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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner of

Patent and Trademark Office  
Send original documents or copy thereof.

1. Name of conveying party(ies):  
 Richards-Wilcox Canada Inc. *2-11-02*  
 Raynor Canada Inc.

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

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

2. Name and address of receiving party(ies)  
 Name: Raynor Canada Inc. c.o.b. Richards-Wilcox  
 Internal \_\_\_\_\_ Canada  
 Address: \_\_\_\_\_

Street Address: 6311 Vipond Drive  
 City: Mississauga State: ON Zip: L5T 1T7  
 Canada

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Ontario, 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

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

Execution Date: Jan. 19/00

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 75/657,990  
75/657,989      75/651,074

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,177,982

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

Internal Address: Keyser Mason Ball, LLP  
Suite 701

Street Address: 201 City Centre Drive

City: Mississauga State: ON Zip: L5B 2T4  
 Canada

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41).....\$ 160.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
11-0687

DO NOT USE THIS SPACE

9. Signature.  
Eugene J.A. Gierczak  
 Name of Person Signing

*[Signature]*  
 Signature

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

Date: Nov 30, 2006

12/06/2001 LUMELER 00000193 110487  
 01 FC:481  
 02 FC:482

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

TRADEMARK  
 REEL: 002442 FRAME: 0754



A F F I D A V I T

I, Ray Friesen, President of Raynor Canada Inc. c.o.b. as Richards-Wilcox Canada, **MAKE OATH AND SAY:**

1. Raynor Canada Inc. was incorporated on February 25, 1999. Attached hereto and marked as exhibit "A" to this my affidavit is a copy of the Articles of Incorporation.

2. Richards-Wilcox Canada Inc., Debsha-Cheldon Holdings Inc., and Dave Jorlyn Holdings Inc. amalgamated to form Richards-Wilcox Canada Inc. on March 1, 1999. Attached hereto and marked as exhibit "B" to this my affidavit is a copy of the Articles of Amalgamation.

3. Raynor Canada Inc. acquired all the issued and outstanding shares of Richards-Wilcox Canada Inc. As a result of that transaction, Richards-Wilcox Canada Inc. became a wholly owned subsidiary of Raynor Canada Inc.

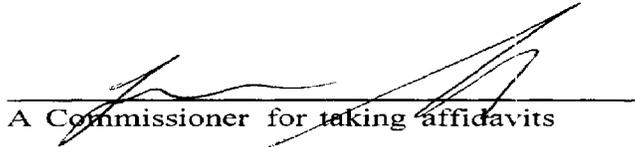
4. Subsequent to the completion of the share purchase mentioned in paragraph 3 above, Raynor Canada Inc. amalgamated with its wholly owned subsidiary Richards-Wilcox Canada Inc. to form Raynor Canada Inc. Attached hereto and marked as exhibit "C" to this my affidavit is a copy of the Articles of Amalgamation dated March 1, 1999.

5. Subsequent to the amalgamation, a business name was filed on behalf of Raynor Canada Inc. allowing it to carry on business as Richards-Wilcox Canada. Attached hereto and marked as exhibit "D" to this my affidavit is a copy of the business name filing.

6. This affidavit is being made to record the change of name of the Company and not for any improper purpose.

SWORN before me at the City of )  
Mississauga, in the Regional )  
Municipality of Peel, this 19 )  
day of Jan , 2000. )

  
RAY FRIESEN

  
A Commissioner for taking affidavits

CANADA

| Trade-mark      | Serial No. | Filing Date   | Registration No. | Registration Date |
|-----------------|------------|---------------|------------------|-------------------|
| FYREWARD        |            |               | 436,796          | Dec. 9, 1994      |
| THERMATITE      |            |               | 469,603          | Jan. 23, 1997     |
| ROLLTITE        |            |               | 483,809          | Oct. 8, 1997      |
| ALUMATITE       | 788,907    | July 31, 1995 |                  |                   |
| R-W & DESIGN    |            |               | 494,601          | May 14, 1998      |
| RICHARDS-WILCOX |            |               | 494,512          | May 13, 1998      |
| RICHARDS-WILCOX | 899,154    | Dec. 11, 1998 |                  |                   |
| ALUM-A-LITE     |            |               | 288,282          | Feb. 24, 1984     |
| R-W             |            |               | 120,717          | Jan. 06, 1961     |
| SLIDETITE       |            |               | 122,900          | July 21, 1961     |
| THERMALUME      | 1,006,765  | Feb. 25, 1999 |                  |                   |

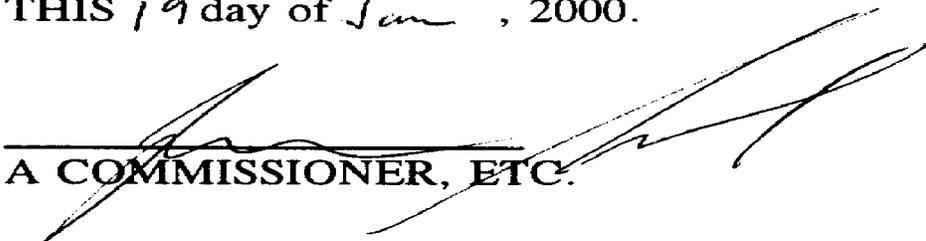
UNITED STATES

| <b>Trademark</b> | <b>Serial No.</b> | <b>Filing Date</b> | <b>Registration No.</b> | <b>Registration Date.</b> |
|------------------|-------------------|--------------------|-------------------------|---------------------------|
| ROLLTITE         |                   |                    | 2,177,982               | Aug. 4, 1998              |
| THERMALUME       | 75/657,990        | Feb. 26, 1999      |                         |                           |
| THERMATITE       | 75/657,989        | Feb. 26, 1999      |                         |                           |
| ALUMATITE        | 75/651,074        | Feb. 26, 1999      |                         |                           |
|                  |                   |                    |                         |                           |
|                  |                   |                    |                         |                           |
|                  |                   |                    |                         |                           |

EUROPE

Trademark: RICHARDS-WILCOX  
Reg. No: 477919  
Reg. Date: January 11, 1999

THIS IS EXHIBIT "A" MENTIONED AND REFERRED TO IN  
THE AFFIDAVIT OF RAY J. FRIESEN SWORN BEFORE ME  
THIS 19 day of Jan , 2000.

