

Numéro inscription :	87 489	Circ. foncière :	Stanstead
DHM de présentation :			
Registre des mentions			

C A N A D A  
PROVINCE OF QUEBEC  
DISTRICT OF ST. FRANCIS

DEED OF SALE  
TRANSFER & ASSIGNMENT  
WITH SUBROGATION  
(Sous Seing Privé)  
-----

B E F O R E the subscribing witnesses at the various times and places hereinafter mentioned:

CAME AND APPEARED

THE UTD CORPORATION, a body politic and corporate, under the laws of the Commonwealth of Massachusetts, having its chief place and principal seat of business in Athol in said Commonwealth, formerly known as the Union Twist Drill Company, of the same place, herein represented by its President, STANLEY L. HOLLAND and its Secretary, ARTHUR E. HAMM, by and in virtue of a Special Resolution of the Board of Directors of the said Corporation with the prior approval of the majority of its shareholders, both in number and in value, a certified true copy of such Resolution annexed to and forming part of these presents, and initialed by all of the parties herein, for identification, hereinafter designated as

THE PARTY OF THE FIRST PART

ET

THE UTD CORPORATION, a body politic and corporate, under the laws of the State of Delaware, in the United States of America, having its chief place and principal seat of business in Athol, in the Commonwealth of Massachusetts, herein represented by its Vice-President, LUDWIG T. SMITH, and its Assistant Secretary, FRANCIS L. CROWLEY, Jr., by and in virtue of a Special Resolution of the Board of Directors of the said Corporation, with the prior approval of the majority of its shareholders, both in number and in value, a certified true copy of such Resolution annexed to and forming part of these presents, and initialed by all of the parties herein, for identification, hereinafter designated as

THE PARTY OF THE SECOND PART

WITNESSETH AS BETWEEN THE PARTIES HEREIN

WHEREAS under the authority of the Secretary of the Commonwealth of Massachusetts, authorization was granted on the fifth day of March, nineteen sixty-four (5th March 1964); and it was provided amongst other things as follows:

"UNION TWIST DRILL COMPANY, formerly  
U T D CORPORATION, a corporation  
organized under the laws of the State



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No. 87489

Registered the OCT 10 1968

at 1 P.M. AMF/cm

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of Delaware, hereby consents to the use of the name UTD CORPORATION, by a Massachusetts corporation formerly known as UNION TWIST DRILL COMPANY, in the State of Massachusetts".

and for such purposes thereof a certified true copy of such authorization is annexed to and forms part of these presents, likewise initialed by the parties herein for identification;

WHEREAS under an Agreement and Plan of Reorganization by and between UTD Corporation and Litton Industries Inc., and Litco Inc., dated the thirteenth of June nineteen sixty-eight (13th of June 1968), it was provided amongst other things that the UTD Corporation of the Commonwealth of Massachusetts, Party of the First Part herein, sell, transfer and assign, each every and all of its physical assets to the UTD Corporation of Delaware, as affecting, amongst other things, such physical assets as situated and located in the Municipality of Ogden, and in the Town of Rock Island, in the Province of Quebec, Canada, herein-after described, without limiting the scope and the intent and purpose of such Agreement and Plan of Reorganization above referred to, and for all of which this present Sale, Transfer and Assignment with Subrogation is in accordance therewith, under the consideration, terms and conditions thereof;

NOW THEREFORE for the price of one dollar (\$1.00) and other valid considerations, fully paid and satisfied, prior to and at the time of these presents, whereof quit in full, complete and forever, pursuant to such Agreement and Plan of Reorganization above referred to, the said Party of the First Part, through its duly authorized officers, does hereby sell, transfer and assign, with full legal subrogation, unto the Party of the Second Part, the latter hereto present and accepting by its duly authorized officers, each, every and all of the physical assets in any and all of the hereinafter described immoveables, with full legal warranty, and as being free and clear from any and all encumbrances whatsoever, save and except as hereinafter mentioned, that is to say:

