

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GE Harris Energy Control Systems Canada, Inc.		01/01/2002	COMPANY: CANADA

**RECEIVING PARTY DATA**

Name:	General Electric Canada Inc.
Street Address:	2300 Meadowvale Boulevard
City:	Mississauga
State/Country:	CANADA
Postal Code:	L5N 5P9
Entity Type:	COMPANY: CANADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2567909	LOGICLINX

**CORRESPONDENCE DATA**

Fax Number: (203)373-2181  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 203-373-2471  
 Email: trademark@corporate.ge.com  
 Correspondent Name: Lise Beaudry  
 Address Line 1: 3135 Easton Turnpike  
 Address Line 4: Fairfield, CONNECTICUT 06828

ATTORNEY DOCKET NUMBER:	GE HARRIS-CANADA-LB
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**DOMESTIC REPRESENTATIVE**

Name: Sean Merrill

**CH \$40.00 2567909**

Address Line 1: 3135 Easton Turnpike  
Address Line 2: Corporate Trademark Operations  
Address Line 4: Fairfield, CONNECTICUT 06828

NAME OF SUBMITTER:	Lise Beaudry
Signature:	/Lise Beaudry/
Date:	04/01/2008

**Total Attachments: 15**

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Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

General Electric Canada Inc.

Generale Electrique du Canada Inc.

399086-9

\_\_\_\_\_  
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

January 1, 2002 / le 1 janvier 2002

Date of Amalgamation - Date de fusion

Canada



Industry Canada

Industrie Canada

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 - Name of amalgamated corporation / Dénomination de la société issue de la  
General Electric Canada Inc. and in the French form Generale Electrique du Canada Inc.

2 - The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social  
Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
The corporation is authorized to issue an unlimited number of common shares, an unlimited number of first preferred shares and an unlimited number of tracking shares, the rights, privileges, restrictions and conditions of which are set out in the annexed Schedule 1, which schedule is incorporated in this form.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
The annexed Schedule 2 is incorporated in this form.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs  
A minimum of 3 and a maximum of 20, as may from time to time be determined by the directors

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
There are no restrictions.

7 - Other provisions, if any / Autres dispositions, s'il y a lieu  
The annexed Schedule 3 is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / 8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après  
 183  
 184(1)  
 184(2)

9 - Name of the amalgamating corporations / Dénomination des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre
General Electric Canada Inc.	321517-2	<i>Karen McNeil</i>	01/02/2002	Assistant Secretary
GE Syprotec Inc.	361629-1	<i>Karen McNeil</i>	01/02/2002	Assistant Secretary
GE Harris Energy Control Systems Canada, Inc.	396760-3	<i>Karen McNeil</i>	01/02/2002	Assistant Secretary

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT / Corporation No. - N° de la société  
399 086-9 / Filed - Déposée  
4-JAN-02

**SCHEDULE 1  
ARTICLES OF AMALGAMATION**

**GENERAL ELECTRIC CANADA INC.  
GENERALE ELECTRIQUE DU CANADA INC.**

**COMMON SHARES**

**1. Payment of Dividends**

The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation not attributable to Designated Investments Income in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

**2. Participation upon Liquidation, Dissolution or Winding-up**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation other than those assets attributable to Designated Investments.

**3. Voting Rights**

The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings. Except to the extent provided under the *Canada Business Corporations Act*, the holders of the common shares shall vote together with the holders of tracking shares as a single class on every matter coming before any meeting of the shareholders of the Corporation or otherwise to be acted upon by the shareholders of the Corporation.

