



101535155

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kenhar Products Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: February 1, 1998

2. Name and address of receiving party(ies):

Name: Kenhar Corporation

Internal Address: _____

Street Address: R.R. 3,

City: Guelph, Canada ZIP: N1H 6H9

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation Canada
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached: Yes No

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

B. Trademark Application No.(s)

C. Trademark Registration No.(s)

1,499,458

Additional numbers attached? Yes No

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

Name: Eric H. Weimers

Internal Address: _____

Street Address: Jenner & Block

One IBM Plaza

City: Chicago State: IL ZIP: 60611

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0460

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Eric H. Weimers
Name of Person Signing

Signature

11/9/2000
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

TRADEMARK
REEL: 002185 FRAME: 0001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:

Kenhar Products Inc.

Registration No. 1,499,458

Issued: August 9, 1988

Mark: KENHAR and Design

Goods/Services: Vehicle parts, namely, fork [lifts], arms, drum [gippers] grippers, [carpet rams] fork extensions, coil handling rams, fork mounted cranes, carpet poles, carriage bars, and load back extensions for fork lift trucks

DESIGNATION OF REPRESENTATIVE

The undersigned hereby appoints Ronald L. Wanke (Reg. No. 22,725), Michael S. Walsh (Reg. No. 29,454), Stanley A. Schlitter (Reg. No. 28,799), Eric H. Weimers (Reg. No. 33,048), Thomas G. Pasternak (Reg. No. 36,990) Patrick L. Patras (Reg. No. 37,695), Richard I. Stamm (Reg. No. 39,385), Mark P. Vrla (Reg. No. 43,973), Joseph F. Marinelli (Reg. No. 46,848) and the attorneys of Jenner & Block, located at One IBM Plaza, Chicago, Illinois 60611, as its attorneys to be representatives of Kenhar Products Inc., a Canadian corporation, upon whom may be served notices or processes in proceedings affecting the above referenced mark.

Kenhar Products Inc.

By Vince BenzamatoName: Mr. Vince BenzamatoTitle: CONTROLLERDate: OCT 12, 1988

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constituifs de

~~Kenhar Corporation~~^{AK}

and are more particularly set out in these articles..

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des compagnies qui fusionnent	Ontario Corporation Number Numéro de la compagnie en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
Kenhar Corporation	1177647	October 31 , 199 7
Kenhar Products Inc.	1176640	October 31 , 199 7
694110 Ontario Limited	694110	October 31 , 199 7
Kenhar Sales Ltd.	1256191	October 31 , 199 7

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise. Limites, sil y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie. 3

None

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:

An unlimited number of Common Shares, an unlimited number of Class IV Common Shares, an unlimited number of Class A Preferred Shares, an unlimited number of Class B Preferred Shares and an unlimited number of Class B 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: 4
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares (the "Common Shares") shall be as follows:

1. **Voting** - Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each Common Share held by such holder.
2. **Dividends** - Subject to the prior rights of the holders of any shares ranking prior to the Common Shares, the holders of the Common Shares shall be entitled to such dividends (if any) as the directors in their discretion may declare; provided, however, that no dividend on the Common Shares shall be declared unless contemporaneously therewith the directors shall declare a dividend, payable at the same time as such dividend on the Common Shares, on each Class IV Common Share then outstanding in an amount equal to the amount of the dividend payable at that time on each Common Share.
3. **Dissolution** - In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares and the Class IV Common Shares shall be entitled to receive the remaining property or assets of the Corporation in equal amounts per share, without preference or distinction.
4. **Conversion** - Each Common Share shall be convertible at the option of the holder exercisable at any time or from time to time into one Class IV Common Share. Such conversion privilege shall be exercised by the converting holder delivering to the Corporation duly endorsed in blank for transfer, a certificate for the Common Shares to be converted. Upon such conversion being made, there shall be credited to the stated capital account for the Class IV Common Shares, the balance of the stated capital attributable to the Common Shares so converted.
5. **Subdivision, consolidation, reclassification or other changes** - No subdivision, consolidation, reclassification or other change of the Common Shares shall be effected unless at the same time an equivalent or comparable subdivision, consolidation, reclassification or other change is made with respect to the Class IV Common Shares.