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D E S C R I P T I O N

A) AS REGARDS THE LANDS AND INDUSTRIAL BUILDINGS IN THE VILLAGE OF ROCK ISLAND, NOW THE TOWN OF ROCK ISLAND, together with all of the fixtures, machinery and accessories as affecting the whole or any parts, as the case may be, of the following:

Lots twelve, thirteen, fourteen, fifteen and sixteen (12, 13, 14, 15 & 16) upon the Official Cadastral Plan and Book of Reference of the said Village of Rock Island;

B) AS REGARDS THE LAKE PROPERTY, so called, as affecting part or parts of the following:

Lot one hundred fifty-eight (158) upon the Official Cadastral Plan and in the Book of Reference of the Township of Stanstead, together with buildings thereon and accessories thereto belonging;

The whole as more fully described in the following title deeds:

- a) 31 December 1919 - Sale from Butterfield and Company Inc., to Union Twist Drill Company, Reg B Vol 51, No. 20,158, and other title deeds duly registered;
- b) 26 & 31 December 1956 - Sale from Stanley L. Holland et uxor to Union Twist Drill Company; No. 63150 Deposit
- c) 21 May 1966 - Sale from Lewis V. Elvin to UTD Corporation, Deposit No. 82081;

The whole subject to any and all of the title deeds,

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rectifications, procès-verbaux and other matters, including passive and/or active servitudes in favour and/or against the herein sold lands and premises, as established by law and/or convention, less any and all of those parts since sold by the Party of the First Part to any third party(s) prior to and subsequent to their title deeds above mentioned, but in no wise within a period within ten (10) years from the date of these presents, and inclusive of any and all real rights thereto belonging;

As well as any acquisitive titles as may affect the whole or any part of the above lands, from any third party(s), as may appear at the Stanstead Division Registry Office;

Included in the above lands and buildings as above described are comprised and included any and all of the fixtures, machinery, accessories thereto appertaining and belonging, without exception or reserve whatsoever, the whole of such fixtures, machinery and accessories being for the purposes herein, immoveable by their destination, under the Provisions of Articles 379 and 380 of the Civil Code of the Province of Quebec and its Amendments.

As well as each, every and all of the rights, interests, claims, demands and/or pretensions of the said Party of the First Part, whether real and/or personal of whatever nature are likewise included in this present Sale, Transfer and Assignment with Subrogation to and in favor of the Party of the Second Part, giving to the latter the right to exercise in the realization of such rights, interests, claims, demands and/or pretensions any and all recourses in law or otherwise as might be exercised by the Party of the First Part, without restriction or reserve whatsoever, such rights, interests, claims, demands and/or pretensions as appertaining and related to the herein Sale, Transfer and Assignment with Subrogation from the Party of the First Part to the Party of the Second Part, pursuant to such Agreement and Plan of Reorganization above referred to;

THE PARTIES HEREIN DO FURTHER COVENANT AND AGREE TO THE FOLLOWING:

- a) The Party of the First Part shall pay and satisfy any and all arrears of any and all municipal and/or school taxes, including water and electrical charges as well as such current taxes and charges presently due and prorated to and inclusive of the seventh of October nineteen sixty-eight (7th of October 1968) and after such date the Party of the Second Part shall pay the prorated balance of such current taxes and charges and for the future;
- b) That the legal and effective possession and occupancy of the hereinabove described immoveables including fixtures, machinery, accessories shall be affected and exercised by the Party of the Second Part as of the eight of October nineteen sixty-eight (8th of October 1968);
- c) That as regards all insurance policies presently existing, covering fire and/or public liability, the same shall be mutually established by the parties herein, whether by transfer thereof to the Party of the Second Part, for consideration; otherwise repayment by the Party of the Second Part to the Party of the First Part, in the

event of cancellation, the unearned premiums of such policies, shall be adjusted in accordance with the schedule to be determined by the parties herein;