  
A COMMISSIONER, ETC.



Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

**NONE**

6. 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 société est autorisée à émettre :

**The Corporation is authorized to issue an unlimited number of Class A Preference Shares and an unlimited number of Common Shares.**

Document prepared by  
Neil Thompson  
Barrister & Solicitor  
Richmond Hill, Ontario

styleus corporation  
TORONTO • CANADA  
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CSA-66 8/1993

**TRADEMARK**  
**REEL: 002442 FRAME: 0761**



7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The said Class A Preference Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(a) **Non-Voting**

Except as required under the Business Corporations Act, the holders of the Class A Preference Shares shall not have any voting rights for any purpose; provided that the holders of the Class A Preference Shares shall, within their class and between themselves have one vote for each Class A Preference Share held by that shareholder.

(b) **Non-Participating**

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, a fixed amount equal to \$1.00 per share (the "Redemption Amount") together with any declared and unpaid dividends thereon; provided that the holders of the Class A Preference Shares shall not be entitled to participate further in the assets of the Corporation.

(c) **Non-Cumulative Dividends**

The directors of the Corporation may, in their absolute discretion, from time to time declare a dividend to and in favour of the holders of the Class A Preference Shares, provided any such dividends shall be limited to a maximum in any calendar year of eight percent (8%) of the Redemption Amount outstanding at the time of the declaration; if, within six (6) months after the expiration of any fiscal year of the Corporation, the board of directors in its discretion shall not declare any dividends on the said Class A Preference Shares, then the rights of the holders of the said Class A Preference Shares to dividends for such fiscal year shall be forever extinguished. The holders of the Class A Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(d) **Redeemable**

The Corporation shall have the right, at its option, at any time, without notice, to redeem all or any portion of the Class A Preference Shares, by paying the holder(s) thereof the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.

(e) **Retractable**

A holder of Class A Preference Shares shall be entitled at any time to require the Corporation to redeem all or any of the Class A Preference Shares registered in the name of such holder on the books of the Corporation on a stated redemption date, provided the said shareholder gives at least thirty (30) days prior written notice to the Corporation. On the redemption date so stated the said shareholder shall tender to the Corporation at its registered office a share certificate or share certificates representing the Class A Preference Shares to be redeemed, in which case the Corporation shall so redeem the Class A Preference Shares being redeemed by paying the said shareholder the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.

7. *Continued*

Form 1  
Business  
Corporations  
Act  
Formule 1  
Loi sur les  
sociétés par  
actions

**The Common Shares of the Corporation shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:**

(a) **Voting Shares**

The holders of the Common Shares shall be entitled to receive notice of, and attend and vote at, all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders.

(b) **Dividends**

The holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation in respect of the Common Shares.

(c) **Participating**

Subject to the prior rights attached to the Class A Preference Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

Document prepared by  
Phil Thompson  
Lawyer & Solicitor  
Richmond Hill, Ontario

styleus corporation  
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199 98 8-1993

TRADEMARK  
REEL: 002442 FRAME: 0763

8. 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 :

**No share of the Corporation shall be transferred without either:**

- (a) **the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors, or by an instrument or instruments in writing signed by all of the directors; or**
- (b) **the express consent of the voting shareholders of the Corporation expressed by a resolution passed at a meeting of the holders of such voting shares by the affirmative vote of not less than a majority of the voting shares of the Corporation, or by an instrument or instruments in writing signed by all the holders of the voting shares of the Corporation.**

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu :

Form 1  
Business  
Corporations  
Act  
Formule 1  
Loi sur les  
sociétés par  
actions

**The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.**

**Any invitation to the public to subscribe for securities of the Corporation is prohibited.**

Document prepared by  
Phil Thompson  
Barrister & Solicitor  
Richmond Hill, Ontario

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098-88 8/1993

**TRADEMARK**  
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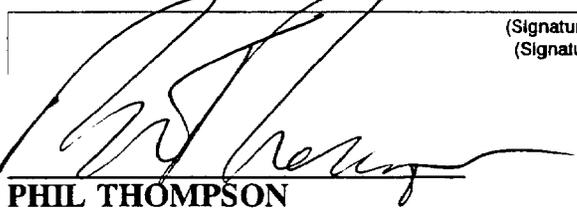
Form 1  
Business  
Corporations  
Act  
Formule 1  
Loi sur les  
sociétés par  
actions

|  |  |
|--|--|
| <p>10. The names and addresses of the incorporators are:</p> <p>First name, initials and surname or corporate name<br/>Prénom, initiales et nom de famille ou dénomination sociale</p> | <p>Nom et adresse des fondateurs :</p> <p>Full residence address or address of registered office or of principal place of business giving Street &amp; No. or R.R. No., Municipality and Postal Code<br/>Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal</p> |
| <p><b>PHIL THOMPSON</b></p>  | <p><b>12 ST. MORITZ WAY, UNIT 10<br/>UNIONVILLE, ONTARIO<br/>L3R 4E8</b></p>   |

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

(Signatures of Incorporators)  
(Signature des fondateurs)



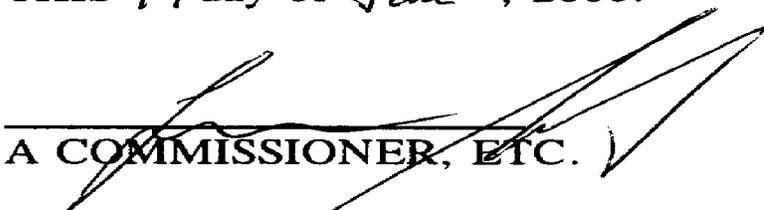
**PHIL THOMPSON**

Document prepared by  
Phil Thompson  
Barrister & Solicitor  
Richmond Hill, Ontario

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13R-66 8/1983

**TRADEMARK**  
**REEL: 002442 FRAME: 0766**

THIS IS EXHIBIT "B" MENTIONED AND REFERRED TO IN  
THE AFFIDAVIT OF RAY J. FRIESEN SWORN BEFORE ME  
THIS 19 day of Jan , 2000.

