

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/2006		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Donwen Holdings Ltd.		12/01/2006
	Schumacher Estates Limited		12/01/2006
			Limited Company: CANADA
			Limited Company: CANADA
RECEIVING PARTY DATA			
Name:	Schumacher Estates Ltd.		
Street Address:	P.O. Box 783		
City:	Red Deer, Alberta		
State/Country:	CANADA		
Postal Code:	T4N 5H2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2679457	FLO-PRO PERFORMANCE MUFFLERS
	Registration Number:	2774349	TWISTER RACE MUFFLER
CORRESPONDENCE DATA			
Fax Number:	(914)941-6091		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(914) 941-5668		
Email:	aedelstein@collenip.com		
Correspondent Name:	Jane F. Collen		
Address Line 1:	80 South Highland Avenue		
Address Line 2:	The Holyoke-Manhattan Building		
Address Line 4:	Ossining, NEW YORK 10562		
ATTORNEY DOCKET NUMBER:	66295 66305		

OP \$65.00 2679457

DOMESTIC REPRESENTATIVE

Name: Jess M. Collen
Address Line 1: 80 South Highland Avenue
Address Line 2: COLLEN IP, Intellectual Property Law, PC
Address Line 4: Ossining, NEW YORK 10562

NAME OF SUBMITTER:	Jane F. Collen
Signature:	/Jane F. Collen/
Date:	04/01/2010

Total Attachments: 10
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AMALGAMATION AGREEMENT

EFFECTIVE DECEMBER 1, 2006

BETWEEN:

SCHUMACHER ESTATES LTD.

A BODY CORPORATE PURSUANT TO THE
LAWS OF THE PROVINCE OF ALBERTA

OF THE FIRST PART

- AND -

DONWEN HOLDINGS LTD.

A BODY CORPORATE PURSUANT TO THE
LAWS OF THE PROVINCE OF ALBERTA

OF THE SECOND PART

TRADEMARK

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AMALGAMATION AGREEMENT

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AMALGAMATION AGREEMENT

BETWEEN:

SCHUMACHER ESTATES LTD.
a body corporate pursuant to the
laws of the Province of Alberta
(referred to herein as "ESTATES")

OF THE FIRST PART

- and -

DONWEN HOLDINGS LTD.
a body corporate pursuant to the
laws of the Province of Alberta
(referred to herein as "DONWEN")

OF THE SECOND PART

WHEREAS:

- A. ESTATES was continued under the *Business Corporations Act*, S.A. 1981, c. B-15, as amended from time to time (the "Act") on February 24, 1983.
- B. DONWEN was continued under the Act on February 24, 1983.
- C. The authorized share capital of ESTATES is:
- (a) an unlimited number of Class "A" Common Voting Shares (1 vote per share);
 - (b) an unlimited number of Class "B" Common Voting Shares (2 votes per share);
 - (c) an unlimited number of Class "C" Common Non-Voting Shares;
 - (d) an unlimited number of Class "D" Common Non-Voting Non-Growth Shares;
 - (e) an unlimited number of Class "E" Voting Non-Cumulative Redeemable Preferred Shares;
 - (f) an unlimited number of Class "F" Non-Voting Cumulative Redeemable Preferred Shares.
- D. The authorized share capital of DONWEN is:
- (a) an unlimited number of Class "A" Common Voting Shares (may be issued in series);
 - (b) an unlimited number of Class "B" Common Voting Shares (may be issued in series);
 - (c) an unlimited number of Class "C" Common Non-Voting Non-Growth Shares (may be issued in series).
- E. The issued share capital of ESTATES is:
- | | | |
|-----|--------------------|--|
| (a) | KIM SCHUMACHER | 489.5 Class "B" Shares
240.0 Class "E" Shares |
| (b) | DONALD SCHUMACHER | 489.5 Class "B" Shares
240.0 Class "E" Shares |
| (c) | MELFORD SCHUMACHER | 138.0 Class "F" Shares |
| (d) | WILMA SCHUMACHER | 43.0 Class "F" Shares |

F. The issued share capital of DONWEN is:

- (a) KIM SCHUMACHER 30.0 Class "A" Shares
- (b) DONALD SCHUMACHER 30.0 Class "A" Shares
- (c) SCHUMACHER ESTATES LTD. 40.0 Class "A" Shares

G. DONWEN and ESTATES (sometimes collectively called the "Amalgamating Corporations") have agreed to amalgamate and continue as one corporation (the "Amalgamated Corporation") in accordance with the provisions of Part 14 of the Act upon and subject to the terms and conditions set out in this Agreement.

THIS AGREEMENT WITNESSES THAT THE PARTIES COVENANT AND AGREE AS FOLLOWS:

ARTICLE 1. AGREEMENT

1.1 Upon and subject to the terms and conditions herein contained, the Amalgamating Corporations agree to amalgamate pursuant to the provisions of the Act and pursuant to section 87 of the *Income Tax Act*, and to continue as one corporation.

