

07-31-2001

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 7297.397US01



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101793122

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

1. Name of conveying party(ies):
Shuttleworth Exhaust Systems Inc.
7-2400

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of
 Other: _____

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

2. Name and address of receiving party(ies):
Lubrizon Canada Limited
5800 Thorold Stone Road
Niagara Falls L2E 6V2
Ontario, CANADA

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: January 1, 2000

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of
 Other: _____

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

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)
 1,523,429/SHUTTLEWORTH MUFFLERS & Design

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Linda M. Byrne
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910


6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Linda M. Byrne  July 20, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 24

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner for Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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TRADEMARK
REEL: 002337 FRAME: 0095

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Lubrizol Canada Limited

Examiner: N/A

Registration No.: 1,523,429

Law Office No.: N/A

Registration Date: February 7, 1989

Docket: M&G 7297.397US01

Mark: SHUTTLEWORTH MUFFLERS

**POWER OF ATTORNEY,
DESIGNATION OF DOMESTIC REPRESENTATIVE AND
CHANGE OF CORRESPONDENCE ADDRESS**

Commissioner for Trademarks
ATTN: BOX NO FEE
2900 Crystal Drive
Arlington, VA 22202-3515

Dear Commissioner:

Please revoke any existing Powers of Attorney, if any, and appoint the following attorneys, and any other attorney at Merchant & Gould P.C., to prosecute the above U.S. registration and to transact all business in the U.S. Patent and Trademark Office in connection therewith:

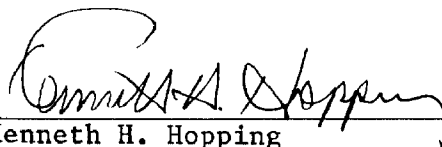
Linda M. Byrne, Reg. No. 32,404; John W. Albrecht, Reg. No. 40,481; Gregg I. Anderson, Reg. No. 28,828; Brian H. Batzli, Reg. No. 32,960; John L. Beard, Reg. No. 27,612; John A. Clifford, Reg. No. 30,247; Ronald A. Daignault, Reg. No. 25,968; Mark J. DiPietro, Reg. No. 28,707; Sandra Epp Ryan, 39,667; Kristina M. Foudray; Charles E. Golla, Reg. No. 26,896; Gregory C. Golla; John D. Gould, Reg. No. 18,223; Curtis B. Hamre, Reg. No. 29,165; Scott W. Johnston, Reg. No. 39,721; D. Randall King; Paul E. Lacy, Reg. No. 38,946; Anna W. Manville; John B. Phillips, Reg. No. 37,206; Melissa J. Pytel, Reg. No. 41,512; Brent E. Routman; Michael D. Schumann, Reg. No. 30,422; Gregory A. Sebald, Reg. No. 33,280; John R. Wahl, Reg. No. 33,044; Karrie G. Weaver, Reg. No. 43,245; and Paul A. Welter, Reg. No. 20,890.

The above firm is also hereby designated as Lubrizol Canada Limited's representative upon whom notice or process in proceedings affecting this mark may be served.

Please direct all correspondence in this registration to:

Linda M. Byrne
MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

LUBRIZOL CANADA LIMITED



Date June 29, 2001

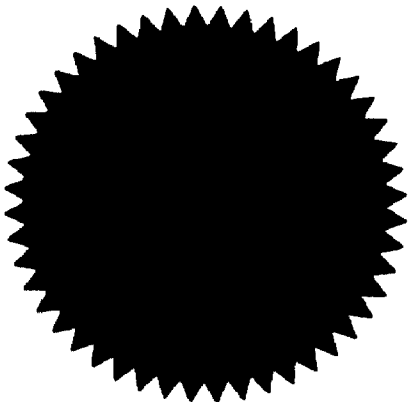
By: Kenneth H. Hopping
Title: President

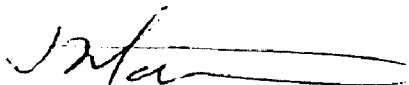
NOTARIAL CERTIFICATE

I, JOHN MARK STINSON, am a notary public duly appointed for the Province of Ontario.

I certify that I have compared the attached copy with the original articles of amalgamation of LUBRIZOL CANADA LIMITED upon which is endorsed a certificate of the Director appointed under the *Business Corporations Act* certifying that such articles are effective on January 1, 2000, and that the attached copy is a true copy of that original.

I have signed this certificate and sealed it with my notarial seal at the City of Toronto, in the Province of Ontario on January 17, 2000.





