

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Amalgamation
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stackpole Limited		08/24/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Gates Canada Inc.
Street Address:	3300, 421 - 7 Avenue SW
City:	Calgary Alberta
State/Country:	CANADA
Postal Code:	T2P 4K9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3344343	STACKPOLE

CORRESPONDENCE DATA

Fax Number: (303)744-4653
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-744-4743
 Email: jt4006@gates.com
 Correspondent Name: Jeffrey A. Thurnau
 Address Line 1: 1551 Wewatta Street
 Address Line 2: MS 10-A3
 Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	GATES CANADA-SELKIRK
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DOMESTIC REPRESENTATIVE

Name: Jeffrey A. Thurnau
 Address Line 1: 1551 Wewatta Street
 Address Line 2: MS 10-A3

CH \$40.00 3344343

Address Line 4: Denver, COLORADO 80202

NAME OF SUBMITTER:	Jeffrey A. Thurnau
Signature:	/jeffrey thurnau/
Date:	10/15/2008

Total Attachments: 28

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CORPORATE ACCESS NUMBER: 2014203554

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**GATES CANADA INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2008/08/24.**



**TRADEMARK
REEL: 003870 FRAME: 0790**

**Articles of Amalgamation
For
GATES CANADA INC.**

Share Structure: SEE ATTACHED SCHEDULE RE AUTHORIZED SHARES
**Share Transfers
Restrictions:** SEE ATTACHED SCHEDULE RE SHARE TRANSFER
RESTRICTIONS
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 5
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE RE OTHER PROVISIONS

**Registration Authorized By: DEBRA J. POON
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2008/08/24

Corporate Access Number: 2014203554

Service Request Number: 11972006
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: GATES CANADA INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3300, 421 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

RECORDS ADDRESS

Street: 3300, 421 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE ATTACHED SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: SEE ATTACHED SCHEDULE RE SHARE TRANSFER RESTRICTIONS
Number of Directors:

Min Number Of Directors: 1
Max Number Of Directors: 5
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE RE OTHER PROVISIONS

**Professional Endorsement
Provided:**

Future Dating Required:

Registration Date: 2008/08/24

Director

Last Name: STECKLEIN
First Name: ALFRED
Middle Name: L.
Street/Box Number: 1551 WEWATTA STREET
City: DENVER
Province: COLORADO
Postal Code: 80202
Country:
Resident Canadian:
Named On Stat Dec: Y

Last Name: LUCKHART
First Name: ROBERT
Middle Name:
Street/Box Number: 225 HENRY STREET, BUILDING 8
City: BRANTFORD
Province: ONTARIO
Postal Code: N3S 7R4
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GRAUER
First Name: SHANON
Middle Name: O.N.
Street/Box Number: SUITE 5300, 66 WELLINGTON ST. WEST, TD BANK TOWER
City: TORONTO
Province: ONTARIO

Postal Code: M5K 1E6

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2014150284	TOMKINS CANADA LTD.
2014150839	STACKPOLE LIMITED
2014150961	GATES CANADA INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2008/08/24
Other Rules or Provisions	ELECTRONIC	2008/08/24
Statutory Declaration	10000707103464060	2008/08/24
Restrictions on Share Transfers	ELECTRONIC	2008/08/24
Amalgamation Agreement	10000907103464059	2008/08/24

Registration Authorized By: DEBRA J. POON
SOLICITOR

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares are as set out herein.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) 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 properly applicable to the payment of dividends in such amount 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.

(b) 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.

(c) 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 one vote in respect of each Common Share held at all such meetings.

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in the Schedule re Other Provisions to these Articles.

SCHEDULE RE OTHER PROVISIONS

(1) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.

(2) No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

(a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;

(b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;

(c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or

(d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

(3) Meetings of shareholders may be held outside of Alberta.

Notice Of Address or Notice of Change of Address

Business Corporations Act
Section 20

1. Name of Corporation

2. Corporate Access Number

GATES CANADA INC.

Address of Registered Office (P.O. box number **can only** be used by a Society)

Street	City/Town	Province	Postal Code
3300, 421 7 Avenue SW	Calgary	Alberta	T2P 4K9

OR

Legal Land Description	Section	Township	Range	Meridian

Records Address (P.O. Box number **cannot** be used)

Street	City/Town	Province	Postal Code
3300, 421 7 Avenue SW	Calgary	Alberta	T2P 4K9

OR

Legal Land Description	Section	Township	Range	Meridian

Address for Service by Mail (if different from Item 3)

NOTE: If this is a change, please read instruction carefully.