  
A COMMISSIONER, ETC. )



Form 4  
Business  
Corporations  
Act  
  
Formule 4  
Loi sur les  
sociétés par  
actions

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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

**CHECK    COCHER**  
**A OR B    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.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

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 présents statuts.

| Names of amalgamating corporations               | Ontario Corporation Number      | Date of Adoption / Approval      |
|--|---------------------------------|----------------------------------|
| Dénomination sociale des sociétés qui fusionnent | Numéro de la société en Ontario | Date d'adoption ou d'approbation |
| <b>RICHARDS-WILCOX<br/>CANADA INC.</b>           | <b>1169359</b>                  | <b>1, March, 1999</b>            |
| <b>DEBSHA-CHELDON<br/>HOLDINGS INC.</b>          | <b>1104744</b>                  | <b>1, March, 1999</b>            |
| <b>DAVE JORLYN HOLDINGS<br/>INC.</b>             | <b>1104745</b>                  | <b>1, March, 1999</b>            |

Document prepared by  
Phil Thompson  
Chartered Accountant & Solicitor  
Richmond Hill Ontario

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CBR-78 8/1993



6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

**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 société est autorisée à émettre :

**PLEASE SEE ATTACHED PAGES 4A and 4B.**

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:      Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

**PLEASE SEE ATTACHED PAGES 4A and 4B.**

*Document prepared by  
Phil Thompson  
Barrister & Solicitor  
Richmond Hill, Ontario*

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**TRADEMARK**  
**REEL: 002442 FRAME: 0771**

The Amalgamated Corporation is authorized to issue shares as follows:

1. An unlimited number of Common Shares and an unlimited number of Special Shares;
2. The said Special Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
  - a. Non-Voting: Except as required under the *Business Corporations Act*, the holders of the Special Shares shall not have any voting rights for any purpose; provided that the holders of the Special Shares shall within their class and between themselves have one vote for each Special Share held by that shareholder.
  - b. Non-Participating: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Special Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, a fixed amount equal to \$1.00 per share (the "Redemption Amount") together with any declared and unpaid dividends thereon; provided that the holders of the Special Shares shall not be entitled to participate further in the assets of the Corporation.
  - c. Non-Cumulative Dividends: The directors of the Corporation may, in their absolute discretion and subject to any limitations in any applicable law, from time to time declare a dividend to and in favour of the holders of the Special Shares, provided any such dividends shall be limited to 2.5% per quarter of the Redemption Amount therefor; if, within six (6) months after the expiration of any fiscal year of the Corporation, the board of directors in its discretion shall not declare any dividends on the said Special Shares, then the rights of the holders of the said Special Shares to dividends for such fiscal year shall be forever extinguished. The holders of the Special Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

Notwithstanding the foregoing, the directors may declare and pay a dividend on the Common Shares or any other class of shares of the Corporation without declaring a prior, equivalent, simultaneous or other dividend on the Special Shares.

- d. Restriction on Dividends on Other Shares: Notwithstanding anything herein to the contrary, the Corporation shall be prohibited from paying any dividends on any other class of shares if the payment of such dividend would result in the Corporation having insufficient assets to redeem the said Special Shares for the Redemption Amount thereof together with all declared and unpaid dividends thereon, and the directors of the Corporation are hereby prohibited from declaring any such dividend; the Corporation hereby indemnifies the holders of the said Special Shares and saves them harmless from any breaches of this provision by the Corporation or its directors.

- e. Redeemable: The Corporation shall have the right, at its option, at any time, without notice, to redeem all or any portion of the Special Shares, by paying the holder(s) thereof the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.
  - f. Retractable: A holder of Special Shares shall be entitled at any time to require the Corporation to redeem all or any of the Special Shares registered in the name of such holder on the books of the Corporation (to extent permitted by applicable law) on a stated redemption date, provided the said shareholder gives at least thirty (30) days prior written notice to the Corporation. On the redemption date so stated the said shareholder shall tender to the Corporation at its registered office a share certificate or share certificates representing the Special Shares to be redeemed, in which case the Corporation shall so redeem the Special Shares being redeemed to the extent permitted by applicable law by paying the said shareholder the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.
  - g. Amendment to Rights and Restrictions: Any amendment to the Articles of the Amalgamated Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to any Special Shares or to create shares ranking in priority to or on a parity with the Special Shares must be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Special Shares duly called for that purpose, in addition to any special resolution or other legal requirement.
3. The Common Shares of the Corporation shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
- a. Voting Shares: The holders of the Common Shares shall be entitled to receive notice of, and attend and vote at, all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders.
  - b. Dividends: The holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation in respect of the Common Shares.
  - c. Participating: Subject to the prior rights attached to the Special Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

9. The issue, transfer or ownership of shares 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 :

**No share of the Amalgamated Corporation shall be transferred without either:**

- (a) the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors, or by an instrument or instruments in writing signed by all of the directors; or
- (b) the express consent of the shareholders of the Amalgamated Corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all the shares.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

