

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CAE INC.		04/01/2001	CORPORATION:
CAE ELECTRONICS LTD./CAE ELECTRONIQUE LTEE.		04/01/2001	CORPORATION:

RECEIVING PARTY DATA	
Name:	CAE INC.
Street Address:	3060 - 200 Bay Street
Internal Address:	Royal Bank Plaza
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5J 2J1
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2162342	TDTM TRUE DIFFERENTIAL THICKNESS MEASUREMENT

CORRESPONDENCE DATA	
Fax Number:	(250)861-8772
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(250) 861-5332
Email:	smackey@bensoncolaw.ca
Correspondent Name:	Antony C. Edwards
Address Line 1:	800 - 1708 Dolphin Avenue
Address Line 4:	Kelowna, BC, CANADA V1Y 9S4

ATTORNEY DOCKET NUMBER:	ACE-19547
-------------------------	-----------

DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	

OP \$40.00 2162342

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Antony C. Edwards

Total Attachments: 3

source=Amalgamation 2#page1.tif

source=Amalgamation 2#page2.tif

source=Amalgamation 2#page3.tif

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

CAE Inc.

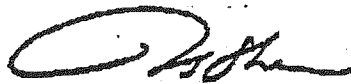
387674-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.



Director - Directeur

April 1, 2001 / le 1 avril 2001

Date of Amalgamation - Date de fusion

**CANADA BUSINESS CORPORATIONS ACT**

**FORM 9  
ARTICLES OF AMALGAMATION**

1. Name of amalgamated corporation:

CAE Inc.

2. The place in Canada where the registered office is to be situated:

City of Toronto.

3. The classes and any maximum number of shares that the Corporation is authorized to issue:

An unlimited number of common shares ("Common Shares") and an unlimited number of preferred shares, issuable in series ("Preferred Shares").

3.1 The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

**3.1.1 Directors to Issue in One or More Series:**

The Preferred Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation and confirmed and declared by certificate and articles of amendment.

**3.1.2 Directors to Fix Terms of Each Series:**

The directors of the Corporation shall have the right, by resolution, but subject to the provisions of the laws governing the Corporation, as now existing or hereafter amended (such laws being herein referred to as the "Act") and subject to the provisions herein contained and to any conditions in that regard attaching to any outstanding series of Preferred Shares, from time to time before issue, to fix the number of shares in, the designation of, and to determine the respective rights, privileges, restrictions and conditions attaching to each series of Preferred Shares, including, but without in any way limiting or restricting the generality of the foregoing:

- (a) provisions, if any, with respect to the rights of the holders of the shares of the series to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting;

- (ii) issue, re-issue, sell or pledge any bonds, debentures, debenture stock or other debt obligations of the Corporation; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any part of personal movable or immovable property present or future, to secure any debt of the Corporation.

The directors may, by resolution or by-law, provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the resolution or by-law, as the case may be.

- (b) Subject to the provisions of the Act, the Corporation may purchase or otherwise acquire any shares issued by it.
- (c) In addition to any other right of the directors under the Act, the directors may, pursuant to section 106(8) of the Act, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

- 183
- 184(1)
- 184(2)

9. Name of the amalgamating corporations:

CAE Inc.  
Corporation No.: 0104001

Date: *March 27, 2001*

*Paul A. Renaud*  
Title: Executive V.P. C.F.O. & Secretary

CAE Electronics Ltd./CAE Electronique Ltee  
Corporation No.: 364502-9

Date: *March 27, 2001*

*Paul A. Renaud*  
Title: Executive V.P. C.F.O. & Secretary

387674-8

MAR 28 2001