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05-01-2000

U.S. Patent & TMOfc/TN Mail Ropt Dt. #22

RE

05-31-2000



101369444

Patent and Trademark Office Attorney Docket No: OBID216887

To the Honorable Assistant Commissioner for Trademarks: Please	record the attached original documents or copy thereof.
1. Name of conveying party(ies):  Orion Bus Industries Ltd.  Individuals	2. Name and address of receiving party(ies):  Name:Western Star Trucks Inc. Address:350 Hazelhurst Road  City:Mississauga
3. Nature of conveyance:  Assignment Security Agreement Other Execution date: Effective as of May 1, 1999	Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No  (Designation must be a separate document from Assignment)  Additional name(s) & address(es) attached? Yes No
Application number(s) or registration number(s):     A. Trademark Application No(s).      Additional numbers atta      Name and address of party to whom correspondence	B. Trademark Registration Nos. 1,656,194 and 1,656,195 ched? Yes No  6. Total number of applications and registrations involved: 2
concerning document should be mailed.  KiSong Kim Lang-Caditz, Esq. CHRISTENSEN O'CONNOR JOHNSON & KINDNESSPLLC 1420 Fifth Avenue Suite 2800 Seattle, WA 98101-2347 206.695.1715	7. Total fee (37 CFR 3.41):
DO NOT USE	THIS SPACE
original document.  KiSong Kim Lang-Caditz  Name of Attorney or Agent	Signature  To pages including cover sheet, attachments and document:  Date
OMB No. 0651-0011 (exp. 4/94)	
I hereby certify that this correspondence is being deposit mail with postage theron fully prepaid addressed to: Commissioner  Date: 27, 2000    Date: 481	ted with the U.S. Postal Service in a sealed envelope as first class of Patents and Trademarks, Washington, D.C. 20231, on 4-27-0

1.

Ministry of Concumer and Commercial Relations

CERTIFICATE This is to certify that these articles are effective on

Ministère de la Consommation et du Commerce CERTIFICAT Cosi cartifie que les présents statuts entront en vigueur le

MAY

Director · Directeur Business Corporations Act / Lor sur les sociétés par actions

Form 4 Business Corporations Act

Formula numbero 4 Loi sur les compagnies

# ARTICLES OF AMALGAMATION STATUTS DE FUSION

1. The name of the amalgamated corporation is:

Dénomination sociale de la compagnie issue de la fusion:

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2. The address of the registered office is:

Adresse du siège social:

Suite 810, One First Canadian Place

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.) (Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureaux, numéro du bureau)

City of Toronto

M | 5 | X | 1 | A |

(Name of Municipality or Post Office) (Nom de la municipalité ou du bureau de poste) (Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is:

Nombre (ou nombres minimal et maximal) d'administrateurs:

Minimum of one; maximum of ten

4. The director(s) is/are:

Administrateur(s):

First name, initials and sumame Prénom, initiales et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Terrence E. Peabody	14 Zelita Road Brisbane, Queensland, Australia 4070	No
Stewart G. Smith	302 - 400 Sutton Crescent Kelowna, B.C. V1V 1Y3	Yes
David L. Burke	2835 Shannon Lake Road Westbank, B.C. V4T 1T6	Yes

DYE & DURHAM FORM 4 (B.C.A.) 01/99

6.	Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.	Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.
	None.	
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7. The classes and any maximum number of shares that the corporation is authorized to issue: Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

J.

The Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattaches à chaque categorie d'actions et pouvoirs des administrateurs relatifs à chaque categorie d'actions qui peut être emise en serie:

Not applicable.

The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without either:

- (a) the previous express sanction of the holders of more than 50% of the common shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
- (b) the previous express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors.
- 10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) 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, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The Corporation has a French form and an English form of name, each of which is equivalent and may be used separately.

- 11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".
- A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Les déclarations exigees aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

6.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

WESTERN STAR TRUCKS INC./CAMIONS WESTERN STAR INC.