**The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment 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 fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.**

**Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.**

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

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

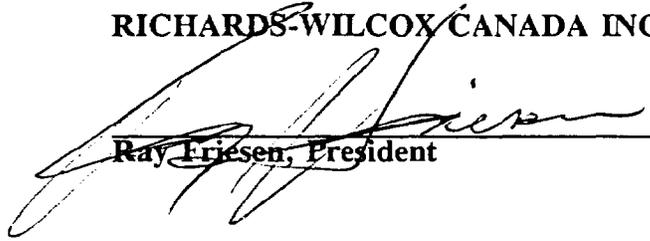
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Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

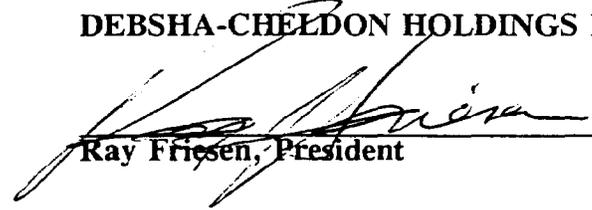
Names of the amalgamating corporations and  
signatures and descriptions of office of their proper  
officers.

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

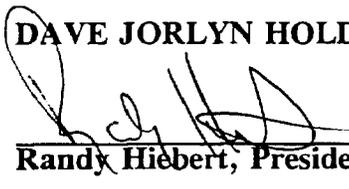
**RICHARDS-WILCOX CANADA INC.**

  
Ray Friesen, President

**DEBSHA-CHELDON HOLDINGS INC.**

  
Ray Friesen, President

**DAVE JORLYN HOLDINGS INC.**

  
Randy Hiebert, President

Document prepared by  
Phil Thompson  
Solicitor  
Amund Hill, Ontario

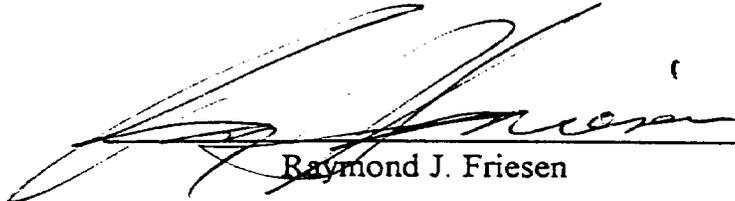
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c99-78 8/1993

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

I, **Raymond J. Friesen**, of the City of Mississauga in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Ontario Business Corporations Act* (the "Act").
2. I am the president and a director RICHARDS-WILCOX CANADA INC. and DEBSHA-CHELDON HOLDINGS INC. (the "Corporations") and as such have knowledge of their affairs.
3. There are reasonable grounds for believing that, (i) each of the Corporations and DAVE JORLYN HOLDINGS INC. (the "Amalgamating Corporations") is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) 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.
4. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made March 1st, 1999.



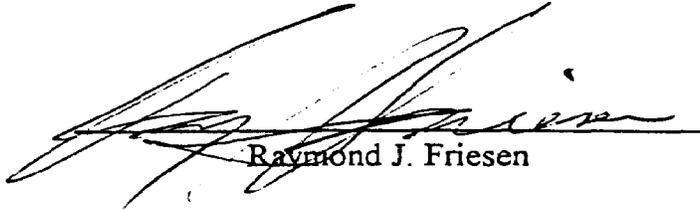
Raymond J. Friesen

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

I, **Raymond J. Friesen**, of the City of Mississauga in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Ontario Business Corporations Act* (the "Act").
2. I am the president and a director DEBSHA-CHELDON HOLDINGS INC. and RICHARDS-WILCOX CANADA INC. (the "Corporations") and as such have knowledge of their affairs.
3. There are reasonable grounds for believing that, (i) each of the Corporations and DAVE JORLYN HOLDINGS INC. (the "Amalgamating Corporations") is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) 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.
4. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made March 1st, 1999.



Raymond J. Friesen

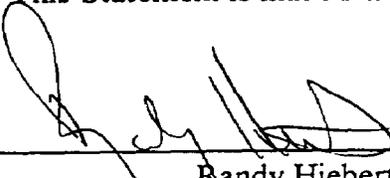


**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE ONTARIO BUSINESS CORPORATIONS ACT**

I, **Randy Hiebert**, of the City of East St. Paul in the Province of Manitoba, hereby certify and state as follows:

4. This Statement is made pursuant to subsection 178(2) of the *Ontario Business Corporations Act* (the "Act").
5. I am the president and a director DAVE JORLYN HOLDINGS INC. and the secretary and a director of RICHARDS-WILCOX CANADA INC. (the "Corporations") and as such have knowledge of their affairs.
6. There are reasonable grounds for believing that, (i) each of the Corporations and DEBSHA-CHELDON HOLDINGS INC. (the "Amalgamating Corporations") is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) 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.
7. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made March 1st, 1999.

  
\_\_\_\_\_  
Randy Hiebert

**THIS AMALGAMATION AGREEMENT** entered into and effective as of this 1<sup>st</sup> day of March, 1999.

**B E T W E E N :**

**RICHARDS-WILCOX CANADA INC.**  
(OCN 1169359)

**(“RW”)**

- and -

**DEBSHA-CHELDON HOLDINGS INC.**  
(OCN 1104744)

**(“DC”)**

- and -

**DAVE JORLYN HOLDINGS INC.**  
(OCN 1104745)

**(“DJ”)**

**WHEREAS:**

1. RW was amalgamated under the *Ontario Business Corporations Act* (the "Act") by Articles of Amalgamation dated April 1, 1996.
2. DC was incorporated under the Act by Articles of Incorporation dated November 9<sup>th</sup>, 1994.
3. DJ was incorporated under the Act by Articles of Incorporation dated November 9<sup>th</sup>, 1994.
4. RW, DC and DJ acting under the authority contained in the Act have agreed to amalgamate upon the terms and conditions hereinafter set out.
5. RW, DC and DJ have each made full disclosure to the other of all their respective assets and liabilities.
6. It is desirable that the said amalgamation should be effected.