Post Office Box Only	City/Town	Province	Postal Code
N/A			

FILED

AUG 24 2008

McCarthy Tétrault LLP
Calgary, Alberta

Per: _____

Alfred L. Stecklein


Name of Person Authorizing (please print)

303-744-5588

Telephone Number (daytime)

August 24, 2008

Date



Signature

Director

Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3016(99/01)

031961-010019
DOCS #145517 v. 2

TRADEMARK
REEL: 003870 FRAME: 0798

FILED

AUG 24 2008

**McCarthy Tétrault LLP
Calgary, Alberta**

**Notice Of Directors Or
Notice Of Change Of Directors**

Business Corporations Act
Sections 106, 113 and 289

Per: _____

2. **Alberta Corporate
Access Number**

1. **Name of Corporation**

GATES CANADA INC.	
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3. **The following persons were appointed Director(s) on** _____ **:**
Year / Month / Day

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident Canadian?	
		Yes	No
N/A			

4. **The following persons ceased to hold office as Director(s) on** _____ **:**
Year / Month / Day

Name of Director (Last, First, Second)	Mailing Address (including postal code)
N/A	

5. **As of this date, the Director(s) of the corporation are:**

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident Canadian?	
		Yes	No
Stecklein, Alfred L.	1551 Wewatta Street Denver, Colorado 80202 U.S.A.		X
Luckhart, Robert	225 Henry Street, Building 8 Brantford, Ontario N3S 7R4	X	
Grauer, Shanon O. N.	Suite 5300, 66 Wellington Street West, TD Bank Tower Toronto, Ontario M5K 1E6	X	

6. **To be completed only by Alberta Corporations:**

Are at least 1/4 of the members of the Board of Directors resident Canadians? Yes No

_____ Alfred L. Stecklein _____ 203-744-5588 _____ August 24, 2008
 Name of Person Authorizing (please print) Telephone Number (daytime) Date
 _____ AS Stecklein _____ _____
 Signature Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3017(99/01)

031961-010019
DOCS #145528 v. 2

**TRADEMARK
REEL: 003870 FRAME: 0799**

Articles Of Amalgamation

Business Corporations Act
Section 185

1. **Name of Amalgamated Corporation**

GATES CANADA INC.

2. **The classes of shares, and any maximum number of shares that the corporation is authorized to issue:**

The attached Schedule Re Authorized Shares is incorporated in this form.

3. **Restrictions on share transfers (if any):**

The attached Schedule Re Share Transfer Restrictions is incorporated in this form.

FILED

AUG 24 2008

McCarthy Tétrault LLP
Calgary, Alberta

4. **Number, or minimum and maximum number of directors:**

Minimum 1; Maximum 5

Per: 

5. **If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):**

Not applicable.

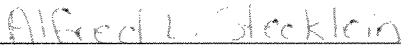
6. **Other provisions (if any):**

The attached Schedule Re Other Provisions is incorporated in this form.

7. **Name of Amalgamating Corporations**

Corporate Access Number

Gates Canada Inc.	2014150961
Tomkins Canada Ltd.	2014150284
Stackpole Limited	2014150839



Name of Person Authorizing (please print)

Director

Title (please print)



Signature

August 24, 2008

Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3068 (99/01)

031961-010019
DOCS #145486 v. 3

TRADEMARK
REEL: 003870 FRAME: 0800

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares are as set out herein.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:
 - (a) **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 properly applicable to the payment of dividends in such amount 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.
 - (b) **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.
 - (c) **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 one vote in respect of each Common Share held at all such meetings.

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in the Schedule re Other Provisions to these Articles.

SCHEDULE RE OTHER PROVISIONS

- (1) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.
- (2) No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:
 - (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors; or
 - (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors; or
 - (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
 - (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.
- (3) Meetings of shareholders may be held outside of Alberta.