Per:

David I/. Burke

Secretary and Chief Financial

Officer

ORION BUS INDUSTRIES HOLDINGS

Per:

David/L. Burke

President and Secretary

Per:

David L. Burke

Secretary and Chief Financial

INDUSTRIES LTD.

Officer

ORION BUS

## SCHEDULE A-1

# STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

- I, Stewart G. Smith, of the City of Kelowna, in the Province of British Columbia, hereby state as follows:
- 1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
- 2. I am a Vice-President of Western Star Trucks Inc. / Camions Western Star Inc. (the "Corporation") and as such have knowledge of its affairs.
- 3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
- 4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Orion Bus Industries Holdings Ltd. and Orion Bus Industries Ltd. will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
- 5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.

This Statement is made this 99% day of April, 1999.

Stewart G. Smith

Vice-President

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### SCHEDULE A-2

# STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

- I, David L. Burke, of the City of Westbank, in the Province of British Columbia, hereby state as follows:
- 1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act").
- 2. I am the President and Secretary of Orion Bus Industries Holdings Ltd. (the "Corporation") and as such have knowledge of its affairs.
- 3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
- 4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Western Star Trucks Inc. / Camions Western Star Inc. and Orion Bus Industries Ltd. will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
- 5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.

This Statement is made this  $\mathcal{L}^{t \wedge}$  day of April, 1999.

David L. Byrke

President and Secretary

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### SCHEDULE A-3

# STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Stewart G. Smith, of the City of Kelowna, in the Province of British Columbia, hereby state as follows:

- 1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act").
- 2. I am a director and Vice-President of Orion Bus Industries Ltd. (the "Corporation") and as such have knowledge of its affairs.
- 3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
- 4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Western Star Trucks Inc. / Camions Western Star Inc. and Orion Bus Industries Holdings Ltd. will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
- 5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.

This Statement is made this 996 day of April, 1999.

Stewart G. Sknith

Director and Vice-President

## SCHEDULE B-1

# CERTIFIED RESOLUTION OF THE DIRECTORS OF WESTERN STAR TRUCKS INC.

# "Amalgamation with Orion Bus Industries Holdings Ltd. and Orion Bus Industries Ltd.

## WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the OBCA;
- B. Orion Bus Industries Holdings Ltd. ("OBIHL") is a direct wholly-owned subsidiary of the Corporation and Orion Bus Industries Ltd. ("OBIL") is an indirect wholly-owned subsidiary of the Corporation and a direct wholly-owned subsidiary of OBIHL;
- C. it is considered desireable and in the best interests of the Corporation that the Corporation, OBIHL and OBIL amalgamate and continue as one corporation pursuant to subsection 177(1) of the OBCA;

#### NOW THEREFORE BE IT RESOLVED THAT:

- 1. the amalgamation (the "Amalgamation") of the Corporation and OBIHL and OBIL pursuant to the provisions of subsection 177(1) of the OBCA be and the same is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of each of OBIHL and OBIL shall be cancelled without any repayment of capital in respect thereof;
- 3. except as may be prescribed by the regulation under the OBCA, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of the Corporation;
- 4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation;

E:/CLIENTS S - ZWESTERN STAR/970700 - GENERAL/DOCUMENTS/WSTI ORION AMALGAMATION/SCHEDULE B-1.DOC

- 6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the OBCA of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
- 7. this resolution may be signed by the directors in any number of counterparts and delivered by way of legible electronic or telecommunications transmission, and such counterparts together shall constitute one and the same original resolution."

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the board of directors of Western Star Trucks Inc. / Camions Western Star Inc. passed on April 39, 1999 and that the resolution remains in full force and effect unamended as at the date of this Certificate.

DATED the 29th day of April, 1999.