**FIRST PREFERRED SHARES**

**1. Ranking**

- (i) The First Preferred Shares shall be entitled to priority over the common shares of the Corporation and over any other shares of the Corporation ranking junior to the First Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation,

whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

- (ii) If any cumulative dividends or amounts payable on a return of capital in respect of the First Preferred Shares are not paid in full, the holders of the First Preferred Shares shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the First Preferred Shares with respect to repayment of capital shall first be paid and set aside and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

## 2. Dividends

- (i) The holders of the First Preferred Shares, in priority to the common shares of the Corporation and to shares of any other class ranking junior to the First Preferred Shares, shall be entitled to receive as and when declared by the directors out of monies of the Corporation properly applicable to the payment of dividends fixed, preferential, cumulative, cash dividends at the rate equal to the Rate (as hereinafter defined) of the Redemption Price (as hereinafter defined) of the First Preferred Shares per annum. The applicable dividend rate shall be set at the beginning of the six month period for which such dividend shall be payable (the "Dividend Reset Date"). In the event that the initial issuance of the First Preferred Shares does not occur on a Dividend Reset Date, the dividend rate shall be set at the Rate on the date of such issuance. Such dividends shall accrue on a day to day basis as and from the date of issuance thereof, shall be calculated on the basis of a three hundred and sixty-five (365) day year, and shall, subject to the provisions contained herein below, be payable semi-annually on the last day of June and December in each year (each of which dates is hereinafter referred to as a "Dividend Payment Date").
- (ii) For the purposes of ascertaining the dividend payable on any First Preferred Shares on any Dividend Payment Date, in the event that any First Preferred Shares are outstanding for only part of the period of time since the last Dividend Payment Date, the dividend on such shares shall be pro-rated to the relevant Dividend Payment Date on a daily basis. In the event that any date on which any dividend on the First Preferred Shares is payable by the Corporation, or on or by which any other action is required to be taken by the Corporation hereunder, is not a Business Day (as hereinafter defined), then such dividend shall be payable, or such other actions shall be required to be taken, on the next succeeding day that is a Business Day, and for greater certainty, it is expressly declared that such next succeeding day shall be the Dividend Payment Date and that the number of days by which the time for payment of such dividend shall be so extended shall be included in calculating the dividend payable on such Dividend Payment Date but

excluded in calculating the dividend payable on the next succeeding Dividend Payment Date.

- (iii) Cheques of the Corporation payable at par at any branch in Canada of the Corporation's banker for the time being shall be issued in respect of such dividends.
- (iv) In the event that any amount of dividends has so accrued but has not been paid on any Dividend Payment Date, then, for the purpose only of calculating the amount of dividends accruing thereafter and for no other purpose, such amounts shall be deemed to be an additional amount paid up on the First Preferred Shares so that thereupon and thereafter dividends at the applicable rate aforesaid shall accrue:
  - (A) until the declaration of such accrued and unpaid dividend or dividends and the actual payment thereof, on the amount paid up on the First Preferred Shares and on the additional amount so deemed to be paid up on the First Preferred Shares; and
  - (B) thereafter on the amount paid up on the First Preferred Shares,  
and so on from time to time.
- (v) If on any Dividend Payment Date, the Corporation shall not have declared and paid the said dividends in full on all First Preferred Shares then issued and outstanding, such dividends or the unpaid part thereof shall be paid on a subsequent date or dates determined by the directors on which the Corporation shall have sufficient monies properly applicable for the payment of dividends in priority to dividends on the common shares or any shares of any other class ranking junior to the First Preferred Shares.
- (vi) The holders of the First Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential cumulative cash dividends hereinbefore provided for.

### **3. Redemption at the Option of the Corporation**

Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may at any time and from time to time redeem, but in any event, the Corporation shall redeem all issued outstanding First Preferred Shares in the capital of the Corporation not later than ten (10) years from the date of issuance of such First Preferred Shares, upon giving notice as hereinafter provided, the whole or any part of the First Preferred Shares on payment for each share to be redeemed of the Redemption Price per share together with all accrued and unpaid preferential, cumulative cash dividends thereon (which for such purpose shall be calculated as if such dividends were accruing from day-to-day for the period from the expiration of the last period for which cumulative dividends have been paid up to but excluding the date fixed for redemption). In case a part only of the then outstanding First Preferred Shares is at any time to be redeemed, the First Preferred Shares to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to

avoid the redemption of fractional parts of shares; not less than ninety (90) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed to the last known address of each such holder, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the First Preferred Shares to be redeemed shall cease on the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificates for such shares, to receive payment therefor, without interest, out of the monies so deposited; after an amount sufficient to redeem the shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any First Preferred Shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said First Preferred Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