A Notary Public in the Province of Ontario

Ontario Corporation Number
Numéro de la compagnie en Ontario
1393525

Ministère de
l'Économie
Ministère de
la Régularisation
du Commerce
CERTIFICATE
This certificate is valid only if the
articles are filed in Ontario
CERTIFICAT
Ce certificat est valide uniquement si
les statuts ont été déposés en

JANUARY 01 JANVIER, 2000

And J. U...
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Trans Code	Line No.	Stat.	Comp. Type	Method Incorpor.	Share
A	0	0	A	3	3
18	20	28	29	30	31
Notice Req'd	Jurisdiction				
S	ONTARIO				A
32	33	47			57

Form 4
Business
Corporations
Act

Formule 4
numéro 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:*

L	U	B	R	I	Z	O	L		C	A	N	A	D	A		L	I	M	I	T	E	D											

2. The address of the registered office is: *Adresse du siège social:*

5800 Thorold Stone Road, Niagara Falls

(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 d'un édifice à bureaux, numéro du bureau)

City of Niagara Falls

L	2	E	6	V	2
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(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité ou du bureau de poste) (Code Postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

A minimum of 1 and a maximum of 11 directors.

4. The director(s) is/are:	<i>Administrateur(s):</i>	Resident Canadian State Yes or No / Résident Canadien Oui/Non
First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>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</i>	
William E. Goodfellow	21 Jessica Drive St. Catharines, Ontario L2M 6V9	Yes

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.

X

A) Les administrateurs 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 constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Lubrizol Canada Limited	69368	December 29, 1999
Engine Control Systems Ltd.	1120360	December 29, 1999
Big Diesel Exhaust & Filtration Systems Inc.	1366503	December 29, 1999
Shuttelworth Exhaust Systems Inc.	533116	December 29, 1999
Shuttelworth Moulded Products Limited	57654	December 29, 1999
1068678 Ontario Limited	1068678	December 29, 1999

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercises.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

5

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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:

The Corporation is authorized to issue an unlimited number of shares of one class designated as 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, privileges, 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:

Not applicable.

9. The issue, transfer or ownership of shares is/is no 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 shares shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

(a) that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) that any invitation to the public to subscribe for any securities 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".

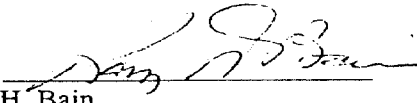
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

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

Lubrizol Canada Limited

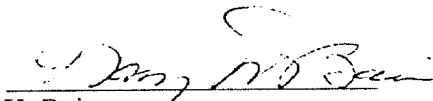
Engine Control Systems Ltd.

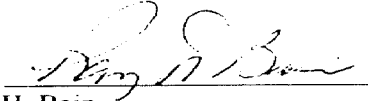
By: 
William E. Goodfellow
Director

By: 
Ray H. Bain
Director

Big Diesel Exhaust & Filtration Systems Inc.

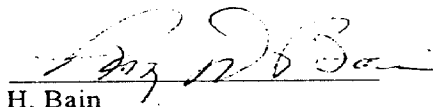
Shuttelworth Exhaust Systems Inc.

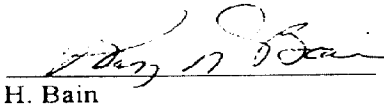
By: 
Ray H. Bain
Director

By: 
Ray H. Bain
Director

Shuttelworth Moulded Products Limited

1068678 Ontario Limited

By: 
Ray H. Bain
Director

By: 
Ray H. Bain
Director

**STATEMENT OF THE DIRECTOR OF
LUBRIZOL CANADA LIMITED
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, William E. Goodfellow, of the City of St. Catharines, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director and officer of Lubrizol Canada Limited and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttelworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.




William E. Goodfellow

**STATEMENT OF THE DIRECTOR OF
ENGINE CONTROL SYSTEMS LTD.
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Ray H. Bain, of the Town of East Gwillimbury, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director of Engine Control Systems Ltd. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttelworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.




Ray H. Bain

**STATEMENT OF THE DIRECTOR OF
BIG DIESEL EXHAUST & FILTRATION SYSTEMS INC.
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Ray H. Bain, of the Town of East Gwillimbury, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director and officer of Big Diesel Exhaust & Filtration Systems Inc. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttelworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.



Ray H. Bain

**STATEMENT OF THE DIRECTOR OF
SHUTTLEWORTH EXHAUST SYSTEMS INC.
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Ray H. Bain, of the Town of East Gwillimbury, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director and officer of Shuttleworth Exhaust Systems Inc. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttleworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.




Ray H. Bain

**STATEMENT OF THE DIRECTOR OF
SHUTTLEWORTH MOULDED PRODUCTS LIMITED
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Ray H. Bain, of the Town of East Gwillimbury, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director and officer of Shuttleworth Moulded Products Limited and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttleworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is; and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.



