

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/29/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Compos-A-Tron Mfg. Inc.		02/29/2008	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	AZEK Canada Inc.
Street Address:	66 Wellington Street West
Internal Address:	Toronto Dominion Bank Tower, 5300
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5K1E6
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	76651497	TRADEMARK
Registration Number:	3383684	FENSATIONS

**CORRESPONDENCE DATA**

Fax Number: (412)562-1041  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-562-1632  
 Email: vicki.cremonese@bipc.com  
 Correspondent Name: Lynn J. Alstadt  
 Address Line 1: 301 Grant Street  
 Address Line 2: 20th Floor  
 Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	0051342-000003
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OP \$65.00 76651497

DOMESTIC REPRESENTATIVE

Name: Lynn J. Alstadt  
Address Line 1: 301 Grant Street  
Address Line 2: 20th Floor  
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

NAME OF SUBMITTER:	Lynn J. Alstadt
Signature:	/Lynn J. Alstadt/
Date:	10/24/2008

**Total Attachments: 14**

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5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

A - Amalgamation Agreement / *Convention de fusion :*

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.  
*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.*

or  
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / *Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :*

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.  
*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*

**AZEK Canada Inc.**

and are more particularly set out in these articles.  
*et sont énoncées textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Compos-A-Tron Mfg. Inc.	1761809	2008	02	29
AZEK Canada Inc.	002162771	2008	02	29

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 common shares.

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 :*

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) **Payment of Dividends:** The holders of the common shares will 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 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 concurrently with the holders of the common shares, the board of directors may in its 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 will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) **Voting Rights:** The holders of the common shares will 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.

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

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in paragraph 10 hereof.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

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.

11. The statements required by subsection 17B(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 17B(2) de la Loi sur les sociétés par actions constituent l'annexe A.*

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*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.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

**Compos-A-Tron Mfg. Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
 Signature / Signature

**Scott Harrison**

Print name of signatory /  
 Nom du signataire en lettres moulées

**Director**

Description of Office / Fonction

**AZEK Canada Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
 Signature / Signature

**Scott Harrison**

Print name of signatory /  
 Nom du signataire en lettres moulées

**Director**

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
 Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
 Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
 Nom du signataire en lettres moulées

Description of Office / Fonction



4. The director(s) is/are:  
 Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la            R.R., le nom de la municipalité, la province, le pays et le code            postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien            Oui/Non</i>
Amy Bevecqua	801 Corey Street, Scranton, Pennsylvania, U.S.A. 18505	No

**Schedule "A"**

**AZEK CANADA INC.**

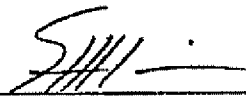
**Statement**

I, Scott Harrison, a director of AZEK Canada Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation with Compos-A-Tron Mfg. Inc. ("Compos-A-Tron") and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation and Compos-A-Tron is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation and Compos-A-Tron (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes;
- (d) no creditor of the Corporation or Compos-A-Tron will be prejudiced by the said amalgamation; and
- (e) no creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED February 29, 2008.

  
\_\_\_\_\_  
Scott Harrison

**Schedule "A"**

**COMPOS-A-TRON MFG. INC.**


**Statement**

I, Scott Harrison, a director of Compos-A-Tron Mfg. Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation with AZEK Canada Inc. ("AZEK Canada") and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation and AZEK Canada is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation and AZEK Canada (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes;
- (d) no creditor of the Corporation or AZEK Canada will be prejudiced by the said amalgamation; and
- (e) No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED February 29, 2008.

  
\_\_\_\_\_  
Scott Harrison

Schedule B

AZEK CANADA INC.

The undersigned, being all the directors of AZEK Canada Inc., hereby sign the following resolution:

AMALGAMATION WITH COMPOS-A-TRON MFG. INC.

RESOLVED that:

1. The amalgamation of the Corporation with its wholly owned subsidiary Compos-A-Tron Mfg. Inc. (the "Subsidiary") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "Amalgamated Corporation") shall be the same as the articles of the Corporation.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

DATED as of February 29, 2008.

\_\_\_\_\_  
Amy Bevacqua

  
\_\_\_\_\_  
Glenn Fischer

\_\_\_\_\_  
Scott Harrison

\_\_\_\_\_  
John Scrymgeour

Schedule B

COMPOS-A-TRON MFG. INC.

The undersigned, being all the directors of Compos-A-Tron Mfg. Inc., hereby sign the following resolution:

AMALGAMATION WITH AZEK CANADA INC.

RESOLVED that:

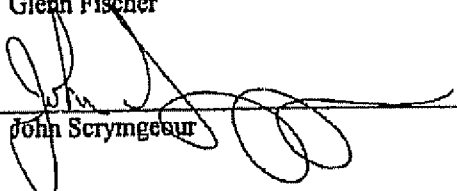
1. The amalgamation of the Corporation with its sole shareholder, AZEK Canada Inc. (the "Parent") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "Amalgamated Corporation") shall be the same as the articles of the Parent.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized.

DATED as of February 29, 2008.

\_\_\_\_\_  
Amy Bevacqua

\_\_\_\_\_  
Scott Harrison

\_\_\_\_\_  
Glenn Fischer

  
\_\_\_\_\_  
John Scrymgeour



- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2008-Feb-29

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

2162771 ONTARIO INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
*(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).*

By/  
Par :



(Signature)  
(Signature)

Chief Financial Officer

(Description of Office)  
(Fonction)

**SCHEDULE**

**PATENTS**

<b><u>Title</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
GUARD RAIL SYSTEM	11/409,005	04-24-2006

<b><u>Title</u></b>	<b><u>Patent No.</u></b>	<b><u>Issue Date</u></b>
GUARD RAIL SYSTEM	6,702,259	03-09-2004

**TRADEMARKS**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
TRADEMARK	76/651,497	12-06-2005

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
FENSATIONS	3,383,684	02-19-2008