ARTICLE 2. EFFECTIVE DATE

2.1 The effective date for the amalgamation of ESTATES and DONWEN shall be December 1, 2006.

ARTICLE 3. AMALGAMATED CORPORATION

3.1 The name of the Amalgamated Corporation shall be SCHUMACHER ESTATES LTD.

ARTICLE 4. ARTICLES OF AMALGAMATION OF THE AMALGAMATED CORPORATION

4.1 The Articles of Amalgamation attached to this Agreement as Schedule "A" (the "Articles of Amalgamation"), which set out the name of the Amalgamated Corporation, the classes and maximum number of shares that the Amalgamated Corporation is authorized to issue, a statement of the restrictions on the right to transfer shares of the Amalgamated Corporation, any restrictions on the businesses that the Amalgamated Corporation may carry on, and other provisions, if any, applicable to the Amalgamated Corporation, shall be and are hereby adopted as the Articles of Amalgamation of the Amalgamated Corporation.

ARTICLE 5. BY-LAWS OF THE AMALGAMATED CORPORATION

5.1 The By-Laws attached to this Agreement as Schedule "B" (the "By-Laws") shall be and are adopted as the By-Laws of the Amalgamated Corporation.

ARTICLE 6. DIRECTORS OF THE AMALGAMATED CORPORATION

6.1 The names and addresses of the directors of the Amalgamated Corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
KIM SCHUMACHER	107 Armitage Close Red Deer, Alberta T4R 2K6
DONALD SCHUMACHER	147 Donnelly Crescent Red Deer, Alberta T4R 2L5

- 6.2 The Directors shall hold office until the first annual meeting of the Amalgamated Corporation or until their successors are elected or appointed.

ARTICLE 7. SHARE CAPITAL OF AMALGAMATED CORPORATION

- 7.1 The authorized share capital of the Amalgamated Corporation shall be that set forth in the Articles of ESTATES.
- 7.2 The 489.5 Class "B" Shares in the capital of ESTATES registered in the name of KIM SCHUMACHER shall be converted into 489.5 Class "B" Shares of the Amalgamated Corporation.
- 7.3 The 489.5 Class "B" Shares in the capital of ESTATES registered in the name of DONALD SCHUMACHER shall be converted into 489.5 Class "B" Shares of the Amalgamated Corporation.
- 7.4 The 240 Class "E" shares in the capital of ESTATES registered in the name of KIM SCHUMACHER shall be converted into 240 Class "E" Shares of the Amalgamated Corporation.
- 7.5 The 240 Class "E" Shares in the capital of ESTATES registered in the name of DONALD SCHUMACHER shall be converted into 240 Class "E" Shares of the Amalgamated Corporation.
- 7.6 The 138 Class "F" Shares in the capital of ESTATES registered in the name of MELFORD SCHUMACHER shall be converted into 138 Class "F" Shares of the Amalgamated Corporation.
- 7.7 The 43 Class "F" Shares in the capital of ESTATES registered in the name of WILMA SCHUMACHER shall be converted into 43 Class "F" Shares of the Amalgamated Corporation.
- 7.8 The 30 Class "A" Shares in the capital of DONWEN registered in the name of KIM SCHUMACHER shall be converted into 30 Class "A" Shares of the Amalgamated Corporation.
- 7.9 The 30 Class "A" Shares in the capital of DONWEN registered in the name of DONALD SCHUMACHER shall be converted into 30 Class "A" Shares of the Amalgamated Corporation.
- 7.10 The 40 Class "A" Shares in the capital of DONWEN registered in the name of SCHUMACHER ESTATES LTD. shall be cancelled without any repayment of capital in respect of those shares.

ARTICLE 8. STATED CAPITAL ACCOUNT OF AMALGAMATED CORPORATION

- 8.1 Pursuant to Section 28(3)(b) of the Act, there shall be added to the stated capital account to be maintained for the Class "A" Shares of the Amalgamated Corporation a total of \$60.00 as a result of the conversions in paragraphs 7.8 and 7.9.
- 8.2 Pursuant to Section 28(3)(b) of the Act, there shall be added to the stated capital account to be maintained for the Class "B" Shares of the Amalgamated Corporation a total of \$207.80 as a result of the conversions in paragraphs 7.2 and 7.3.
- 8.3 Pursuant to Section 28(3)(b) of the Act, there shall be added to the stated capital account to be maintained for the Class "E" Shares of the Amalgamated Corporation a total of \$40.00 as a result of the conversions in paragraphs 7.4 and 7.5.
- 8.4 Pursuant to Section 28(3)(b) of the Act, there shall be added to the stated capital account to be maintained for the Class "F" Shares of the Amalgamated Corporation a total of \$22.19 as a result of the conversions in paragraph 7.6 and 7.7.