6. **Approval of Holders of Common Shares** - The approval of the holders of the Common Shares as to any matter referred to in these provisions may be given as specified below:

- (a) Any approval given by the holders of Common Shares shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of all the outstanding Common Shares or by a resolution passed at a meeting of holders of Common Shares duly called and held for such purpose upon not less than 21 days' notice at which the holders of at least a majority of the outstanding Common Shares are present or are represented by proxy and carried by the affirmative vote of not less than 66-2/3% of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding Common Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman of the meeting and not less than 10 days' written notice shall be given of such adjourned meeting. At such adjourned meeting, the holders of Common Shares present or represented by proxy shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66-2/3% of the votes cast at such meeting shall constitute the approval of the holders of the Common Shares.
- (b) On every poll taken at any such meeting each holder of Common Shares shall be entitled to one vote in respect of each Common Share held. Subject to the foregoing, the formalities to be observed with respect to the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the *Business Corporations Act (Ontario)* (the "Act") and the by-laws of the Corporation with respect to meetings of shareholders.

CLASS IV COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class IV Common Shares (the "Class IV Common Shares") are as follows:

7. **Dividends on Class IV Common Shares** - Subject to the prior rights of the holders of any shares ranking prior to the Class IV Common Shares, the holders of the Class IV Common Shares shall be entitled to such dividends (if any) as the directors in their discretion may declare; provided, however, that no dividend on the Class IV Common Shares shall be declared unless contemporaneously therewith the directors

shall declare a dividend, payable at the same time as such dividend on the Class IV Common Shares, on each Common Share then outstanding in an amount equal to the amount of the dividend payable at the time on each Class IV Common Share.

8. **Voting** - The holders of the Class IV Common Shares shall be entitled to notice of meetings called for the purpose of authorizing the dissolution of the Corporation or the sale or lease of its undertaking or a substantial part thereof, but, except as aforesaid or as otherwise provided in the Act or these provisions, the holders of the Class IV Common Shares shall not be entitled as such to receive notice of, or to attend or vote at, any meeting of the shareholders of the Corporation.

9. **Conversion**

(a) **Conversion Privilege** - Subject to the provisions of this paragraph 9, any holder of any Class IV Common Shares shall have the right, at his option, at any time or times upon written notice to the Corporation of his intention to convert all or any of the Class IV Common Shares held by him (the "Conversion Notice") to convert such Class IV Common Shares into fully paid and non-assessable Common Shares on the basis of one Common Share for each Class IV Common Share converted. The conversion privilege of the holders of Class IV Common Shares shall be transferable only with such shares and shall be inseparable therefrom.

(b) **Manner of Exercise of Conversion Privilege** - The conversion of one or more Class IV Common Shares as permitted by this paragraph 9 shall be effected by the holder of such Class IV Common Shares by delivering the Conversion Notice to the Corporation and by the surrender of the certificate or certificates representing such shares at the registered office of the Corporation accompanied by (i) payment or evidence satisfactory to the Corporation of payment of the tax (if any) payable in accordance with subparagraph 9(d); and (ii) the conversion form on the reverse side of the certificate representing such Class IV Common Shares duly completed and executed in which conversion form such holder may also elect to convert part only of the Class IV Common Shares represented by such certificate or certificates in which event the Corporation shall issue and deliver or cause to be delivered to such holder, at the expense of the Corporation, a new certificate representing the Class IV Common Shares represented by such certificate or certificates which have not been converted. As promptly as practicable after the surrender, as herein provided, of any Class IV Common Shares for conversion, the Corporation shall issue and deliver or cause to be delivered, to or upon the written order of the holder of the Class IV Common Shares so surrendered,

a certificate or certificates issued in the name of, or in such name or names as may be directed by, such holder respecting the number of fully paid and non-assessable Common Shares to which such holder is entitled. Such conversion shall be deemed to have been made as of the close of business on the date such Class IV Common Shares shall have been surrendered for conversion, so that the rights of the holder of such Class IV Common Shares as the holder thereof shall cease at such time and the person or persons entitled to receive Class IV Common Shares upon such conversion shall be treated for all purposes as having become the holder or holders of record of such Class IV Common Shares at such time.

