

10-17-2001

Commissioner of Pate

Washington, D.C. 20231

FORM PTO-1618A



U.S. DEPARTMENT OF COMMERCE

(Rev. 6-99)

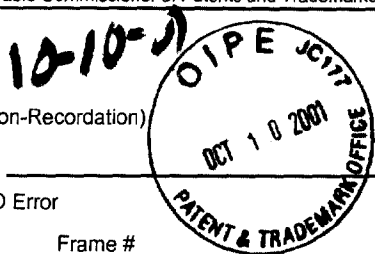
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Patent and Trademark Office

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

1. Submission Type

- New
- Resubmission (Non-Recordation)
- Correction of PTO Error
- Corrective Document



2. Name of Conveying Party(ies):

TROSPORT ACQUISITIONS INC.

3. Name and Address of Receiving Party(ies):

Name: SPORT MASKA INC.

Street Address: 7405 TRANS CANADA HW, SUITE 300

City: ST. LAURENT

State: CANADA H45 1Z2 Zip: \_\_\_\_\_

- Individual(s)
- General Partnership
- Corporation-State CANADA
- Other: \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State CANADA
- Other \_\_\_\_\_

Additional Name(s) of conveying attached?  Yes  No

4. Nature of conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- Change of Name

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

Execution Date: APRIL 1, 1999

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

A. Trademark Applicant No.(s)

B. Trademark Registration No.(s)

2,139,912 ; 2,088,508

Additional Sheet attached?  Yes  No

6 Name and address of party to whom correspondence concerning this matter should be mailed:

**CUSTOMER NUMBER 00136**  
**JACOBSON HOLMAN PLLC**  
 400 7th Street, N.W.  
 Washington, DC 20004  
 Tel. 202-638-6666

Attorney Docket No. 10158/G-10158

7. Number of applications and registrations involved: 2

8. Total fee (37 CFR 3.41)..... \$ 65.00

- Enclosed
- Any deficiencies in enclosed fees are authorized to be charged to account 06-1358

DO NOT USE THIS SPACE

10. 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.

HARVEY B. JACOBSON, JR.  
Name of Person Signing

*Harvey B. Jacobson, Jr.*  
Signature

October 10, 2001  
Date

Total number of pages excluding cover sheet: 13

10/16/2001 BT0N11 00000235 2139912

01 FC:481  
02 FC:482

JPH&S 301-11/99

40.00 DP  
25.00 DP

TRADEMARK  
REEL: 002384 FRAME: 0138

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Registration of:

Issued: 1997 08 19

Registration No.: 2 088 508

Mark: HEATON &amp; H DESIGN

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The undersigned hereby designates the law firm of JACOBSON, PRICE, HOLMAN & STERN, PLLC, whose postal address is 400 Seventh Street, N.W., Washington, D.C., 20004, as its domestic representative upon whom notices or process in proceedings affecting the above-identified mark may be served.

**POWER OF ATTORNEY**

HARVEY B. JACOBSON, JR., JOHN C. HOLMAN, MARVIN R. STERN, SIMOR L. MOSKOWITZ, MICHAEL R. SLOBASKY, MARSHA G. GENTNER, JONATHAN L. SCHERER, IRWIN M. AISENBERG, WILLIAM E. PLAYER AND YOON S. HAM, all members of the District of Columbia Bar, are hereby designated Registrant's attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified registration, and Registrant hereby revokes all prior powers of attorney and/or designation of counsel in connection with such registration. Please address all correspondence to JACOBSON, PRICE, HOLMAN & STERN, PLLC, 400 Seventh Street, N.W., Washington, D.C. 20004-2201.

Name: SPORT MASKA INC.

By:   
\_\_\_\_\_

Graham S. Garner

Title: Corporate Counsel

Date: \_\_\_\_\_

28 MAY 2001

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Registration of:

Issued: 1998 03 03

Registration No.: 2 139 912

Mark: HEATON DESIGN

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The undersigned hereby designates the law firm of JACOBSON, PRICE, HOLMAN & STERN, PLLC, whose postal address is 400 Seventh Street, N.W., Washington, D.C., 20004, as its domestic representative upon whom notices or process in proceedings affecting the above-identified mark may be served.

**POWER OF ATTORNEY**

HARVEY B. JACOBSON, JR., JOHN C. HOLMAN, MARVIN R. STERN, SIMOR L. MOSKOWITZ, MICHAEL R. SLOBASKY, MARSHA G. GENTNER, JONATHAN L. SCHERER, IRWIN M. AISENBERG, WILLIAM E. PLAYER AND YOON S. HAM, all members of the District of Columbia Bar, are hereby designated Registrant's attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified registration, and Registrant hereby revokes all prior powers of attorney and/or designation of counsel in connection with such registration. Please address all correspondence to JACOBSON, PRICE, HOLMAN & STERN, PLLC, 400 Seventh Street, N.W., Washington, D.C. 20004-2201.