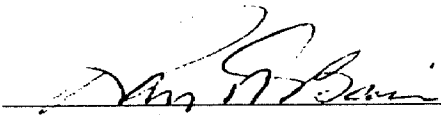
Ray H. Bain

**STATEMENT OF THE DIRECTOR OF
1068678 ONTARIO LIMITED
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Ray H. Bain, of the Town of East Gwillimbury, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am a director and officer of 1068678 Ontario Limited. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of Lubrizol Canada Limited, Engine Control Systems Ltd., Big Diesel Exhaust & Filtration Systems Inc., Shuttelworth Exhaust Systems Inc., Shuttleworth Moulded Products Limited and 1068678 Ontario Limited (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made on the 29th day of December, 1999.



Ray H. Bain

AMALGAMATION AGREEMENT

THIS AMALGAMATION AGREEMENT is made December 29, 1999.

BETWEEN:

LUBRIZOL CANADA LIMITED,
a corporation continued under
the laws of the Province of Ontario

("Lubrizol")

- and -

ENGINE CONTROL SYSTEMS LTD.,
a corporation amalgamated under
the laws of the Province of Ontario

("Engine Control")

- and -

BIG DIESEL EXHAUST & FILTRATION SYSTEMS INC.
a corporation continued under
the laws of the Province of Ontario

("Big Diesel")

- and -

SHUTTLEWORTH EXHAUST SYSTEMS INC.,
a corporation incorporated under
the laws of the Province of Ontario

("SES")

- and -

SHUTTLEWORTH MOULDED PRODUCTS LIMITED,
a corporation incorporated under
the laws of the Province of Ontario

("SMP")

- and -

1068678 ONTARIO LIMITED,
a corporation incorporated under
the laws of the province of Ontario

("Ontario")

BACKGROUND:

Lubrizol was continued under the *Business Corporations Act* by articles of continuance effective April 11, 1986.

Engine Control was amalgamated under the *Business Corporations Act* by articles of amalgamation effective February 28, 1995.

Big Diesel was continued under the *Business Corporations Act* by articles of continuance effective August 6, 1999.

SES was incorporated under *The Business Corporations Act* by articles of incorporation effective December 30, 1982.

SMP was incorporated under *The Companies Act* by letters patent effective September 3, 1948.

Ontario was incorporated under the *Business Corporations Act* by articles of incorporation effective March 28, 1994.

Lubrizol, Engine Control, Big Diesel, SES, SMP and Ontario have each made full disclosure to one another of all their respective assets and liabilities.

The authorized capital of Lubrizol consists of an unlimited number of Class A shares without par value of which 400 Class A shares are issued and outstanding as fully paid and non-assessable.

The authorized capital of Engine Control consists of an unlimited number of Class A Shares of which 691,628 are issued and outstanding as fully paid and non-assessable; an unlimited number of Class B Shares of which 932,853 are issued and outstanding as fully paid and non-assessable; an unlimited number of Class C Shares and an unlimited number of Common Shares of which 4,433,086 are issued and outstanding as fully paid and non-assessable.

The authorized capital of Big Diesel consists of an unlimited number of shares of a class designated as Class A common voting shares of which 10,000 are issued and outstanding as fully paid and non-assessable.

The authorized capital of SES consists of 30,000 non-cumulative, redeemable, non-voting preference shares and 10,000 common shares of which one common is issued and outstanding as fully paid and non-assessable.

The authorized capital of SMP consists of 14,997 common shares of which 1,000 are issued and outstanding as fully paid and non-assessable; 4,140 special shares of which none are issued and outstanding; an unlimited number of Class A special shares of which 270,000 are issued and outstanding as fully paid and non-assessable and an unlimited number of Super Special shares of which 780,000 are issued and outstanding as fully paid and non-assessable.

The authorized capital of Ontario consists of an unlimited number of shares of two classes designated as Class A shares and Class B shares of which 199 Class B shares are issued and outstanding as fully paid and non-assessable.

Lubrizol, Engine Control, Big Diesel, SES, SMP and Ontario have agreed to amalgamate as provided in this Agreement.