ARTICLE 9. REPRESENTATIONS AND WARRANTIES

9.1 ESTATES represents and warrants to DONWEN that:

- (a) It is a corporation duly organized and existing and in good standing under the laws of the Province of Alberta;
- (b) The authorized share capital of ESTATES is:
 - i) an unlimited number of Class "A" Common Voting Shares (1 vote per share);
 - ii) an unlimited number of Class "B" Common Voting Shares (2 votes per share);
 - iii) an unlimited number of Class "C" Common Non-Voting Shares;
 - iv) an unlimited number of Class "D" Common Non-Voting Non-Growth Shares;
 - v) an unlimited number of Class "E" Voting Non-Cumulative Redeemable Preferred Shares;
 - vi) an unlimited number of Class "F" Non-Voting Cumulative Redeemable Preferred Shares.
- (c) The outstanding and issued shares of ESTATES have been lawfully issued as follows:

i)	KIM SCHUMACHER	489.5 Class "B" Shares
		240.0 Class "E" Shares
ii)	DONALD SCHUMACHER	489.5 Class "B" Shares
		240.0 Class "E" Shares
iii)	MELFORD SCHUMACHER	138.0 Class "F" Shares
iv)	WILMA SCHUMACHER	43.0 Class "F" Shares
- (d) ESTATES has good and sufficient corporate power and authority to amalgamate with DONWEN and this Agreement constitutes a valid and binding obligation of ESTATES enforceable against ESTATES in accordance with its terms;
- (e) All transactions contemplated by this Agreement will not result in any violation of any of the terms and conditions of the Articles of Incorporation or By-Laws of ESTATES or a breach of any agreement to which ESTATES is a party or by which it may be bound; and
- (f) All of the books of account, financial records and other data of ESTATES made available or to be made available to DONWEN are true and correct and reasonably and fairly represent the current financial condition of ESTATES without material errors or omissions.

9.2 DONWEN represents and warrants to ESTATES that:

- (a) It is a corporation duly organized and existing and in good standing under the laws of the Province of Alberta;
- (b) The authorized share capital of DONWEN is:
 - i) an unlimited number of Class "A" Common Voting Shares (may be issued in series);
 - ii) an unlimited number of Class "B" Common Voting Shares (may be issued in series);
 - iii) an unlimited number of Class "C" Common Non-Voting Non-Growth Shares (may be issued in series).

- (c) The outstanding and issued shares of DONWEN have been lawfully issued as follows:
- | | | |
|------|-------------------------|---------------------|
| i) | KIM SCHUMACHER | 30 Class "A" Shares |
| ii) | DONALD SCHUMACHER | 30 Class "A" Shares |
| iii) | SCHUMACHER ESTATES LTD. | 40 Class "A" Shares |
- (d) DONWEN has good and sufficient corporate power and authority to amalgamate with ESTATES and this Agreement constitutes a valid and binding obligation of DONWEN enforceable against DONWEN in accordance with its terms;
- (e) All transactions contemplated by this Agreement will not result in any violation of any of the terms and conditions of the Articles of Continuance or By-Laws of DONWEN or a breach of any agreement to which DONWEN is a party or by which it may be bound; and
- (f) All of the books of account, financial records and other data of DONWEN made available or to be made available to ESTATES are true and correct and reasonably and fairly represent the current financial condition of DONWEN without material errors or omissions.

ARTICLE 10. PRE-AMALGAMATION MATTERS

10.1 A Statutory Declaration of a proposed director of the Amalgamated Corporation shall be obtained prior to the amalgamation, setting out that:

- (a) There are reasonable grounds for believing that:
- i) the Amalgamated Corporation will be able to pay its liabilities as they come due, and
 - ii) the realizable value of the Amalgamated Corporation's Assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (b) There are reasonable grounds for believing that:
- i) no creditor shall be prejudiced by the amalgamation, or
 - ii) adequate notice, within the meaning of Section 185(3) of the Act, has been given to all known creditors of the Amalgamating Corporations and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

10.2 This Agreement and the terms and conditions of the proposed amalgamation shall:

- (a) Be approved by the directors of each of the Amalgamating Corporations; and
- (b) Be approved by special resolutions passed by the shareholders of each of the Amalgamating Corporations.

10.3 Articles of Amalgamation, together with this Agreement, the Statutory Declaration referred to in section 10.1 and the documents required by Sections 20 and 106 of the Act shall be submitted to the Registrar of Corporations.

ARTICLE 11. AMENDMENTS

- 11.1 The directors of each of the Amalgamating Corporations shall have the power to assent to any amendment or modification of this Agreement that the shareholders of the Amalgamating Corporations have considered and approved, or which has been directed by the Registrar of Corporations for the Province of Alberta.

