence of Torchmate shall cease, and Vernon Tool shall continue as the corporation surviving the Merger and as a wholly owned subsidiary of Lincoln Electric. The name of the surviving corporation shall remain "Vernon Tool Co., Ltd."

2. Effects of the Merger.

(a) The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law and this Agreement. Vernon Tool may, at any time after the Effective Date, take any action (including executing and delivering any document) in the name and on behalf of either Vernon Tool or Torchmate in order to carry out and effectuate the transactions contemplated herein.

(b) The Certificate of Incorporation of Vernon Tool in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Vernon Tool after the Effective Date, until amended in accordance with Delaware law.

(c) The Bylaws of Vernon Tool in effect immediately prior to the Effective Date shall be the Bylaws of Vernon Tool after the Effective Date, until amended in accordance with Delaware law.

(d) The directors and officers of Vernon Tool immediately prior to the Effective Date shall continue to hold such positions after the Effective Date, pursuant to the Bylaws of Vernon Tool. Each such director and officer of Vernon Tool shall hold office until his or her respective successor has been duly elected or appointed and qualified or as otherwise provided in the Certificate of Incorporation or Bylaws of Vernon Tool or by applicable law.

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3. Conversion of Shares upon the Merger.

(a) Shares of Vernon Tool. Each share of capital stock of Vernon Tool that is issued and outstanding immediately prior to the Effective Date, all of which are held by Lincoln Electric, shall be unchanged by the Merger and shall remain issued and outstanding after the Effective Date.

(b) Shares of Torchmate. At and as of the Effective Date, all of the issued and outstanding shares of capital stock of Torchmate shall automatically be canceled and cease to exist, and all rights with respect thereto shall cease to exist.

4. Further Assurances. Each of the parties shall file all certificates, instruments and documents and take such other actions as are deemed necessary or appropriate to effectuate the Merger and all other transactions contemplated by this Agreement, including, but not limited to, filing all necessary certificates, payment of filing fees, franchise taxes and conveyance fees, obtaining all regulatory approvals and filing all foreign corporation qualifications necessary or appropriate to conduct the business of Vernon Tool following the Merger.

5. Counterparts. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

6. Successors and Assigns. This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

7. Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, understandings and negotiations, both written and oral, between the parties with respect to the subject matter of this Agreement.

8. Governing Law. This Agreement shall in all respects be governed by and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the date set forth above.

Vernon Tool Co., Ltd.

By: [Signature]
Name: JOONWEL ASSOCIATES
Title: SECRETARY

Torchmate, Inc.

By: [Signature]
Name: GEDF ALLYAN
Title: TREASURER

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Vernon Tool Co., Ltd., and the name of the corporation being merged into this surviving corporation is Torchmate, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Vernon Tool Co., Ltd., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on June 28, 2013.

SIXTH: The Agreement of Merger is on file at 22801 St. Clair Avenue, Cleveland, Ohio 44117, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of June, A.D., 2013.

By: 
Authorized Officer

Name: JENNIFER M. SWEENEY
Print or Type

Title: SECRETARY

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS

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SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of June, A.D., 2013.

By: [Signature]
Authorized Officer

Name: TENNIS ANISSORRY
Print or Type

Title: SECRETARY