- d) That the Party of the Second Part declares through its authorized officers to be satisfied with the description of the immoveables inclusive of the fixtures, machinery and accessories, as well as with the structural condition of the buildings comprised in this present Deed of Sale, Transfer and Assignment with Subrogation;
- e) That the Party of the First Part shall deliver to the Party of the Second Part all of its available title deeds to the herein sold land and buildings, inclusive of an abstract of titles thereto;

WHEREFORE both parties have signed these presents through their respective and duly authorized representatives in quadruplicate, in the City of Athol, in the Commonwealth of Massachusetts, this eight of October nineteen sixty-eight (8th of October 1968);

AND WE HAVE SIGNED

UTD CORPORATION OF THE  
COMMONWEALTH OF MASSACHUSETTS

Witnesses:

Joseph B. Bickley

per

Stanley L. Holland  
STANLEY L. HOLLAND  
President

Charles W. Petty, Jr.

per

Arthur E. Hamm  
ARTHUR E. HAMM  
Secretary

UTD CORPORATION OF  
DELAWARE

Joseph B. Bickley

per

Ludwig T. Smith  
LUDWIG T. SMITH  
Vice-President

Charles W. Petty, Jr.

per

Francis L. Crowley, Jr.  
FRANCIS L. CROWLEY, Jr.  
Assistant Secretary

A F F I D A V I T

I, JOSEPH B. BICKLEY, Controller, of 293 Fredette Street, in the City of Athol, in the State of Massachusetts, U.S.A., after having taken oath, solemnly declare and state:

- 1o. THAT I was present at Athol, in the Commonwealth of Massachusetts, on the ~~EIGHT~~ of October ~~Ninety~~ ~~sixty-eight~~ ( ~~8TH~~ of October 1968) when and where the parties herein did execute this Sale, Transfer and Assignment with Subrogation by their duly authorized representatives;
- 2o. THAT in my presence at such time and place, STANLEY L. HOLLAND and ARTHUR E. HAMM, President and Secretary respectively of the UTD Corporation of the Commonwealth of Massachusetts, did sign the same in their own handwritings in my presence and in the presence of the other witness;
- 3o. THAT LUDWIG T. SMITH and FRANCIS L. CROWLEY JR., Vice President and Assistant Secretary of UTD Corporation of Delaware, did likewise sign the same in their own handwritings in my presence and in the presence of the other witness;
- 4o. THAT, *CHARLES W. PETTY, JR.* the other witness hereto was present with me when the same was so executed by the parties hereinabove mentioned;

WHEREFORE I have signed these presents, following the execution of the herein Sale, Transfer and Assignment with Subrogation at City of Athol, this ~~EIGHT~~ of October nineteen sixty-eight ( ~~8TH~~ of October 1968)

AND I HAVE SIGNED

*Joseph B. Bickley*  
Joseph B. Bickley

SWORN TO BEFORE ME AT ATHOL, MASSACHUSETTS  
This ~~12th~~ of October 1968.

*Catherine G. Gibbs*  
A NOTARY PUBLIC, WITH SEAL  
AND JUDICIAL CERTIFICATE  
OF COMMISSION.

*My commission expires February 27, 1971.*

AHF/sr

F-5371 AW.



Commonwealth of Massachusetts

I, THOMAS J. CARROLL, Clerk of the First District Court of Northern Worcester which is a Court of Record for the County and Commonwealth aforesaid, do hereby certify that  
Catherine Geikie  
Esquire, of Athol

in said County, whose signature is affixed to the Certificate on the instrument hereunto annexed, was at the date thereof a Justice of the Peace, Notary Public in and for said County and Commonwealth, duly commissioned and qualified, and authorized by the laws of this Commonwealth to take the acknowledged-ment and proof of deeds or conveyances of lands, tenements or hereditaments, or any interest therein, situated, lying and being in said Commonwealth, and other instruments in writing to be recorded in said Commonwealth and administer oaths, that full faith and credit is and ought to be given to her acts and testations done in that capacity, that I am well acquainted with her this hand writing, and I verily believe her signature to said Certificate is genuine.