1. In this Agreement:
 - (a) "Act" means the *Business Corporations Act*, as amended.
 - (b) "Agreement" means this amalgamation agreement;
 - (c) "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations; and
 - (d) "Amalgamating Corporations" means Lubrizol, Engine Control, Big Diesel, SES, SMP and Ontario.
2. Each of the Amalgamating Corporations agrees to amalgamate and to continue as one corporation as provided in this Agreement.
3. The name of the Amalgamated Corporation shall be Lubrizol Canada Limited.
4. The registered office of the Amalgamated Corporation shall be in the City of Niagara Falls and located at 5800 Thorold Stone Road, Niagara Falls, Ontario L2E 6V2.
5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.
6. The by-laws of the Amalgamated Corporation will not be any of the by-laws of the Amalgamating Corporations. A copy of the proposed by-laws of the Amalgamated Corporation may be examined at 5800 Thorold Stone Road, Niagara Falls, Ontario L2E 6V2.
7. The share capital of the Amalgamated Corporation shall consist of an unlimited number of shares of one class designated as common shares.
8. The issued and outstanding shares in the capital of the Amalgamating Corporations shall be cancelled or converted into issued shares in the capital of the Amalgamated Corporation as follows:
 - (a) the 400 issued and outstanding Class A shares of Lubrizol shall be converted into 400 issued and outstanding common shares of the Amalgamated Corporation;
 - (a) the 691,628 issued and outstanding Class A Shares of Engine Control shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;

- (b) the 932,853 issued and outstanding Class B Shares of Engine Control shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (c) the 4,433,086 issued and outstanding Common Shares of Engine Control shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (d) the 10,000 issued and outstanding Class A common voting shares of Big Diesel shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (d) the one common share of SES shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (e) the 1,000 common shares of SMP shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (f) the 270,000 Class A special shares of SMP shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (g) the 780,000 Super Special shares of SMP shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation; and
- (h) the 199 Class B shares of Ontario shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation.

After the amalgamation contemplated in this Agreement is effective, each shareholder of an Amalgamating Corporation shall be entitled to receive certificates for shares of the Amalgamated Corporation as provided above upon surrender of all certificates representing shares held in any of the Amalgamating Corporations.

10. The right to transfer shares of the Amalgamated Corporation shall be restricted in that no shares shall be transferred without either:

- (a) the consent of the directors of the Amalgamated Corporation expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holders of shares of the Amalgamated Corporation to which are attached at least a majority of the votes attaching to all shares of the Amalgamated Corporation for the time being outstanding, carrying a voting right either under all

circumstances or under some circumstances that have occurred and are continuing, expressed by resolution passed by such shareholders or by an instrument or instruments in writing signed by such shareholders, which consent may be given either prior or subsequent to the time of transfer of such shares.

11. The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in the employment of the Amalgamated Corporation and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated 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.

12. Any invitation to the public to subscribe for any securities of the Amalgamated Corporation is hereby prohibited.

13. The Board of Directors of the Amalgamated Corporation shall consist of a minimum of 1 director and a maximum of 11 directors and shall be one director, until changed in accordance with the Act. The first director is:

<u>Full Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
William E. Goodfellow	21 Jessica Drive St. Catharines, Ontario L2M 6V9	Yes

The first director shall hold office until the first annual meeting of the Amalgamated Corporation or until a successor is elected or appointed. The subsequent director or directors shall be elected each year thereafter at either an annual meeting or a special meeting of the shareholders. The directors shall manage or supervise the management of the business and affairs of the Amalgamated Corporation, subject to the provisions of any unanimous shareholder agreement and the Act.

14. Upon the endorsement of the certificate of amalgamation under the Act:
- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
 - (b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
 - (c) a conviction against, or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

- (d) the Articles of Amalgamation shall be deemed to be the articles of incorporation of the Amalgamated Corporation and, except for purposes of subsection 117(1) of the Act, the certificate of amalgamation shall be deemed to be the certificate of incorporation of the Amalgamated Corporation; and
- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

15. This Agreement may be terminated by the directors of any of the Amalgamating Corporations, notwithstanding the approval of this agreement by the shareholders of such Amalgamating Corporation, at any time prior to the endorsement of a certificate of amalgamation under the Act in respect of this Agreement.

TO WITNESS THEIR AGREEMENT the parties have duly executed this Agreement by the signatures of their proper officers in that behalf.

LUBRIZOL CANADA LIMITED

ENGINE CONTROL SYSTEMS LTD.

sgd "William E. Goodfellow"

sgd "Ray H. Bain"

By: _____
 Name: William E. Goodfellow
 Title: Director

By: _____
 Name: Ray H. Bain
 Title: Director

BIG DIESEL EXHAUST & FILTRATION SYSTEMS INC.

SHUTTLEWORTH EXHAUST SYSTEMS INC.

sgd "Ray H. Bain"

sgd "Ray H. Bain"

By: _____
 Name: Ray H. Bain
 Title: Director

By: _____
 Name: Ray H. Bain
 Title: Director

SHUTTLEWORTH MOULDED PRODUCTS LIMITED

1068678 ONTARIO LIMITED

sgd "Ray H. Bain"

sgd "Ray H. Bain"

By: _____
 Name: Ray H. Bain
 Title: Director

By: _____
 Name: Ray H. Bain
 Title: Director