- (c) **No Adjustment for Dividends** - The registered holder of any Class IV Common Share on the record date for any dividend declared payable on such share shall be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend and the registered holder of any Common Share resulting from any conversion shall be entitled to rank equally with the registered holders of all other Common Shares in respect of all dividends declared payable to holders of Common Shares of record on any date after the date of conversion. Subject as aforesaid, upon the conversion of any Class IV Common Shares the Corporation shall make no payment or adjustment on account of any dividends on the Class IV Common Shares so converted or on account of any dividends on the Common Shares issuable upon such conversion.
- (d) **Taxes on Conversion** - The issuance of certificates for Class IV Common Shares upon the conversion of Class IV Common Shares will be made without charge to the converting holders of Class IV Common Shares for any fee or tax in respect of the issuance of such certificates or the Common Shares represented thereby; provided, however, that the Corporation shall not be required to pay any tax which may be imposed upon the person or persons to whom such Common Shares are issued, in respect of the issuance of such Common Shares or the certificates therefor or which may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name or names other than that of the holder of the Class IV Common Shares converted, and the Corporation shall not be required to issue or deliver such certificate unless the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid or that the Corporation has not and will not have any liability in respect of such tax.

10. **Dissolution** - Subject to the prior rights of the holders of shares of any other class ranking senior to the Class IV Common Shares, the holders of the Common Shares shall be entitled to receive the remaining assets of the Corporation in equal amounts per share, without preference or distinction, in the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs whether voluntary or involuntary.
11. **Subdivision, consolidation, reclassification or other changes** - No subdivision, consolidation, reclassification or other change of the Common Shares or the Class IV Common Shares shall be effected unless at the same time an equivalent or comparable subdivision, consolidation, reclassification or other change is made with respect to all Common Shares and Class IV Common Shares.
12. **Approval of Holders of Class IV Common Shares** - The approval of the holders of the Class IV Common Shares as to any matter referred to in these provisions may be given as specified below:
 - (a) Any approval given by the holders of Class IV Common Shares shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of all the outstanding Class IV Common Shares or by a resolution passed at a meeting of holders of Class IV Common Shares duly called and held for such purpose upon not less than 21 days' notice at which the holders of at least a majority of the outstanding Class IV Common Shares are present or are represented by proxy and carried by the affirmative vote of not less than 66-2/3% of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding Class IV Common Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman of the meeting and not less than 10 days' written notice shall be given of such adjourned meeting. At such adjourned meeting, the holders of Class IV Common Shares present or represented by proxy shall form a quorum and, may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66-2/3% of the votes cast at such meeting shall constitute the approval of the holders of the Class IV Common Shares.
 - (b) On every poll taken at any such meeting each holder of Class IV Common Shares shall be entitled to one vote in respect of each Class IV Common Share held. Subject to the foregoing, the formalities to be observed with respect to

the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

CLASS A PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares (the "Class A Preferred Shares") shall be as follows:

13. Dividends

- (a) The holders of the Class A Preferred Shares, in priority to the Common Shares, the Class IV Common Shares, the Class B Shares and any other shares ranking junior to the Class A Preferred Shares, shall be entitled to receive on a parity with the holders of the Class B Preferred Shares and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at the rate of \$50 per share per annum. The board of directors of the Corporation shall be entitled from time to time to declare part of the fixed preferential non-cumulative cash dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within 2 months after the expiration of any fiscal year of the Corporation the board of directors in its discretion shall not declare the said dividend or any part thereof on the Class A Preferred Shares for such fiscal year then the rights of the holders of the Class A Preferred Shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of the Class A Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for.
- (b) Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of the dividends on the Class A Preferred Shares (less any tax required to be withheld by the Corporation) and payment thereof shall satisfy such dividends. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of 6 years from the date on which they were declared to be payable shall be forfeited to the Corporation.