**NOW THEREFORE:**

1. In this Agreement the expression "Amalgamated Corporation" means the corporation continuing from the amalgamation of RW, DC and DJ the parties hereto.
2. RW, DC and DJ do hereby agree to amalgamate under the provisions of Section 174 of the Act and to continue as one corporation upon and subject to the terms and conditions hereinafter set out.

3. The name of the Amalgamated Corporation shall be:

**RICHARDS-WILCOX CANADA INC.**

4. The registered office of the Amalgamated Corporation shall be at the Town of Richmond Hill in the Province of Ontario. The address of the registered office shall be:

301-1595 Sixteenth Avenue  
Richmond Hill, Ontario  
L4B 3N9

5. The Amalgamated Corporation is authorized to issue shares as follows:

- (a) An unlimited number of Common Shares and an unlimited number of Special Shares;
- (b) The said Special Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
  - (i) Non-Voting: Except as required under the *Business Corporations Act*, the holders of the Special Shares shall not have any voting rights for any purpose; provided that the holders of the Special Shares shall within their class and between themselves have one vote for each Special Share held by that shareholder.
  - (ii) Non-Participating: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Special Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, a fixed amount equal to \$1.00 per share (the "Redemption Amount") together with any declared and unpaid dividends thereon; provided that the holders of the Special Shares shall not be entitled to participate further in the assets of the Corporation.
  - (iii) Non-Cumulative Dividends: The directors of the Corporation may, in their absolute discretion and subject to any limitations in any applicable law, from time to time declare a dividend to and in favour of the holders of the Special Shares, provided any such dividends shall be limited to 2.5% per quarter of the Redemption Amount therefor; if, within six (6) months after the expiration of any fiscal year of the Corporation, the board of directors in its discretion shall not declare any dividends on the said Special Shares, then the rights of the holders of the said Special Shares to dividends for such fiscal year shall be forever extinguished. The holders of the Special Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

Notwithstanding the foregoing, the directors may declare and pay a dividend on the Common Shares or any other class of shares of the Corporation without declaring a prior, equivalent, simultaneous or other dividend on the Special Shares.

- (iv) Restriction on Dividends on Other Shares: Notwithstanding anything herein to the contrary, the Corporation shall be prohibited from paying any dividends on any other class of shares if the payment of such dividend would result in the Corporation having insufficient assets to redeem the said Special Shares for the Redemption Amount thereof together with all declared and unpaid dividends thereon, and the directors of the Corporation are hereby prohibited from declaring any such dividend; the Corporation hereby indemnifies the holders of the said Special Shares and saves them harmless from any breaches of this provision by the Corporation or its directors.
  - (v) Redeemable: The Corporation shall have the right, at its option, at any time, without notice, to redeem all or any portion of the Special Shares, by paying the holder(s) thereof the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.
  - (vi) Retractable: A holder of Special Shares shall be entitled at any time to require the Corporation to redeem all or any of the Special Shares registered in the name of such holder on the books of the Corporation (to extent permitted by applicable law) on a stated redemption date, provided the said shareholder gives at least thirty (30) days prior written notice to the Corporation. On the redemption date so stated the said shareholder shall tender to the Corporation at its registered office a share certificate or share certificates representing the Special Shares to be redeemed, in which case the Corporation shall so redeem the Special Shares being redeemed to the extent permitted by applicable law by paying the said shareholder the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.
  - (vii) Amendment to Rights and Restrictions: Any amendment to the Articles of the Amalgamated Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to any Special Shares or to create shares ranking in priority to or on a parity with the Special Shares must be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Special Shares duly called for that purpose, in addition to any special resolution or other legal requirement.
- (c) The Common Shares of the Corporation shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

- (i) Voting Shares: The holders of the Common Shares shall be entitled to receive notice of, and attend and vote at, all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders.
- (ii) Dividends: The holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation in respect of the Common Shares.
- (iii) Participating: Subject to the prior rights attached to the Special Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

6. No share of the Amalgamated Corporation shall be transferred without either:

- (a) the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors, or by an instrument or instruments in writing signed by all of the directors; or
- (b) the express consent of the shareholders of the Amalgamated Corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all the shares.

7. The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment 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 fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

8. Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

9. The minimum number of directors of the Amalgamated Corporation shall be one (1) and the maximum number of directors shall be ten (10).

10. There shall be no restrictions on the business which the Amalgamated Corporation is authorized to carry on or on the powers that the Amalgamated Corporation may exercise.

11. The first directors of the Amalgamated Corporation shall be the persons whose names and addresses are set out below, who shall hold office until the first annual meeting of the Amalgamated Corporation, or until their successors are elected or appointed:

Ray Friesen, 2157 Robin Wood Court, Mississauga, Ontario L5M 5H8.

The subsequent directors shall be elected each year thereafter at either a general meeting or the annual meeting of the shareholders by a majority of the votes cast at such meeting. The management and supervision of the business and affairs of the Amalgamated Corporation shall be under the control of the board of directors from time to time, subject to the provisions of the Act.