10000707103464060

CAN2014203554

**In the Matter of the
Business Corporations Act (Alberta) (the "Act")
and
In the Matter of Articles of Amalgamation
Filed Pursuant to Section 185 of the Act
In the Name
GATES CANADA INC.**

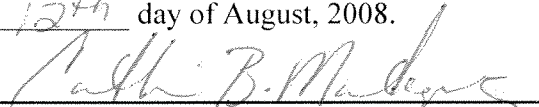
STATUTORY DECLARATION

I, Alfred L. Stecklein, of the City of Denver, in the State of Colorado, refer to the proposed amalgamation of Gates Canada Inc. ("Gates"), Tomkins Canada Ltd. ("Tomkins") and Stackpole Limited ("Stackpole") and DO SOLEMNLY DECLARE that:


1. I am a proposed director of the Amalgamated Corporation (as defined below) and have personal knowledge of the matters herein deposed to.
2. I have satisfied myself that as of the date hereof there are reasonable grounds for believing that:
 - (a) the corporation continuing from the amalgamation (the "Amalgamation") of Gates, Tomkins and Stackpole (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the Certificate of Amalgamation giving effect to the Amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of Gates, Tomkins or Stackpole will be prejudiced by the said Amalgamation.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

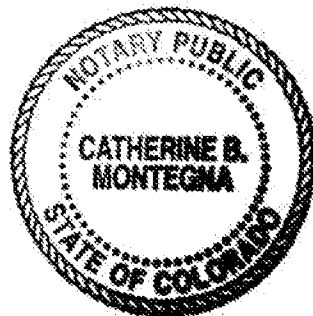
DECLARED before me at the City of Denver, in the State of Colorado, this 12th day of August, 2008.



Notary Public



Alfred L. Stecklein





10000907103464059

CAN 201420355

AMALGAMATION AGREEMENT

THIS AGREEMENT is made as of August 23, 2008

BETWEEN:

Gates Canada Inc., a corporation continued under the laws of Alberta (“**Gates**”)

- and -

Tomkins Canada Ltd., a corporation continued under the laws of Alberta (“**Tomkins**”)

- and -

Stackpole Limited, a corporation continued under the laws of Alberta (“**Stackpole**”).

WHEREAS Gates was continued under the laws of Alberta by articles of continuance effective July 21, 2008 and 6,700 Class A shares and 10,000 Common shares of Gates are issued and outstanding as fully paid and non-assessable;

WHEREAS Tomkins was continued under the laws of Alberta by articles of continuance effective July 22, 2008 and 112,000,001 common shares of Tomkins are issued and outstanding as fully paid and non-assessable; and

WHEREAS Stackpole was continued under the laws of Alberta by articles of continuance effective July 22, 2008 and 114,500,002 common shares of Stackpole are issued and outstanding as fully paid and non-assessable;

WHEREAS the parties hereto propose to amalgamate and continue as one corporation;

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the covenants and agreements herein contained the parties hereto agree as follows:

1. Gates, Tomkins and Stackpole shall amalgamate, pursuant to the provisions of the *Business Corporations Act* (Alberta), and continue as one corporation (hereinafter referred to as the “**Amalgamated Corporation**”) upon and subject to the terms and conditions and in the manner hereinafter set out.
2. The name of the Amalgamated Corporation shall be Gates Canada Inc.
3. The registered office of the Amalgamated Corporation shall be located at 3300, 421 7 Avenue SW, Calgary, Alberta T2P 4K9.

4. The number of directors of the Amalgamated Corporation shall be a minimum of 1 and a maximum of 5 and the following persons shall be the first directors of the Amalgamated Corporation:

Name	Address
Alfred L. Stecklein	1551 Wewatta Street, Denver, Colorado 80202 U.S.A.
Robert Luckhart	225 Henry Street, Building 8, Brantford, Ontario N3S 7R4
Shanon O. N. Grauer	Suite 5300, 66 Wellington Street West, TD Bank Tower, Toronto, Ontario M5K 1E6

5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

6. The Amalgamated Corporation shall be authorized to issue an unlimited number of Common Shares.

7. The rights, privileges, restrictions and conditions attaching to the Common Shares of the Amalgamated Corporation are as follows:

- (a) **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 Amalgamated Corporation (“**Board of Directors**”) out of the assets of the Amalgamated Corporation properly applicable to the payment of dividends in such amount 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 Amalgamated 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 Amalgamated Corporation.
- (b) **Participation upon Liquidation, Dissolution or Winding-up:** In the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation or other distribution of assets of the Amalgamated 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 Amalgamated 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 Amalgamated Corporation.
- (c) **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 Amalgamated Corporation and to one vote in respect of each Common Share held at all such meetings.