Stewart G. Smith Vice-President

## SCHEDULE B-2

# CERTIFIED RESOLUTION OF THE SOLE DIRECTOR OF ORION BUS INDUSTRIES HOLDINGS LTD.

# "Amalgamation with Western Star Trucks Inc. and Orion Bus Industries Ltd.

# WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA") permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the OBCA;
- B. the Corporation is a direct wholly-owned subsidiary of Western Star Trucks Inc. ("WSTI");
- C. Orion Bus Industries Ltd. ("OBIL") is a direct wholly-owned subsidiary of the Corporation and an indirect wholly-owned subsidiary of WSTI;
- D. it is considered desirable and in the best interests of the Corporation that the Corporation, WSTI and OBIL amalgamate and continue as one corporation pursuant to subsection 177(1) of the OBCA;

#### NOW THEREFORE BE IT RESOLVED THAT:

- 1. the amalgamation (the "Amalgamation") of the Corporation, WSTI and OBIL pursuant to the provisions of subsection 177(1) of the OBCA be and the same is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation and OBIL shall be cancelled without any repayment of capital in respect thereof;
- 3. except as may be prescribed by the regulation under the OBCA, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of WSTI;
- 4. upon the Amalgamation becoming effective, the by-laws of WSTI as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

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6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the OBCA of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the board of directors of Orion Bus Industries Holdings Ltd. passed on April 39, 1999 and that the resolution remains in full force and effect unamended as at the date of this Certificate.

DATED the x7th day of April, 1999.

David L. Burke

President and Secretary

## **SCHEDULE B-3**

# CERTIFIED RESOLUTION OF THE DIRECTORS OF ORION BUS INDUSTRIES LTD.

# "Amalgamation with Western Star Trucks Inc. and Orion Bus Industries Holdings Ltd.

## WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA") permits a holding corporation and one or more of its wholly-owned subsidiary corporations to amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the OBCA;
- B. the Corporation is a direct wholly-owned subsidiary of Orion Bus Industries Holdings Ltd. ("OBIHL") and an indirect wholly-owned subsidiary of Western Star Trucks Inc. ("WSTI");
- C. OBIHL is a wholly-owned subsidiary of WSTI;
- D. it is considered desirable and in the best interests of the Corporation that the Corporation, WSTI and OBIHL amalgamate and continue as one corporation pursuant to subsection 177(1 of the OBCA;

## NOW THEREFORE BE IT RESOLVED THAT:

- 1. the amalgamation (the "Amalgamation") of the Corporation, WSTI and OBIHL pursuant to the provisions of subsection 177(1) of the OBCA be and the same is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation and OBIHL shall be cancelled without any repayment of capital in respect thereof;
- 3. except as may be prescribed by the regulation under the OBCA, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of WSTI;
- 4. upon the Amalgamation becoming effective, the by-laws of WSTI as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation;

EXCLIENTS 5 - ZWESTERN STARREM 1000 - GENERALIDOCUMENTSWISTI ORION AMALGAMATIOMSCHEDULE B-1 000

- 6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the OBCA of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
- 7. this resolution may be signed by the directors in any number of counterparts and delivered by the directors by way of legible electronic or telecommunications transmission, and such counterparts together shall constitute one and the same original resolution.

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of the board of directors of Orion Bus Industries Ltd. passed on April 9999, 1999 and that the resolution remains in full force and effect unamended as at the date of this Certificate.

DATED this 2964 day of April, 1999.

Stewart G. Smith

Director and Vice-President

FORM 2- EXTRA PROVINCIAL CORPORATIONS/

ba.Consommation

Suito 200 393 University Avenue Toronto ON MSG 2M2 Bureau 200 393, avenue University Toronto ON MSG 2M2

INITIAL NOTICE/NOTICE OF CHANGE / AVIS INITIAL/AVIS DE MODIFICATION

Corporations Information Act/Loi sur les renseignements exigés des personnes morales

FORMULE 2 - PERSO	ONNES MORALES EXTRA-PROVI	NCIALES		Information Act/Loi sur les exigés des personnes morales
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FURMULE 4 - PERSUNNES MUHALES EATRA-PROVINCIALES