Name: SPORT MASKA INC.

By:  \_\_\_\_\_

Graham S. Garner

Title: Corporate Counsel

Date: 28 MAY 2001

New Brunswick  
Nouveau Brunswick

CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT  
CERTIFICATE OF AMALGAMATION  
(SECTION 124)

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS COMMERCIALES  
CERTIFICAT DE FUSION  
(ARTICLE 124)

Sport Maska Inc.

Name of Corporation / Raison sociale de la corporation

509037

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following  
JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la  
corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.  
Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

CERTIFIED COPY - TRUE AND CORRECT  
COPIE CERTIFIÉE - EXACTE ET CONFORME

03-08-2001

Day/Jour - Month/Mois - Year/Année

*[Signature]*

Director - Business Corporations Act  
Directeur - Loi sur les corporations commerciales  
New Brunswick / Nouveau-Brunswick

*[Signature]*

Director  
Directeur

Date of Amalgamation  
Date de fusion  
April 1, 1999

FORM 6

FORMULE 6

ARTICLES OF AMALGAMATION  
(SECTION 124)

STATUTS DE FUSION  
(ARTICLE 124)

1-Name of Corporation Raison sociale de la corporation  
Sport Masks Inc.

2-The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value. Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair.

See attached Schedule "A" and Schedule "B" which are incorporated into this form.

3-Restrictions if any on share transfers Restrictions, s'il y en a, au transfert d'actions  
No shares of the Corporation shall be transferred without the approval of the directors of the Corporation evidenced by a resolution duly adopted by them.

4-Number (or minimum and maximum number) of directors Nombre (ou nombre minimum et maximum) d'administrateurs  
The Corporation shall have a minimum of one (1) and a maximum of seven (7) directors as determined by resolution of the directors.

5-Restrictions, if any, on business the corporation may carry on Restrictions, s'il y en a, à l'activité que peut exercer la corporation  
None

6-Other provisions, if any Autres dispositions, s'il y en a.  
See attached Schedule "C" which is incorporated into this form.

7-  
A  The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the BUSINESS CORPORATIONS ACT. A  La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 cidessous, conformément à l'article 122 de la LOI SUR LES CORPORATIONS COMMERCIALES. 250.00  
B  The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the BUSINESS CORPORATIONS ACT. These Articles of Amalgamation are the same as the Articles of Continuance of Sport Masks Inc. B  La fusion a été approuvée par une résolution d'administrateurs de chacune des corporations fusionnantes mentionnées à l'article 123 cidessus, conformément à l'article 123 de la LOI SUR LES CORPORATIONS COMMERCIALES. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée). 260.00

8-Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation. 8-Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion.  
Sport Masks Inc.

9-Name of Amalgamating Corporations Raison Sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
Sport Maska Inc.	506217		25/03/99	Secretary
Tropsport Acquisitions Inc.	509036		25/03/99	Secretary

FOR DEPARTMENT USE ONLY RESERVE A L'USAGE DU MINISTÈRE  
Corporation No.-Corporation No. 509037 Filed-Déposé **FILED/DEPOSE** APR 01 1999

**SPORT MASKA INC.**

(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6  
UNDER THE BUSINESS CORPORATIONS ACT**

The Corporation is authorized to issue an unlimited number of class A shares, class B shares, class C shares and class D shares all without par value.

The class A shares, the class B shares, the class C shares and the class D shares shall respectively carry and be subject to the following rights, privileges, restrictions and limitations, that is to say:

**A. DIVIDENDS**

The holders of the class B shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends on the class A shares, class C shares and class D shares be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of TWO percent (2%) per quarter calculated on the class B Redemption Amount. If in any quarter, after providing for the full dividend on the class B shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof, in the discretion of the directors, may be applied to dividends on the class A shares, class C shares and class D shares. The holders of the class B shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinabove provided.

The holders of the class C shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends on the class A shares and class D shares, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of THREE AND ONE-HALF percent (3½%) per quarter calculated on the class C Redemption Amount. If in any quarter, after providing for the full dividend on the class C shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof, in the discretion of the directors, may be applied to dividends on the class A shares and class D shares. The holders of the class C shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinabove provided.

The holders of the class D shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends on the class A shares be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of TWO AND ONE-HALF percent (2½%) per quarter calculated on the

class D Redemption Amount. If in any quarter, after providing for the full dividend on the class D shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof, in the discretion of the directors, may be applied to dividends on the class A shares. The holders of the class D shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the said rate hereinabove provided.