**4. Liquidation, Dissolution or Winding-Up**

In the event of the dissolution, liquidation or winding-up of the Corporation or other distribution of the assets of the Corporation among shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the First Preferred Shares shall be entitled to receive from the assets and property of the Corporation in respect of each such First Preferred Share an amount equal to the Redemption Price together with all accrued and unpaid preferential, cumulative, cash dividends thereon (which for such purpose shall be calculated as if such dividends were accruing from day-to-day for the period from the expiration of the last period for which cumulative dividends have been paid up to but excluding the date of distribution) before any amounts shall be paid or any assets or property of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the First Preferred Shares. After payment to the holders of the First Preferred Shares of the amounts so payable to such holders as above provided, the holders of First Preferred Shares shall not be entitled to share in any further distribution of the assets or property of the Corporation.

**5. Limitation on Dividends/Redemptions of Other Classes of Shares**

Except with the approval of the holders of the First Preferred Shares given in the manner provided in paragraph 8 hereof:

- (i) no dividend shall at any time be declared or paid or set apart for payment on the common shares or any other shares of the Corporation ranking junior to the First Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividend shall be payable on each First Preferred Share then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on the common shares or such other shares of any other class of the Corporation ranking junior to the First Preferred Shares; and



- (ii) the Corporation shall not call for redemption, redeem, purchase for cancellation, acquire for value or reduce or otherwise pay off any common shares or any other shares of any other class of the Corporation ranking junior to the First Preferred Shares unless and until all dividends up to and including the dividends payable for the last completed period for which such dividends shall be payable on the First Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, redemption, purchase, acquisition, reduction or other payment.

So long as any First Preferred Shares are outstanding, in addition to any limitations prescribed by the *Canada Business Corporations Act*, the Corporation shall not declare or pay a dividend on the common shares or any other shares of the Corporation, and shall not make any payment to redeem, purchase or otherwise acquire any other shares in its capital, if after such dividend or payment the realizable value of the Corporation's assets would be less than the aggregate of:

- (a) its liabilities; and
- (b) the aggregate amount required for payment on a redemption or in a liquidation of all of the First Preferred Shares then outstanding, and all other shares the holders of which have the right to be paid prior to or pari passu with the holders of First Preferred Shares.

## 6. Voting Rights

Subject to the *Canada Business Corporations Act*, the holders of the First Preferred Shares shall be entitled to receive notice of and to attend and vote at any meeting of the shareholders of the Corporation, and shall be entitled in respect of each First Preferred share to that number of votes which is the quotient obtained by dividing 49% of the total votes (after taking into account the votes that would be attributable to the First Preferred Shares in accordance with this section) of all issued and outstanding shares of all classes of shares in the capital of the Corporation by the number of First Preferred Shares issued and outstanding at such time. In the event that the Corporation from time to time shall fail to pay any cumulative dividend(s) as herein provided on the First Preferred Shares on the date(s) on which the same should be paid according to the terms hereof whether or not such dividend(s) are declared, and so long as any dividend(s) on the First Preferred Shares remains in arrears, a First Preferred Shareholder may give to the Corporation notice in writing that such failure must be cured by way of the payment of any such arrears not later than sixty (60) days of the giving of such notice. So long as the Corporation fails to cure such default pursuant to such notice, then the First Preferred Shareholder shall be entitled in respect of each First Preferred Share owned by it to that number of votes which is the quotient obtained by dividing 67% of the total votes (after taking into account the votes that would be attributable to the First Preferred Shares in accordance with this section) of all issued and outstanding shares of all classes of shares in the capital of the Corporation by the number of First Preferred Shares issued and outstanding at such time. In the event a holder of First Preferred Shares holds such number of First Preferred Shares that such holder would be entitled to a fraction of a vote such fractional vote will be rounded up to the next whole number if such

fractional vote is greater than 0.5 of a vote and such fractional vote shall be rounded down to the next whole number if it is equal to or less than 0.5 of a vote.