12. The authorized and issued shares of RW owned by DC and DJ, as follows, will be cancelled:

DC ..... 4,131,677 Common Shares  
 DJ ..... 4,131,677 Common Shares

13. The authorized and issued shares of RW, DC and DJ shall be converted into authorized and issued shares of the Amalgamated Corporation as follows, with the paid up capital therefore to be restricted by the Directors of the Amalgamated Corporation pursuant to Section 24(3) of the Act, as hereinafter set out:

**RW Shares Not Being Cancelled:**

| <u>Old Shares</u>     | <u>New Shares</u>           | <u>Paid Up Capital</u> |
|-----------------------|-----------------------------|------------------------|
| 266,034 Common Shares | 266,034 Common Shares ..... | \$3,219.01             |
| 264,639 Common Shares | 264,639 Common Shares ..... | \$3,202.13             |

**DC Shares:**

| <u>Old Shares</u>           | <u>New Shares</u>              | <u>Paid Up Capital</u> |
|-----------------------------|--------------------------------|------------------------|
| 1,200,000 Class "C" Special | 1,200,000 Special Shares ..... | \$1.00                 |
| 112,500 Class "C" Special   | 112,500 Special Shares .....   | \$1.00                 |
| 100 Common                  | 4,131,677 Common Shares .....  | \$100,705.04           |

**DJ Shares:**

| <u>Old Shares</u>           | <u>New Shares</u>              | <u>Paid Up Capital</u> |
|-----------------------------|--------------------------------|------------------------|
| 1,200,000 Class "C" Special | 1,200,000 Special Shares ..... | \$1.00                 |
| 112,500 Class "C" Special   | 112,500 Special Shares .....   | \$1.00                 |
| 100 Common                  | 4,131,677 Common Shares .....  | \$99,705.04            |

After the endorsement of a Certificate of Amalgamation giving effect to the amalgamation contemplated by this agreement, the shareholders of RW, DC and DJ shall, at the request of the Amalgamated Corporation, surrender the certificates representing shares held by them in RW, DC and DJ and, in return, shall be entitled to receive certificates representing shares of the Amalgamated Corporation on the basis aforesaid.

14. The Amalgamated Corporation shall adopt the existing by-laws of RW, which may be examined at the proposed registered office of the Amalgamated Corporation, namely at:

301-1595 Sixteenth Avenue  
Richmond Hill, Ontario  
L4B 3N9.

15. RW shall contribute to the Amalgamated Corporation all its property and assets, subject to all its liabilities.
16. DC shall contribute to the Amalgamated Corporation all its property and assets, subject to all its liabilities.
17. DJ shall contribute to the Amalgamated Corporation all its property and assets, subject to all its liabilities.
18. The Amalgamated Corporation shall possess all the property, assets, rights, privileges and franchises and shall be subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of RW, DC and DJ.
19. All rights of creditors against the property, assets, rights, privileges and franchises of RW, DC and DJ and all liens on their property, rights and assets shall be unimpaired by the amalgamation and all debts, contracts, liabilities and duties of RW, DC and DJ shall thenceforth attach to and may be enforced against the Amalgamated Corporation.
20. No action or proceeding by or against RW, DC or DJ shall abate or be affected by the amalgamation but, for all purposes of such an action or proceeding, the name of the Amalgamated Corporation shall be substituted in that action or proceeding in place of RW, DC or DJ, as the case may be.
21. On the shareholders of RW, DC and DJ respectively approving this agreement in accordance with the provisions of the Act, the parties to it shall complete and send articles of amalgamation in prescribed form to the Director, Companies Branch, Ministry of Consumer and Commercial Relations, 393 University Avenue, Toronto, Ontario, M7A 2H6, providing for the amalgamation of RW and DC on and subject to the terms and conditions of this agreement.
22. This agreement may be terminated without cause or reason by the board of directors of either RW, DC and DJ, despite the approval of this agreement by the shareholders of RW, DC and DJ, at any time prior to the endorsement of a Certificate of Amalgamation under the Act.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties as witnessed by the signatures of their proper officers in that behalf.

**RICHARDS-WILCOX CANADA INC.**

Per:

  
Ray Friesen, President

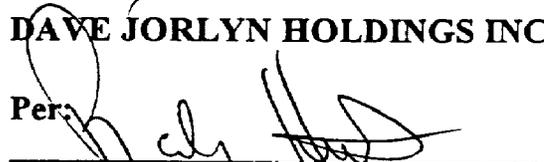
**DEBSHA-CHELDON HOLDINGS INC.**

Per:

  
Ray Friesen, President

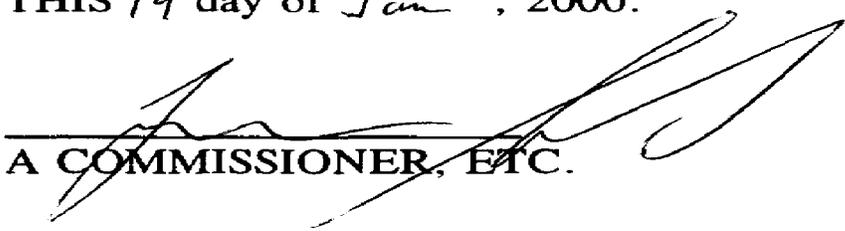
**DAVE JORLYN HOLDINGS INC.**

Per:

  
Randy Hiebert, President



THIS IS EXHIBIT "C" MENTIONED AND REFERRED TO IN  
THE AFFIDAVIT OF RAY J. FRIESEN SWORN BEFORE ME  
THIS 19 day of Jan , 2000.



A COMMISSIONER, ETC.