ARTICLE 12. TERMINATION

- 12.1 Notwithstanding approval of this Agreement by the shareholders of either or both of the Amalgamating Corporations, the directors of either of the Amalgamating Corporations may, in their discretion, terminate this Agreement at any time prior to the issuance of a Certificate of Amalgamation by the Registrar of Corporations.

ARTICLE 13. CONDITION PRECEDENT TO AMALGAMATION

- 13.1 This Agreement, the terms and conditions of the proposed amalgamation and the rights and obligations of each of the Amalgamating Corporations are subject to and conditional upon the issuance of the Certificate of Amalgamation.

ARTICLE 14. EFFECT OF AMALGAMATION

- 14.1 On the date shown in a Certificate of Amalgamation to be issued by the Registrar of Corporations under his seal of office certifying that the Amalgamating Corporations have amalgamated:
- (a) The amalgamation of the Amalgamating Corporations and their continuance as one corporation shall become effective;
 - (b) The property of each of the Amalgamating Corporations continue to be the property of the Amalgamated Corporation;
 - (c) The Amalgamated Corporation continues to be liable for the obligations of each of the Amalgamating Corporations;
 - (d) An existing cause of action, claim or liability to prosecution is unaffected;
 - (e) A civil, criminal or administrative action or proceeding pending by or against an Amalgamating Corporation may be continued to be prosecuted by or against the Amalgamated Corporation;
 - (f) A conviction against, or ruling, order or judgment in favour of or against, an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation; and
 - (g) The Articles of Amalgamation are deemed to be the Articles of Incorporation of the Amalgamated Corporation and the Certificate of Amalgamation shall be deemed to be the Certificate of Incorporation of the Amalgamated Corporation.

ARTICLE 15. POST-AMALGAMATION MATTERS

- 15.1 Upon the issuance of the Certificate of Amalgamation, the shareholders of each of the Amalgamating Corporations shall surrender certificates representing shares held by them in ESTATES and DONWEN for cancellation, and certificates for shares of the Amalgamated Corporation shall be issued as follows:

<u>CERT.</u>	<u>SHARES</u>	<u>NAME</u>
A-1	30.0 Class "A"	KIM SCHUMACHER
A-2	30.0 Class "A"	DONALD SCHUMACHER
B-1	489.5 Class "B"	KIM SCHUMACHER
B-2	489.5 Class "B"	DONALD SCHUMACHER
E-1	240.0 Class "E"	KIM SCHUMACHER
E-2	240.0 Class "E"	DONALD SCHUMACHER
F-1	138.0 Class "F"	MELFORD SCHUMACHER
F-2	43.0 Class "F"	WILMA SCHUMACHER

ARTICLE 16. ENTIRE AGREEMENT

16.1 The provisions herein contained, including the Recitals and Schedules attached hereto, constitute the entire agreement between the parties and supersede all previous representations and agreements whether verbal or written, between the parties with respect to the subject matter of this Agreement.

ARTICLE 17. INTERPRETATION

17.1 The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

17.2 This Agreement shall be construed in accordance with and governed by the laws of the Province of Alberta.

17.3 This Agreement and the rights and obligations of the parties under this Agreement are subject to all present and future laws, rules, regulations and orders of any legislative body or duly constituted authority now or hereafter having jurisdiction over the parties, or the subject matter of this agreement.

IN WITNESS WHEREOF the parties have executed this Agreement, effective the 1st day of December, 2006.

SCHUMACHER ESTATES LTD.

PER: _____

PER: _____

DONWEN HOLDINGS LTD.

PER: _____

PER: _____

SCHEDULE "A"

**BUSINESS CORPORATIONS ACT
(SECTION 179)**

ALBERTA

Corporate Affairs

ARTICLES OF AMALGAMATION

1. NAME OF CORPORATION		2. CORPORATE ACCESS NO.
SCHUMACHER ESTATES LTD.		
3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE		
SEE ATTACHMENT - SCHEDULE 1		
4. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS		
NO SHARE OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE APPROVAL, BY RESOLUTION, OF THE BOARD OF DIRECTORS		
5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS		
THE DIRECTORS OF THE CORPORATION SHALL BE NOT LESS THAN 1 NOR MORE THAN 7 IN NUMBER		
6. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS		
NO RESTRICTIONS		
7. OTHER PROVISIONS, IF ANY		
SEE ATTACHMENT - SCHEDULE 2		
8. NAMES OF AMALGAMATING CORPORATIONS		CORPORATE ACCESS NO.
SCHUMACHER ESTATES LTD. DONWEN HOLDINGS LTD.		201072659 202847232
9. DATE	SIGNATURE	TITLE
DECEMBER 1, 2006		DIRECTOR
FOR DEPARTMENTAL USE ONLY		FILED