**7. Creation of Other Classes of Shares**

So long as any of the First Preferred Shares are outstanding:

- (i) no class of shares may be created or altered so as to rank as to capital or dividends in priority to or on a parity with the First Preferred Shares; and
- (ii) no shares ranking junior to the First Preferred Shares shall be redeemed, repurchased or otherwise acquired by the Corporation;

without the approval of the holders of the First Preferred Shares given in the manner provided in paragraph 8 hereof in addition to any other vote or authorization required by law.

**8. Amendment to First Preferred Share Provisions**

Subject to the provisions of the *Canada Business Corporations Act*, the terms of the First Preferred Share provisions may be altered, amended or repealed or the application thereof suspended in any particular case and changes made in the rights, privileges, restrictions and conditions attaching to the First Preferred Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted unless approved by special resolution (i) passed by the holders of at least two-thirds (2/3rds) of the First Preferred Shares then outstanding at a meeting of the holders of the First Preferred Shares duly called pursuant to the by-laws of the Corporation for that purpose, or (ii) signed by the holders of all of the First Preferred Shares then outstanding.

**9. Conversion of First Preferred Shares**

- (i) Upon the request of holders of the First Preferred Shares given at any time and from time to time after the date of issuance thereof in the manner provided for in clause (iv) hereof (the "Notice"), the First Preferred Shares, or any of them shall be converted into fully paid common shares of the Corporation as the same shall be constituted at the time of conversion on the basis set forth in clause (ii) hereof;
- (ii) (A) Where used in this clause (ii), the following words and phrases shall have the following meanings, respectively:

"Affiliate" shall have the meaning ascribed thereto in the *Canada Business Corporations Act*;

"Parties" mean the First Preferred Shareholders as a group who are holding First Preferred Shares to be converted into common shares and the Corporation;

"Party" means either one of the Parties;

"Valuator" means a major recognized financial or business valuation organization which has no interest (financial or otherwise)

- (1) in the Corporation,
  - (2) in any one of the holders of First Preferred Shares to be converted into common shares; or
  - (3) in any Affiliates of any of the above.
- (B) Subject to the provisions hereof, each First Preferred Share to be converted into common shares shall be converted into such number of common shares which, in the aggregate, would have a fair market value equal to the Redemption Price of each First Preferred Share. In the event that First Preferred Shares are to be converted into common shares in accordance with this clause, and after consultation with the holders of the First Preferred Shares with respect to the selection of a Valuator, the Corporation shall immediately appoint a Valuator to determine the number of common shares to be issued upon such conversion. If, within fourteen (14) days of the appointment of a Valuator, the holders of at least two-thirds (2/3rds) of the First Preferred Shares then outstanding notify the Corporation in writing that the Valuator is not acceptable, the Corporation shall immediately cancel the appointment of such Valuator and appoint another Valuator whose appointment shall be final and binding on the Parties. Each Party shall co-operate with the Valuator in arriving at such determination and shall provide it with any material or information it may reasonably request. Either Party may make representations to the Valuator as to how such fair market value should be determined, and may provide the Valuator with their respective views on such fair market value. The Valuator shall, not later than one hundred and twenty (120) days following its appointment, provide a written report to each Party showing the number of common shares to be issued upon such conversion and the basis of such determination. The Valuator's decision shall be final and binding on both of the Parties and there shall be no right of appeal therefrom. All costs associated with obtaining the Valuator's appointment and its report shall be borne equally between the Parties.
- (iii) The conversion right herein provided for may be exercised by a First Preferred Shareholder by giving Notice in writing to the Corporation accompanied by the certificates representing his First Preferred Shares to be so converted and/or redeemed with his signature thereon verified as the directors of the Corporation may from time to time require.
  - (iv) Within one hundred and eighty (180) days of the giving of the Notice by a holder of First Preferred Shares, the Corporation shall:

- (A) determine the number and/or amount, if any, of common shares to be issued on the conversion of First Preferred Shares and forthwith notify the shareholders who have given a Notice of such determination; and
- (B) thereafter, as soon as practical, issue or pay to such holder, any such common shares,

together with any dividends or interest thereon and for the limited purpose of determining the entitlement of such First Preferred Shareholders to dividends or interest thereon, as the case may be, any such common shares so issued shall be deemed to have been issued thirty (30) days following the giving of the Notice and given effect from such date.

- (v) Notwithstanding the foregoing, in the event a First Preferred Share or shares is convertible into a fraction of a Common Share, the Corporation shall issue or cause to be issued in respect of such fraction or fractions a script certificate, transferable by delivery, entitling the holder thereof and other similar script certificates aggregating one (1) full Common Share, upon surrender of such script certificate or certificates at the registered office of the Corporation, to obtain from the Corporation a full Common Share and to receive a share certificate therefor. Such script certificate shall be in such form and shall be subject to such conditions as the Corporation may determine and shall provide that the holder thereof shall not be a shareholder of the Corporation or be entitled to receive dividends or to any other rights of a shareholder.
- (vi) Nothing contained in the foregoing provisions regarding the conversion of First Preferred Shares into common shares shall be deemed in any way to limit or restrict the rights of the Corporation from time to time to take such lawful proceedings as it may deem advisable for the increase or reduction in its First Preferred Share or Common Share capital, or otherwise in any other manner changing or dealing with the capital of the Corporation or the shares thereof, the rights in respect of such conversions being exercisable in respect of the First Preferred Shares as they may from time to time be constituted, subject only to the express provisions herein contained.

## 10. Definitions

With respect to the First Preferred Shares, the following terms shall have the meaning ascribed to them below:

- (i) "Redemption Price" in respect of each First Preferred Share means the amount paid up thereon.
- (ii) "Business Day" means a day, other than a Saturday or a Sunday, on which the principal commercial banks located at the City of Toronto are open for business during normal banking hours.
- (iii) "Rate" means seventy-five percent (75%) of the average prime rate quoted by the Canadian Imperial Bank of Commerce, The Toronto-Dominion Bank and the Bank of

Montreal on the Dividend Reset Date. For the purposes of this section "prime rate" shall mean such rate as is equal to the prime lending rate of interest expressed as a rate per annum which the relevant bank establishes as a reference rate of interest in order to determine the interest rate it will charge on that date for loans made in Canadian currency to its most creditworthy customers, and referred to by it as its "prime rate".

## **TRACKING SHARES**

### **1. Definitions:**

*"Designated Investments"* shall mean the Corporation's (or one or more of its affiliates) investment in (i) the Class A voting shares and Class B voting shares of GE Capital Vehicle and Equipment Leasing Inc. and the common shares of GE Capital Information Technology Solutions Inc. held by the Corporation and (ii) any other investments acquired by the Corporation (or one or more of its affiliates) from time to time and specifically designated by the board of directors of the Corporation as Designated Investments. For all purposes, the determination of Designated Investments shall be in the sole discretion of the board of directors of the Corporation and shall be final and binding on all shareholders of the Corporation.

*"Designated Investments Income"* shall mean the income (whether in the form of dividends, distributions or otherwise) received by the Corporation or one or more of its affiliates from Designated Investments since the date of issuance of the tracking shares. For all purposes, the determination of Designated Investments Income shall be in the sole discretion of the board of directors of the Corporation and shall be final and binding on all shareholders of the Corporation.