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Corporations  
Act

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Loi sur les  
sociétés par  
actions

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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

|        |        |
|--------|--------|
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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.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**RAYNOR CANADA INC.**

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations<br>Dénomination sociale des sociétés qui fusionnent | Ontario Corporation Number<br>Numéro de la société en Ontario | Date of Adoption / Approval<br>Date d'adoption ou d'approbation |
|--|---|---|
| RAYNOR CANADA INC.<br><i>CANADA</i>  | 1342032   | 1, March, 1999  |
| RICHARDS-WILCOX, INC.  | <u>1342755</u>  | 1, March, 1999  |

Document prepared by  
Phil Thompson  
Chartered Accountant & Solicitor  
Richmond Hill, Ontario

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sociétés par  
actions

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

**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 société est autorisée à émettre :

**The Corporation is authorized to issue an unlimited number of Class A Preference Shares and an unlimited number of Common Shares.**

*Document prepared by  
Phil Thompson  
Attorney & Solicitor  
at Diamond Hill, Ontario*

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Loi sur les  
sociétés par  
actions

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

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

**PLEASE SEE ATTACHED PAGES 4A AND 4B.**

*Document prepared by  
Phil Thompson  
Chartered Accountant & Solicitor  
Richmond Hill, Ontario*

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The said Class A Preference Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(a) **Non-Voting**

Except as required under the Business Corporations Act, the holders of the Class A Preference Shares shall not have any voting rights for any purpose; provided that the holders of the Class A Preference Shares shall, within their class and between themselves have one vote for each Class A Preference Share held by that shareholder.

(b) **Non-Participating**

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, a fixed amount equal to \$1.00 per share (the "Redemption Amount") together with any declared and unpaid dividends thereon; provided that the holders of the Class A Preference Shares shall not be entitled to participate further in the assets of the Corporation.

(c) **Non-Cumulative Dividends**

The directors of the Corporation may, in their absolute discretion, from time to time declare a dividend to and in favour of the holders of the Class A Preference Shares, provided any such dividends shall be limited to a maximum in any calendar year of eight percent (8%) of the Redemption Amount outstanding at the time of the declaration; if, within six (6) months after the expiration of any fiscal year of the Corporation, the board of directors in its discretion shall not declare any dividends on the said Class A Preference Shares, then the rights of the holders of the said Class A Preference Shares to dividends for such fiscal year shall be forever extinguished. The holders of the Class A Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(d) **Redeemable**

The Corporation shall have the right, at its option, at any time, without notice, to redeem all or any portion of the Class A Preference Shares, by paying the holder(s) thereof the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.

(e) **Retractable**

A holder of Class A Preference Shares shall be entitled at any time to require the Corporation to redeem all or any of the Class A Preference Shares registered in the name of such holder on the books of the Corporation on a stated redemption date, provided the said shareholder gives at least thirty (30) days prior written notice to the Corporation. On the redemption date so stated the said shareholder shall tender to the Corporation at its registered office a share certificate or share certificates representing the Class A Preference Shares to be redeemed, in which case the Corporation shall so redeem the Class A Preference Shares being redeemed by paying the said shareholder the Redemption Amount as herein defined together with any declared and unpaid dividends thereon.

The Common Shares of the Corporation shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

(a) **Voting Shares**

The holders of the Common Shares shall be entitled to receive notice of, and attend and vote at, all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders.

(b) **Dividends**

The holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation in respect of the Common Shares.

(c) **Participating**

Subject to the prior rights attached to the Class A Preference Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

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

**No share of the Amalgamated Corporation shall be transferred without either:**

- (a) **the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors, or by an instrument or instruments in writing signed by all of the directors; or**
- (b) **the express consent of the shareholders of the Amalgamated Corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all the shares.**

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

**The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment 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 fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.**

**Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.**

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

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

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



These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

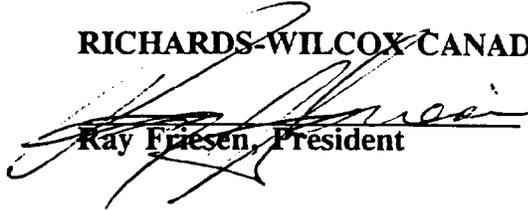
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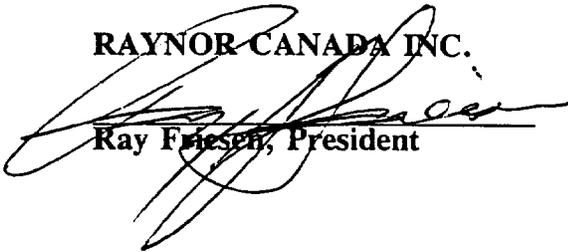
Names of the amalgamating corporations and  
signatures and descriptions of office of their proper  
officers.

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

**RICHARDS-WILCOX CANADA INC.**

  
Ray Friesen, President

**RAYNOR CANADA INC.**

  
Ray Friesen, President

Document prepared by  
Paul Thompson  
Solicitor & Solicitor  
Richmond Hill, Ontario

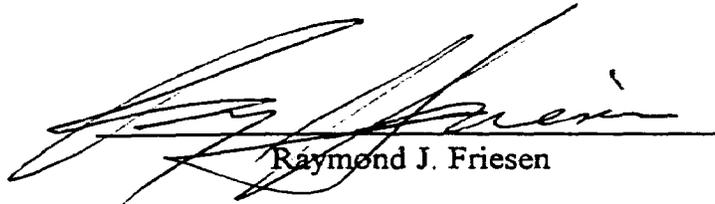
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**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE ONTARIO BUSINESS CORPORATIONS ACT**

I, **Raymond J. Friesen**, of the City of Mississauga in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Ontario Business Corporations Act* (the "Act").
2. I am the president and a director RICHARDS-WILCOX CANADA INC. and RAYNOR CANADA INC. (the "Corporations") and as such have knowledge of their affairs.
3. There are reasonable grounds for believing that, (i) each of the Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) 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.
4. There are reasonable grounds for believing that no creditor of either of the Corporations will be prejudiced by the amalgamation.

This Statement is made March 1st, 1999.