8. No security of the Amalgamated Corporation, other than a non-convertible debt security, may be transferred without the consent of:

- (a) the Board of Directors of the Amalgamated Corporation, expressed by a resolution duly passed at a meeting of the directors; or
- (b) a majority of the directors of the Amalgamated Corporation, expressed by an instrument or instruments in writing signed by such directors; or
- (c) the holders of the voting shares of the Amalgamated Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
- (d) the holders of the voting shares of the Amalgamated Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

9. Any shares in the capital of any of the parties hereto held by or on behalf of another party hereto shall, upon Articles of Amalgamation in respect of the amalgamation becoming effective, be cancelled without any repayment of capital in respect thereof.

10. The issued and outstanding shares in the capital of each of the parties hereto, except the shares, if any, cancelled pursuant to Section 9 hereof, shall, upon articles of amalgamation in respect of the amalgamation becoming effective, be converted into issued and outstanding and fully paid and non-assessable shares in the capital of the Amalgamated Corporation as follows:

- (a) 10,000 Common shares and 6,700 Class A shares in the capital of Gates shall become 399,294,517 Common Shares in the capital of the Amalgamated Corporation; and
- (b) 112,000,001 common shares in the capital of Tomkins shall become 1 Common Share in the capital of the Amalgamated Corporation.

11. After Articles of Amalgamation in respect of the amalgamation become effective, the holders of shares of Gates and of Tomkins shall be entitled to receive certificates representing shares of the Amalgamated Corporation on the basis aforesaid on presentation and surrender of the certificates representing shares of Gates or Tomkins held by them to the registered office of the Amalgamated Corporation and such share certificates shall be cancelled.

12. Holders of shares of any of the parties hereto shall not be entitled to be registered on the books of the Amalgamated Corporation in respect of a fraction of one of the issued shares of the Amalgamated Corporation resulting from the conversion described above or to receive any consideration in respect thereof.

13. The stated capital account for the Common Shares of the Amalgamated Corporation shall equal to the sum of the stated capital accounts of the Class A shares and Common shares of Gates and the common shares of Tomkins.

14. By-law No. 1 and By-law No. 2 attached hereto as Schedule A shall be adopted as by-laws of the Amalgamated Corporation.

15. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.


16. Meetings of shareholders may be held outside of Alberta.

17. Each of the parties hereto may, by resolution of their respective directors, amend or vary this Agreement subject to approval of the shareholders of the parties hereto and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

18. Notwithstanding the approval of this Agreement by the shareholders of any party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to the issuance of a certificate of amalgamation.

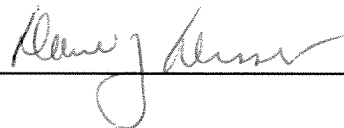
IN WITNESS WHEREOF the parties have executed this Agreement.

Gates Canada Inc.

Per: 

Per: _____

Tomkins Canada Ltd.

Per: 

Per: _____

Stackpole Limited

Per: 

Per: _____

13. The stated capital account for the Common Shares of the Amalgamated Corporation shall equal to the sum of the stated capital accounts of the Class A shares and Common shares of Gates and the common shares of Tomkins.

14. By-law No. 1 and By-law No. 2 attached hereto as Schedule A shall be adopted as by-laws of the Amalgamated Corporation.

15. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.


16. Meetings of shareholders may be held outside of Alberta.

17. Each of the parties hereto may, by resolution of their respective directors, amend or vary this Agreement subject to approval of the shareholders of the parties hereto and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

18. Notwithstanding the approval of this Agreement by the shareholders of any party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to the issuance of a certificate of amalgamation.

IN WITNESS WHEREOF the parties have executed this Agreement.

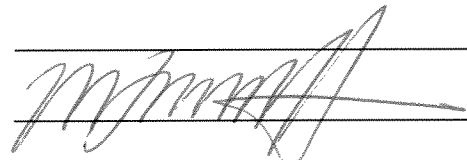
Gates Canada Inc.

Per: _____
Per:  _____

Tomkins Canada Ltd.

Per: _____
Per: (only one signature is required)

Stackpole Limited

Per: _____
Per:  _____

SCHEDULE A

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business
and affairs of

GATES CANADA INC.

(hereinafter referred to as the "Corporation")

DIRECTORS

1. **Calling of and notice of meetings** - Meetings of the board shall be held at such place and time and on such day as the chairman of the board, president or a vice-president, if any, or any two directors may determine. Notice of meetings of the board shall be given to each director not less than 48 hours before the time when the meeting is to be held. Each newly elected board may without notice hold its first meeting for the purposes of organization and the appointment of officers immediately following the meeting of shareholders at which such board was elected.
2. **Votes to govern** - At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.
3. **Interest of directors and officers generally in contracts** - No director or officer shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or officer or in which any director or officer is in any way interested be liable to be voided nor shall any director or officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director or officer holding that office or of the fiduciary relationship thereby established; provided that the director or officer shall have complied with the provisions of the Business Corporations Act.