(c) No dividends shall at any time be declared or paid on or set apart for payment on the Common Shares, the Class IV Common Shares, the Class B Shares or on any shares of any other class of the Corporation ranking junior to the Class A Preferred Shares and the Corporation shall not call for redemption nor purchase or otherwise acquire for value less than all the then outstanding Class A Preferred Shares nor purchase or otherwise acquire for value any Common Shares, the Class IV Common Shares, the Class B Shares or any shares of any other class of the Corporation ranking junior to the Class A Preferred Shares so long as any Class A Preferred Shares are outstanding, unless and until the fixed preferential non-cumulative cash dividend has been declared and paid or set apart for payment for the current fiscal year of the Corporation on all Class A Preferred Shares outstanding.

14. **Dissolution** - In the event of the dissolution, liquidation or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class A Preferred Shares on a parity with the holders of the Class B Preferred Shares shall be entitled to receive from the assets and property of the Corporation for each preference share held by them respectively the sum of \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Common Shares, the Class IV Common Shares, the Class B Shares or shares of any other class ranking junior to the Class A Preferred Shares. After payment to the holders of the Class A Preferred Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

15. **Purchase by the Corporation** - Subject to the provisions of subsection 30(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions), the Corporation may at any time or from time to time purchase (if obtainable) all or any part of the outstanding Class A Preferred Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the redemption price calculated in the manner set out in clause 16(a).

16. **Redemption by the Corporation**

(a) Subject to the provisions of subsection 32(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment re-enactment or replacement, any references

herein shall be read as referring to such amended, re-enacted or replaced provisions), the Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A Preferred Shares on payment for each share to be redeemed of a sum \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon.

- (b) In the case of redemption of Class A Preferred Shares under the provisions of clause 16(a) hereof, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A Preferred Shares. Such notice shall be mailed letter, postage prepaid, addressed to each such shareholder at his or her address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and, if only part of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Preferred Shares to be redeemed the redemption price thereof on presentation and surrender of the certificates representing the Class A Preferred Shares called for redemption at the registered office of the Corporation, or any other place or places designated in the notice of redemption. If only a part of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. On and after the date specified for redemption in any such notice the Class A Preferred Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected.
- (c) The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Preferred Shares as aforesaid to deposit the redemption price for the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption

to a special account in a specified chartered bank or a specified trust company in Canada, named in such notice of redemption, to be paid without interest to or to the order of the respective holders of such Class A Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made, the Class A Preferred Shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof after such deposit shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation. Redemption moneys that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including moneys held on deposit to a special account as provided for above) for a period of 6 years from the date specified for redemption shall be forfeited to the Corporation.

- (d) In the event that only part of the Class A Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected pro rata (disregarding fractions) from among the holders of record thereof as at the date of the notice of redemption or in such other manner as the board of directors of the Corporation in its sole discretion may deem equitable.

17. Redemption at the Option of the Holders of the Class A Preferred Shares

- (a) Subject to the provisions of subsection 32(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions, every registered holder of Class A Preferred Shares may, at his or her option and in the manner hereinafter provided, require the Corporation to redeem at any time all or part of the Class A Preferred Shares held by such holder upon payment for each share to be redeemed of the sum of \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon.
- (b) In the case of the redemption of Class A Preferred Shares under the provisions of clause 17(a) hereof, the holder thereof shall surrender the certificate or certificates representing such Class A Preferred Shares at the registered office of the Corporation accompanied by a notice in writing (hereinafter called a "redemption notice") signed by such holder requiring the

Corporation to redeem all or a specified number of the Class A Preferred Shares represented thereby. As soon as practicable following receipt of a redemption notice, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class A Preferred Shares to be redeemed the redemption price thereof. If only a part of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation.

18. **Voting Rights** - The holders of the Class A Preferred Shares shall not be entitled as such (except as hereinafter specifically provided and except as otherwise provided by the Act) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class A Preferred Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing, the dissolution of the Corporation under section 237 of the Act, or a sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business under subsection 184(3) of the Act. The Class A Preferred Shares, shall however, be entitled to vote separately as a class on any resolution to approve a change in the regional municipality in which the registered office of the Corporation is located and shall be entitled to one vote in respect of each Class A Preferred Share held.
19. **Priority** - The Class A Preferred Shares shall rank equally with the Class B Preferred Shares and in priority to the Common Shares, the Class IV Common Shares and the Class B Shares.