Class D shares shall be issuable in lawful currency of the United States of America, and for all purposes hereof the term: "amount paid up" or "capital" in respect of the class D shares shall mean the amount paid up thereon in lawful currency of the United States of America, and all dividends in respect of the class D shares shall be paid in lawful currency of the United States of America.

#### **B. RETURN OF CAPITAL**

The class B shares shall rank, both as regards dividends and return of the class B Redemption Amount, in priority to the class A shares, class C shares and class D shares of the Corporation but shall not have any further right to participate in profits or assets.

The class C shares shall rank, both as regards dividends and return of the class C Redemption Amount, in priority to the class A shares and class D shares of the Corporation but shall not have any further right to participate in profits or assets.

The class D shares shall rank, both as regards dividends and return of the class D Redemption Amount, in priority to the class A shares of the Corporation but shall not have any further right to participate in profits or assets.

#### **C. REDEMPTION**

Subject to the provisions of Section 23(2) of the *Business Corporations Act*, the Corporation may redeem the whole or any part of the class B shares, on payment, for each share to be redeemed, of the class B Redemption Amount together with all dividends declared thereon and unpaid.

Subject to the provisions of Section 33(2) of the *Business Corporations Act*, the Corporation may redeem the whole or any part of the class C shares, on payment, for each share to be redeemed, of the class C Redemption Amount together with all dividends declared thereon and unpaid.

Subject to the provisions of Section 33(2) of the *Business Corporations Act*, the Corporation may redeem the whole or any part of the class D shares, on payment, for each share to be redeemed, of the class D Redemption Amount together with all dividends declared thereon and unpaid.

**D. PURCHASE**

Subject to the provisions of Section 31(2) of the *Business Corporations Act*, the Corporation shall have the right, at its option at any time and from time to time, to purchase the whole or any part of the class A shares or the whole or any part of the class B shares or the whole or any part of the class C shares or the whole or any part of the class D shares pursuant to tenders or, with the unanimous consent of the holders of all issued shares of the class affected by such purchase, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the redemption price thereof hereinabove specified.

**E. LIQUIDATION**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the class B shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal to the class B Redemption Amount plus an amount equal to any dividends declared thereon and unpaid and no more. Thereafter, the holders of the class C shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the class A shares and class D shares, an amount equal to the class C Redemption Amount plus an amount equal to any dividends declared thereon and unpaid and no more. Thereafter, the holders of the class D shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the class A shares, an amount equal to the class D Redemption Amount plus an amount equal to any dividends declared thereon and unpaid and no more. Thereafter, the remaining assets of the Corporation shall be distributed to the holders of the class A shares.

**F. VOTING**

Each holder of class A shares, class B shares, class C shares and class D shares shall be entitled to one (1) vote in person or by proxy at all shareholders' meetings for each of such shares so held.

**G. RETRACTION**

Subject to the provisions of Section 33(2) of the *Business Corporations Act*, and as hereinafter provided, each holder of record of the class B shares shall be entitled, on the first (1<sup>st</sup>) day of each month, to tender by notice in writing delivered to the Corporation, all or any part of the class B shares then held by such shareholder for purchase by the Corporation at a price equal to the aggregate class B Redemption Amount for the class B shares so tendered together with all dividends declared thereon but unpaid. Subject to the provisions of Section 33(2) of the *Business Corporations Act*, and as hereinafter provided, each holder



of record of the class C shares shall be entitled, on the first (1<sup>st</sup>) day of each month, to tender by notice in writing delivered to the Corporation, all or any part of the class C shares then held by such shareholder for purchase by the Corporation at a price equal to the aggregate class C Redemption Amount of the class C shares so tendered together with all dividends declared thereon but unpaid. Subject to the provisions of Section 33(2) of the *Business Corporations Act*, and as hereinafter provided, each holder of record of the class D shares shall be entitled, on the first (1<sup>st</sup>) day of each month, to tender by notice in writing delivered to the Corporation, all or any part of the class D shares then held by such shareholder for purchase by the Corporation at a price equal to the aggregate class D Redemption Amount of the class D shares so tendered together with all dividends declared thereon but unpaid.

The Corporation shall, within 30 days of receipt of any such notice, accept and purchase all the shares so tendered provided that the holder of such shares shall have deposited the certificate(s) representing such shares with the Secretary of the Corporation at the time of the delivery of the notice hereinabove referred to. Notwithstanding the foregoing, the Corporation shall only be obliged to purchase shares so tendered to the extent that such purchase would not be contrary to any applicable law, and if such purchase of any such shares would be contrary to any applicable law, the Corporation shall only be obliged to purchase such shares to the extent that the moneys applied thereto shall be such amount (rounded to the next multiple of \$100.00) as would not be contrary to such law, in which case the Corporation shall pay to each holder his pro rata share of the purchase moneys allocable and shall cause to be issued to such holder a new share certificate, at the expense of the Corporation, representing the shares held by such shareholder and not purchased by the Corporation. If less than all the class B shares, class C shares or class D shares, represented by any certificate or certificates are to be redeemed, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the class B shares, class C shares or class D shares, as the case may be, comprised in the certificate or certificates deposited as aforesaid which are not to be redeemed.