SHAREHOLDERS' MEETINGS

4. **Quorum** - At any meeting of shareholders, a quorum shall be one person present in person entitled to vote thereat and holding or representing by proxy not less than 51 % of the votes entitled to be cast thereat.

MEETING BY TELEPHONE

5. **Directors and Shareholders** – A director may participate in a meeting of the board or of a committee of the board and a shareholder may participate in a meeting of shareholders by means of telephone or other communication facilities that permit all persons participating in any such meeting to hear each other.

INDEMNIFICATION

6. **Indemnification of directors and officers** - The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives to the extent permitted by the Business Corporations Act.
7. **Indemnity of others** - Except as otherwise required by the Business Corporations Act and subject to paragraph 6, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another body corporate, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful.
8. **Right of indemnity not exclusive** - The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to action in his official capacity and as to action in another capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.
9. **No liability of directors or officers for certain matters** - To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets

belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

10. **Banking arrangements** - The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided.
11. **Execution of instruments** - Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two directors or officers of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities), share certificates, warrants, bonds, debentures and other securities or security instruments of the Corporation and all paper writings.
12. **Voting Rights in Other Bodies Corporate** - The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

MISCELLANEOUS

- 13. **Invalidity of any provisions of this by-law** - The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- 14. **Omissions and errors** - The accidental omission to give any notice to any shareholder, director, officer or auditor or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

INTERPRETATION

- 15. **Interpretation** - In this by-law and all other by-laws of the Corporation words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include an individual, partnership, association, body corporate, executor, administrator or legal representative and any number or aggregate of persons; "articles" include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement and articles of revival; "board" shall mean the board of directors of the Corporation; "Business Corporations Act" shall mean the *Business Corporations Act* (Alberta), Revised Statutes of Alberta, 2000, Chapter B-9, as amended from time to time, or any Act that may hereafter be substituted therefor; "meeting of shareholders" shall mean and include an annual meeting of shareholders and a special meeting of shareholders of the Corporation; and "signing officers" means any person authorized to sign on behalf of the Corporation pursuant to paragraph 11.

RESOLVED that the foregoing By-law No. 1 is made a by-law of the Corporation.

The undersigned, being all of the directors of Gates Canada Inc., hereby sign the foregoing resolution.

DATED the _____ day of August, 2008.

Alfred L. Stecklein

Robert Luckhart

Shanon O. N. Grauer

RESOLVED that the foregoing By-law No. 1 of the by-laws of the Corporation is hereby confirmed.

The undersigned, being the sole shareholder of Gates Canada Inc., hereby signs the foregoing resolution.

DATED the _____ day of August, 2008.

The Gates Corporation

Per: _____

SCHEDULE B**BY-LAW NO. 2**

A By-Law authorizing borrowing and pledging of

GATES CANADA INC.

(hereinafter referred to as the "Corporation")

BE IT AND IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

1. The Directors of the Corporation may from time to time:
 - (a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
 - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, movable or immovable property, rights, powers, choses in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
 - (d) without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act (Canada) or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
2. Any or all of the foregoing powers may from time to time be delegated by the Directors to any one or more of the directors or officers of the Corporation.
3. This By-law shall remain in force and be binding upon the Corporation as regards any person acting on the good faith thereof until such person has received written notification from the Corporation that this By-law has been repealed or replaced.

This By-Law No. 2 may be executed in several counterparts, and all such counterparts, when taken together shall constitute one resolution. The Corporation shall be allowed to rely on delivery of a facsimile copy of the executed resolution and such facsimile copy shall be legally effective to create a valid and binding resolution.

RESOLVED that the foregoing By-law No. 2 is made a by-law of the Corporation.

The undersigned, being all of the directors of Gates Canada Inc., hereby sign the foregoing resolution.

DATED the _____ day of August, 2008.

Alfred L. Stecklein

Robert Luckhart

Shanon O. N. Grauer

RESOLVED that the foregoing By-law No. 2 of the by-laws of the Corporation is hereby confirmed.

The undersigned, being the sole shareholder of Gates Canada Inc., hereby signs the foregoing resolution.

DATED the _____ day of August, 2008.

The Gates Corporation

Per: _____