### **2. Ranking of Tracking Shares**

The holders of the tracking shares will be entitled to priority over the common shares and all other shares ranking junior to the tracking shares with respect to the payment of dividends as to the extent provided in clause (c) hereof and with respect to the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs as to the extent provided in clause (d) hereof. The holders of the tracking shares will rank junior to the first preferred shares with respect to the payment of dividends and with respect to the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

3. **Payment of Dividends**

The holders of the tracking shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation in an amount equal to the Designated Investments Income in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the tracking shares, the board of directors may in its sole discretion declare dividends on the tracking shares to the exclusion of any other class of shares of the Corporation. Dividends on the tracking shares may be declared and paid only to the extent the assets of the Corporation legally available therefore and shall be paid only from Designated Investments Income.

4. **Participation Upon Liquidation, Dissolution or Winding-up**

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the tracking shares shall receive the sum of (x) on a *pro rata* basis, at the sole discretion of the board of directors of the Corporation, either (1) the Designated Investments or (2) an amount in cash or other assets, as the board of directors of the Corporation determines in its sole discretion, represents the fair market value of the Designated Investments, and (y) all accrued and unpaid dividends (if any) on the tracking shares up to the date of payment.

5. **Redemption by Corporation**

The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding tracking shares on payment per share equal to a *pro rata* amount per share of the then fair market value of the Designated Investments, as determined by the board of directors of the Corporation, such amount being herein referred to as the "Redemption Price", plus all declared and unpaid dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount".

6. **Idem**

In the case of redemption of tracking shares under the provisions of clause (e) hereof, the Corporation shall at least 21 days (or, if all of the holders of the tracking shares consent, such shorter period to which they may consent) before the date specified for redemption mail (or, with the consent of any particular holder, otherwise deliver) to each person who at the date of mailing (or delivery, as the case may be) is a holder of tracking shares to be redeemed a notice in writing of the intention of the Corporation to redeem such tracking shares. Such notice shall (subject to the consent of any particular holder referred to above) be mailed by letter, postage prepaid, addressed to each such holder at his address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of

such holders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the tracking shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the tracking shares called for redemption. Such payment shall be made by certified cheque payable at par at any branch of the Corporation's bankers in Canada (or, with the consent of any particular holder, by the issuance to such holder of a promissory note of the Corporation payable upon demand without interest or, if all of the holders of the tracking shares consent, by the distribution of assets of the Corporation or by any other means). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders of the tracking shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of tracking shares in respect thereof unless payment of the Redemption Amount is not made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders of the said tracking shares shall remain unaffected. The Corporation shall have the right at any time after the mailing (or delivery, as the case may be) of notice of its intention to redeem any tracking shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such tracking shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the tracking shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest allowed on such deposit shall belong to the Corporation.

**7. Voting Rights**

The holders of shares of the tracking shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each tracking share held at all such meetings. Except to the extent provided under the *Canada Business Corporations Act*, the holders of the tracking shares shall vote together with the holders of common shares and first preferred shares as a single class on every matter coming before any meeting of the shareholders of the Corporation or otherwise to be acted upon by the shareholders of the Corporation.

**GENERAL ELECTRIC CANADA INC.  
GENERALE ELECTRIQUE DU CANADA INC.**

**SCHEDULE 2**

**ARTICLES OF AMALGAMATION**

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the Board of Directors or by an instrument or instruments in writing, signed by a majority of the directors.



GENERAL ELECTRIC CANADA INC.  
GENERALE ELECTRIQUE DU CANADA INC.

SCHEDULE 3

ARTICLES OF AMALGAMATION

1. 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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
2. The directors of the Corporation may:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, reissue, sell or pledge debt obligations of the Corporation; and
  - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;