#### **H. CLASS B REDEMPTION AMOUNT**

Reference herein to the class B Redemption Amount in respect of each class B share shall mean the fair market value, as determined by the directors at the date of issuance, of the consideration received (including, without limitation, shares of another class of the Corporation) in exchange for the class B shares divided by the number of class B shares so issued. Such fair market value is to be determined on the basis of generally accepted accounting and valuation principles and subject to the revision of any price in accordance with any binding agreement with or decision by the appropriate taxation authorities. In the event that any such revision shall result in a final determination under the provisions of the appropriate taxation legislation and the amount determined is an amount other than the amount for which the shares were issued as determined in accordance with the foregoing,

such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to be the amount of the consideration for which the said class B shares were issued and the class B Redemption Amount in respect of each class B share so issued shall be such amount divided by the number of class B shares so issued.

**I. CLASS C REDEMPTION AMOUNT**

Reference herein to the class C Redemption Amount in respect of each class C share shall mean the fair market value, as determined by the directors at the date of issuance, of the consideration received (including, without limitation, shares of another class of the Corporation) in exchange for the class C shares divided by the number of class C shares so issued. Such fair market value is to be determined on the basis of generally accepted accounting and valuation principles and subject to the revision of any price in accordance with any binding agreement with or decision by the appropriate taxation authorities. In the event that any such revision shall result in a final determination under the provisions of the appropriate taxation legislation and the amount determined is an amount other than the amount for which the shares were issued as determined in accordance with the foregoing, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to be the amount of the consideration for which the said class C shares were issued and the class C Redemption Amount in respect of each class C share so issued shall be such amount divided by the number of class C shares so issued.

**J. CLASS D REDEMPTION AMOUNT**

Reference herein to the class D Redemption Amount in respect of each class D share shall mean the fair market value, as determined by the directors at the date of issuance, of the consideration received (including, without limitation, shares of another class of the Corporation) in exchange for the class D shares divided by the number of class D shares so issued. Such fair market value is to be determined on the basis of generally accepted accounting and valuation principles and subject to the revision of any price in accordance with any binding agreement with or decision by the appropriate taxation authorities. In the event that any such revision shall result in a final determination under the provisions of the appropriate taxation legislation and the amount determined is an amount other than the amount for which the shares were issued as determined in accordance with the foregoing, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to be the amount of the consideration for which the said class D shares were issued and the class D Redemption Amount in respect of each class D share so issued shall be such amount divided by the number of class D shares so issued.

**K. AMENDMENT**

The Corporation shall not, except by special resolution signed by all the shareholders entitled to vote on that resolution or passed by a majority of not less than two thirds of the votes cast of all the shareholders present or represented at, and voting separately by classes at, a special general meeting of shareholders called for considering such resolution and upon compliance with any relevant provisions of the laws governing the Corporation, (i) create any other class of shares, (ii) voluntarily liquidate or dissolve the Corporation, (iii) distribute any surplus of the Corporation other than by way of dividend or by redemption or purchase or retraction of any class B, class C or class D shares in accordance with the provisions of paragraphs A, C, D and G, respectively, hereof, or (iv) repeal, amend or otherwise alter any of the provisions contained in paragraphs A to J hereof or in this paragraph K.

**FILED/DEPOSE** APR 01 1999

**SPORT MASKA INC.**

(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "B" TO THE FOREGOING FORM 6  
UNDER THE BUSINESS CORPORATIONS ACT**

Notwithstanding any provision to the contrary in this Form 6, the Corporation shall not be authorized to issue, and there shall not be issued, any non-voting shares or other non-voting securities of the Corporation; this provision is included in these articles of the Corporation in compliance with Section 1123(a)(6) of Title 11 of the United States Code (11 U.S.C. § 101 *et. seq*), and shall have no force or effect except to the extent and so long as such section is applicable to the Corporation.

**FILED/DEPOSE** APR 01 1989

**SPORT MASKA INC.**

(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "C" TO THE FOREGOING FORM 6  
UNDER THE BUSINESS CORPORATIONS ACT**

**1. NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

**2. PRE-EMPTIVE RIGHTS**

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class or any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion

of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

3. **PRIVATE CORPORATION RESTRICTIONS**

- (A) The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and persons who, having been formerly in the employment of the Corporation, have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than fifty (50) persons.
- (B) Any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited.

4. **FINANCIAL ASSISTANCE**

The Corporation or any corporation with which it is affiliated may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation; or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

**FILED / DEPOSE** APR 01 1999