CLASS B PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Preferred Shares (the "Class B Preferred Shares") shall be as follows:

20. **Dividends**
- (a) The holders of the Class B Preferred Shares, in priority to the Common Shares, the Class IV Common Shares, the Class B Shares and any other shares ranking junior to the Class B Preferred Shares, shall be entitled to receive on a parity with the holders of the Class A Preferred Shares and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at the rate of \$50 per share per annum. The board of directors of the

Corporation shall be entitled from time to time to declare part of the fixed preferential non-cumulative cash dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within 2 months after the expiration of any fiscal year of the Corporation the board of directors in its discretion shall not declare the said dividend or any part thereof on the Class B Preferred Shares for such fiscal year then the rights of the holders of the Class B Preferred Shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of the Class B Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for.

- (b) Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of the dividends on the Class B Preferred Shares (less any tax required to be withheld by the Corporation) and payment thereof shall satisfy such dividends. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of 6 years from the date on which they were declared to be payable shall be forfeited to the Corporation.
- (c) No dividends shall at any time be declared or paid on or set apart for payment on the Common Shares, the Class IV Common Shares, the Class B Shares or on any shares of any other class of the Corporation ranking junior to the Class B Preferred Shares and the Corporation shall not call for redemption nor purchase or otherwise acquire for value less than all the then outstanding Class B Preferred Shares nor purchase or otherwise acquire for value any Common Shares, the Class IV Common Shares, the Class B Shares or any shares of any other class of the Corporation ranking junior to the Class B Preferred Shares so long as any Class B Preferred Shares are outstanding, unless and until the fixed preferential non-cumulative cash dividends has been declared and paid or set apart for payment for the current fiscal year of the Corporation on all Class B Preferred Shares outstanding.

21. **Dissolution** - In the event of the dissolution, liquidation or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class B Preferred Shares on a parity with the holders of the Class A Preferred Shares shall be entitled to receive from the assets and property of the Corporation for each preference share held by them respectively the sum of \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon before any amount shall be paid

or any property or assets of the Corporation distributed to the holders of any Common Shares, the Class IV Common Shares, the Class B Shares or shares of any other class ranking junior to the Class B Preferred Shares. After payment to the holders of the Class B Preferred Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

22. Purchase by the Corporation - Subject to the provisions of subsection 30(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referred to such amended, re-enacted or replaced provisions), the Corporation may at any time or from time to time purchase (if obtainable) all or any part of the outstanding Class B Preferred Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the redemption price calculated in the manner set out in clause 23(a).

23. Redemption by the Corporation

- (a) Subject to the provisions of subsection 32(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions), the Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B Preferred Shares on payment for each share to be redeemed of a sum \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon.
- (b) In the case of redemption of Class B Preferred Shares under the provisions of 23(a) hereof, the Corporation shall at least 21 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B Preferred Shares. Such notice shall be mailed letter, postage prepaid, addressed to each such shareholder at his or her address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and, if only part of the shares held by the person to whom it is

addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B Preferred Shares to be redeemed the redemption price thereof on presentation and surrender of the certificates representing the Class B Preferred Shares called for redemption at the registered office of the Corporation, or any other place or places designated in the notice of redemption. If only a part of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. On and after the date specified for redemption in any such notice the Class B Preferred Shares called for redemption shall cease to be entitled to dividends and the holders thereof should not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected.

- (c) The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Preferred Shares as aforesaid to deposit the redemption price for the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in a specified chartered bank or a specified trust company in Canada, named in such notice of redemption, to be paid without interest to or to the order of the respective holders of such Class B Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made, the Class B Preferred Shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof after such deposit shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation. Redemption moneys that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including moneys held on deposit to a special account as provided for above) for a period of 6 years from the date specified for redemption shall be forfeited to the Corporation.
- (d) In the event that only part of the Class B Preferred Shares is at anytime to be redeemed, the shares so to be redeemed shall be selected pro rata (disregarding fractions) from among the holders of record thereof as at the

date of the notice of redemption or in such other manner as the board of directors of the Corporation in its sole discretion may deem equitable.