Raymond J. Friesen

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DIRECTOR'S RESOLUTION

**RAYNOR CANADA INC.**  
(the "Corporation")

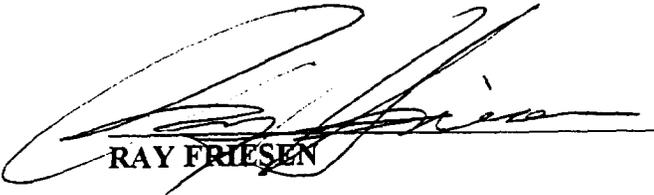
WHEREAS RICHARDS-WILCOX CANADA INC. ("Subco") is a wholly owned subsidiary of RAYNOR CANADA INC. ("Holdco");

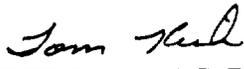
AND WHEREAS Subco and Holdco have decided to amalgamate pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. The amalgamation of Subco and Holdco pursuant to subsection 177(1) of the Act be and the same is hereby approved;
2. Upon the endorsement of the Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the capital of Subco, including all shares which have been issued and are outstanding at the date thereof, will be and the same are hereby canceled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the Amalgamated Company shall be the same as the Articles of Incorporation of Holdco;
4. The by-laws of the Amalgamated Company shall be the same as the bylaws of Holdco;
5. No securities shall be issued by the Amalgamated Company in connection with the amalgamation; and
6. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

DATED March 1<sup>st</sup>, 1999.

  
RAY FRIESEN

  
TOM KISH

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DIRECTOR'S RESOLUTION

**RICHARDS-WILCOX CANADA INC.**  
(the "Corporation")

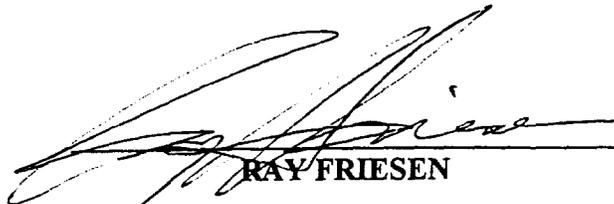
WHEREAS RICHARDS-WILCOX CANADA INC. ("Subco") is a wholly owned subsidiary of RAYNOR CANADA INC. ("Holdco");

AND WHEREAS Subco and Holdco have decided to amalgamate pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

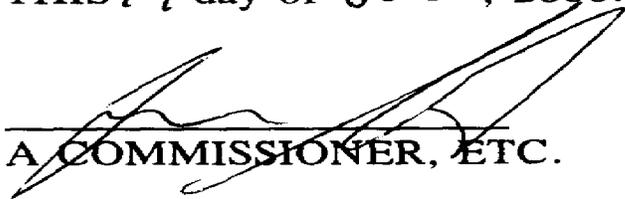
7. The amalgamation of Subco and Holdco pursuant to subsection 177(1) of the Act be and the same is hereby approved;
8. Upon the endorsement of the Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the capital of Subco, including all shares which have been issued and are outstanding at the date thereof, will be and the same are hereby canceled without any repayment of capital in respect thereof;
9. The Articles of Amalgamation of the Amalgamated Company shall be the same as the Articles of Incorporation of Holdco;
10. The by-laws of the Amalgamated Company shall be the same as the bylaws of Holdco;
11. No securities shall be issued by the Amalgamated Company in connection with the amalgamation; and
12. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

DATED March 1<sup>st</sup>, 1999.

  
RAY FRIESEN

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THIS IS EXHIBIT "D" MENTIONED AND REFERRED TO IN  
THE AFFIDAVIT OF RAY J. FRIESEN SWORN BEFORE ME  
THIS *19* day of *Jan*, 2000.



A COMMISSIONER, ETC.

1. Registration Type / Type d'enregistrement

BIN If previously issued / NIE Si déjà donné

B, C or D enter Business Identification Number / B, C ou D, inscrire le N. de l'identification de l'entreprise

A  New / X  Nouvel

B  Renewal / B  Renouvellement

C  Amendment / C  Modification

D  Cancellation / D  Révocation

2. Business or Identification Name / Nom commercial ou d'identification

R I C H A R D S - W I L C O X C A N A D A

3. Mailing Address / Adresse postale

6311 Vipond Drive / Mississauga ON Canada L5T 1T7

4. Business Address in Ontario / Adresse d'affaires en Ontario

Same as Mailing Address /  Même que l'adresse postale

Street Number / N° de rue: 6311; Street Name / Nom de la rue: Vipond Drive; P.O. Box not acceptable / Case postale non acceptable; City/Town / Ville: Mississauga; Province: Ontario; Postal Code / Code postal: L5T 1T7

5. Describe briefly the ACTIVITY being carried out under the business/identification name / Résumez brièvement la nature d'ACTIVITÉ exercée sous le nom commercial ou d'identification

M A N U F A C T U R I N G

6. Corporation Name / Personne morale

RAYNOR CANADA INC.

7. Ontario corporation number / Numéro matricule de la personne morale en Ontario

1342756

8. Jurisdiction in which the corporation was incorporated / Le territoire de compétence où la personne morale a été constituée

ONTARIO

9. Address of Head or Registered Office of the corporation / Adresse du siège social ou du bureau enregistré de la personne morale

Street Number / N° de rue: 1595; Street Name / Nom de la rue: SIXTEENTH AVENUE; City/Town / Ville: Richmond Hill; Province: ON; Country / Pays: Canada; Postal Code / Code postal: L4B 3N9

10. Print name of person authorizing this registration

(either an officer, or a director, or a person acting under a power of attorney) / Indiquez en lettres majuscules le nom de la personne autorisant l'enregistrement (dirigeant, administrateur ou personne habilitée en vertu d'une procuration)

Last Name / Nom de famille: KISH; First Name / Prénom: TOM

OR/OU

Additional Information / Renseignements supplémentaires

MINISTRY USE ONLY - RÉSERVÉ AU MINISTÈRE

BIN...: 990232878; NAME...: RICHARDS-W; REG'N.: 1999-03-03; EXPIRY: 2004-03-02