Given under my hand and the seal of said Court, this  
8th  
day of Oct.

in the year one thousand nine hundred and sixty-eight  
Clerk.

R E S O L U T I O N

At a Special Meeting of the Board of Directors of the UTD Corporation, a body politic and corporate under the laws of the Commonwealth of Massachusetts, held at Athol in said Commonwealth on the tenth September, nineteen sixty-eight (10 Sept. 1968), the following Resolution, with the prior approval of the majority of its shareholders, both in number and in value, was proposed, seconded and adopted:

"THAT STANLEY L. HOLLAND, President of said Corporation, together with ARTHUR E. HAMM, Secretary thereof, be and are hereby authorized to sign on its behalf a certain Deed of Sale, Transfer and Assignment with Subrogation to and in favour of the UTD Corporation of Delaware, the whole for the price of one dollar (\$1.00) and other considerations covering all of the land, buildings, fixtures, machinery and accessories, to be described in said Deed of Sale, Transfer and Assignment with Subrogation, inclusive of all of the rights, interests, claims, demands and/or pretensions of the said Corporation, the whole pursuant with the terms and conditions of an Agreement and Plan of Reorganization by and between UTD Corporation of Massachusetts and Litton Industries, Inc., and Litco, Inc.

"THAT any and all acts so executed and/or performed by said President and Secretary above shall be fully confirmed and ratified by the UTD Corporation of the Commonwealth of Massachusetts".

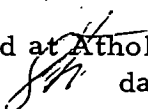

This present Resolution so proposed, seconded and adopted at such meeting on the tenth September, nineteen sixty-eight (10 Sept. 1968) at Athol, in the Commonwealth of Massachusetts.

  
STANLEY L. HOLLAND, President

  
ARTHUR E. HAMM, Secretary

I, ARTHUR E. HAMM, Secretary of the UTD Corporation of the Commonwealth of Massachusetts, hereby certify under my oath of office that the above is a true and faithful copy of the Resolution of the Directors of said Corporation, held at its chief place and principal seat of business at Athol, Massachusetts, U.S.A. on the tenth September, nineteen sixty-eight (10 Sept 1968);

AND I HAVE SIGNED

Signed at , Massachusetts  
This  day of October, 1968

Le 10 Mars 1900

Monsieur le Ministre

J'ai l'honneur de vous adresser ci-joint le rapport que vous m'avez demandé par votre lettre du 27 Février dernier.

Je vous prie d'agréer, Monsieur le Ministre, l'assurance de ma haute considération.

Le 10 Mars 1900

Le Ministre

R E S O L U T I O N

At a Special Meeting of the Board of Directors of the UTD Corporation, a body politic and corporate, under the laws of the State of Delaware, in the United States of America (formerly Litco, Inc.), held at Beverly Hills in the State of California on the 7th day of October, 1968 the following Resolution with the prior approval of all of its shareholders, both in number and in value, was proposed, seconded and adopted:

"THAT LUDWIG T. SMITH, Vice-President of said Corporation, together with FRANCIS L. CROWLEY, Jr., Assistant Secretary thereof, be and are hereby authorized to sign on its behalf as the Purchaser, a certain Deed of Sale, Transfer and Assignment with Subrogation from the UTD Corporation, a body politic and corporate under the laws of the Commonwealth of Massachusetts and to pay and satisfy the price of one dollar (\$1.00) and other valid considerations, covering all the lands, buildings, fixtures, machinery and accessories, to be described in said Deed of Sale, Transfer and Assignment with Subrogation, inclusive of all of the rights, interests, claims, demands and/or pretensions of the Party of the First Part, the whole pursuant to the terms and conditions of an Agreement and Plan of Reorganization by and between the UTD Corporation of Massachusetts and Litton Industries, Inc., and Litco, Inc.