24. Redemption at the Option of the Holders of the Class B Preferred Shares

- (a) Subject to the provisions of subsection 32(2) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions), every registered holder of Class B Preferred Shares may, at his or her option and in the manner hereinafter provided, require the Corporation to redeem at any time all or part of the Class B Preferred Shares held by such holder upon payment for each share to be redeemed of the sum of \$3,935 together with all declared and unpaid preferential non-cumulative cash dividends thereon.
- (b) In the case of the redemption of Class B Preferred Shares under the provisions of clause 24(a) hereof, the holder thereof shall surrender the certificate or certificates representing such Class B Preferred Shares at the registered office of the Corporation accompanied by a notice in writing (hereinafter called a "redemption notice") signed by such holder requiring the Corporation to redeem all or a specified number of the Class B Preferred Shares represented thereby. As soon as practicable following receipt of a redemption notice, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class B Preferred Shares to be redeemed the redemption price thereof. If only a part of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation.

- 25. Voting Rights** - The holders of the Class B Preferred Shares shall not be entitled as such (except as hereinafter specifically provided and except as otherwise provided by the Act) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class B Preferred Shares, shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation under section 237 of the Act, or a sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business under subsection 184(3) of the Act.

26. **Priority** - The Class B Preferred Shares shall rank equally with the Class A Preferred Shares and in priority to the Common Shares, the Class IV Common Shares and the Class B Shares.

CLASS B SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Shares (the "Class B Shares") are as follows:

27. **Dividends on Class B Shares** - No dividends shall at any time be declared or paid on or set apart for the Class B Shares.
28. **Voting** - The holders of Class B Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders and each share shall confer the right to one (1) vote in person or by proxy at all meetings of shareholders.
29. **Dissolution** - In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, the holders of Class B Shares shall not be entitled to receive the amount paid up on such shares or to receive or to share in any distribution of the property or assets of the Corporation.
30. **Transfer** - The right of a holder of Class B Shares to transfer Class B Shares shall be restricted in that no holder of Class B Shares may transfer Class B Shares except in compliance with the terms of any shareholder agreement or other agreement restricting the right of transfer to which the holder of the Class B Shares is a party.
31. **Redemption at the option of the Corporation** - Subject to the provisions of the Act, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class B Shares on payment for each share to be redeemed at the amount of \$0.01; in case a part only of the then outstanding Class B Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares; not less than five (5) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an

amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; after the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class B Shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class B Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

9. 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: 5

No shareholder of the Corporation shall be entitled to transfer any share or shares of the Corporation without either:

the consent of the holders of more than fifty per cent of the Common Shares for the time being outstanding expressed by a resolution passed by the votes of the holders of more than fifty per cent of the Common Shares for the time being outstanding at a meeting of the holders of the Common Shares or by a resolution in writing signed by all the holders of the Common Shares for the time being outstanding or by an instrument or instruments in writing signed by the holders of more than fifty per cent of the Common Shares for the time being outstanding; or

the consent 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 of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument or instruments in writing signed by a majority of directors of the Corporation.

10. Other provisions (if any):

Autres dispositions, s'il y a lieu:

- (a) That subject to the provisions of the *Business Corporations Act*, the Corporation may purchase any of its issued shares.
- (b) The number of shareholders of the Corporation is hereby limited to fifty (50), two (2) or more persons holding one or more shares jointly being counted as a single shareholder.
- (c) Any invitation to the public to subscribe for any shares or security of the Corporation is hereby prohibited.

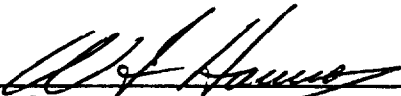
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A". Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".


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.

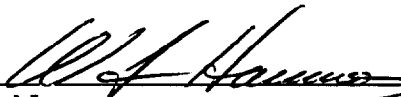
KENHAR CORPORATION

By: 
Name: ~~William J. Harrison~~
Title: President

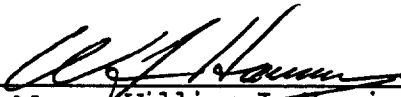
KENHAR PRODUCTS INC.

By: 
Name: ~~William J. Harrison~~
Title: President

KENHAR SALES LTD.

By: 
Name: ~~William J. Harrison~~
Title: President

694110 ONTARIO LIMITED

By: 
Name: ~~William J. Harrison~~
Title: President