"THAT any and all acts so executed and/or performed by said Vice-President and Assistant Secretary above shall be fully confirmed and ratified by the UTD Corporation of Delaware in the United States of America".

This present Resolution so proposed, seconded and adopted at such meeting on October 7, 1968, at Beverly Hills in the State of California.


 L.S.  
LUDWIG T. SMITH, Vice-President

 L.S.  
FRANCIS L. CROWLEY, Jr., Asst. Secy.

I, FRANCIS L. CROWLEY, Jr., Assistant-Secretary of the UTD Corporation of Delaware, hereby certify under my oath of office that the above is a true and faithful copy of the Resolution of the Directors of said Corporation, held at its chief place and principal seat of business at Beverly Hills, California, U.S.A. on the seventh October 1968 (7 October 1968);

AND I HAVE SIGNED

Signed at Athol,  
Massachusetts  
This 8<sup>th</sup> October 1968

 L.S.

Le 10/01/2023, j'ai été informé par M. [nom] que son fils [nom] avait été admis à l'école [nom] à la rentrée 2022. J'ai alors effectué les démarches nécessaires pour l'inscription de son fils à l'école [nom] et j'ai reçu le certificat d'inscription en date du 15/01/2023. J'ai alors informé M. [nom] de la date de l'inscription et j'ai reçu le certificat d'inscription en date du 15/01/2023. J'ai alors informé M. [nom] de la date de l'inscription et j'ai reçu le certificat d'inscription en date du 15/01/2023.

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The Commonwealth of Massachusetts  
Office of the Secretary  
State House, Boston 33

Kevin H. White  
Secretary of the Commonwealth

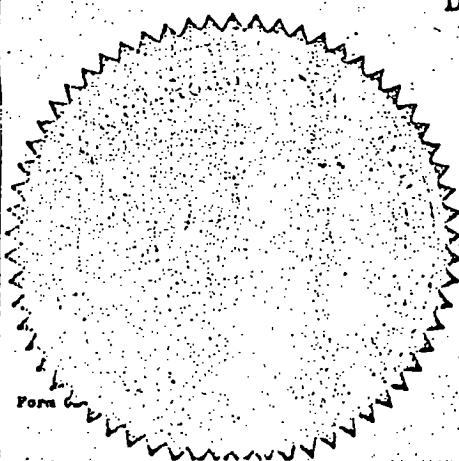
MAR 5 1964

A true copy Witnessed under the Great  
Seal of the Commonwealth of Massachusetts.

*Kevin H. White*

Secretary of the Commonwealth

*Joseph J. Porcari*  
Deputy Secretary.



UNION TWIST DRILL COMPANY, formerly U T D CORPORATION,  
a corporation organized under the laws of the State of Delaware,  
hereby consents to the use of the name UTD CORPORATION, by a  
Massachusetts corporation formerly known as UNION TWIST DRILL  
COMPANY, in the State of Massachusetts,

IN WITNESS WHEREOF, the said UNION TWIST DRILL  
COMPANY, a Delaware corporation, has caused this consent to  
be executed by its President and attested under its corporate  
seal by its Secretary, this 5 day of March 1964.

A certified true abstract by the  
Secretary and Assistant Secretary  
of both Corporations above;

*Arthur E. Hamm*  
ARTHUR E. HAMM, Secretary

*Joseph R. Porcari*  
JOSEPH R. PORCARI  
Assistant Secretary.

UNION TWIST DRILL COMPANY

BY *L. E. Gray*  
L. E. Gray, President

Signed at Athol, Mass.  
This 8th of October 1968.



Signatures numériques

Reproduction du nom du signataire du document numéro 87 489

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Nom du signataire du document 87 489

Aucune signature