

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DECISIONING SOLUTIONS INC.		05/22/2013	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	8526877 CANADA INC.		
Street Address:	199 BAY STREET, SUITE 4000		
City:	TORONTO, ONTARIO		
State/Country:	CANADA		
Postal Code:	M5L 1A9		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85819758	DECISIONING SOLUTIONS	
Serial Number:	85819774	TURNING DATA INTO KNOWLEDGE	
CORRESPONDENCE DATA			
Fax Number:	3122220818		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312.222.5794		
Email:	jhbrown@michaelbest.com		
Correspondent Name:	Jeffrey H. Brown		
Address Line 1:	Michael Best & Friedrich LLP		
Address Line 2:	180 N. Stetson, Suite 2000		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	017721-9001 ECI NAME CHNG		
DOMESTIC REPRESENTATIVE			
Name:	Jeffrey H. Brown		

OP \$65.00 85819758

Address Line 1: Michael Best & Friedrich LLP
Address Line 2: 180 N. Stetson, Suite 2000
Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:

Jeffrey H. Brown

Signature:

/Jeffrey H. Brown/

Date:

02/10/2014

Total Attachments: 11

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2013-05-22

Corporations Canada
9th floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada
9e étage, Tour Jean-Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

Corporation Information Sheet

Canada Business Corporations Act (CBCA)

Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

8526877 CANADA INC.

Corporation Number	852687-7	Numéro de société
Corporation Key Required for changes of address or directors online	71066239	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	05-22 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2014	05-22 to/au 07-21 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2014

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult **Keeping Your Corporation in Good Standing** (enclosed or available on our website).

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter la brochure **Maintenir votre société en conformité**, ci-jointe ou disponible dans notre site Web.

Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS®). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

8526877 CANADA INC.

Corporate name / Dénomination sociale

852687-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Marcie Girouard

Director / Directeur

2013-05-22

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



1 Corporate name
Dénomination sociale
8526877 CANADA INC.

2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est situé le siège social
ON

3 The classes and the maximum number of shares that the corporation is authorized to issue
Catégories et le nombre maximal d'actions que la société est autorisée à émettre
See attached schedule / Voir l'annexe ci-jointe

4 Restrictions on share transfers
Restrictions sur le transfert des actions
See attached schedule / Voir l'annexe ci-jointe

5 Minimum and maximum number of directors
Nombre minimal et maximal d'administrateurs
Min. 1 Max. 10

6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None

7 (1) If change of name effected, previous name
S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure
DECISIONING SOLUTIONS INC.
(2) Details of incorporation
Détails de la constitution
Incorporated under the laws of Ontario on January 16, 2004

8 Other Provisions
Autres dispositions
None

9 Declaration: I certify that I am a director or an officer of the company continuing into the CBCA.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Scott Wheeler

Scott Wheeler

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Description of Classes of Shares / Description des catégories d'actions

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

An unlimited number of Class A Special Shares
An unlimited number of Class B Special Shares
An unlimited number of Class C Special Shares
An unlimited number of Common Shares

The rights, privileges, restrictions and conditions attaching to each class of shares are as follows:

A. Class A Special Shares

(1) Each Class A Special Share shall entitle the holder thereof to receive, in priority to the holders of the Common Shares and any shares ranking junior to the Class A Special Shares, for each financial year of the corporation, when, as and if declared by the board of directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a fixed preferential monthly non-cumulative cash dividend at a rate of up to one-half of one percent (1/2 of 1%) of the Class A Redemption Amount in respect thereof, as hereinafter defined.

(2) If such preferential dividend for any month has not been declared payable prior to the expiration of fourteen (14) days from the end of such month, the rights of the holders of all Class A Special Shares to receive a dividend in respect of such month shall be forever extinguished at the expiration of such fourteen (14) days.

(3) Any dividend may be paid in one or more instalments at the discretion of the board of directors of the corporation.

(4) The holders of the Class A Special Shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for.

(5) In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holder of each Class A Special Share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of the Common Shares or any other shares ranking junior to the Class A Special Shares, repayment of an amount equal to One Dollar (\$1.00) per share, together with any dividends declared thereon and unpaid and no more; provided, however, that if the aggregate amount available for distribution to the holders of Class A Special Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A Special Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. After payment to the holders of the Class A Special Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the corporation.

(6) The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Special Shares upon payment for each share to be redeemed of an amount equal to One Dollar (\$1.00) per share (the Class A Redemption Amount), together with all dividends declared thereon and unpaid. Not less than fourteen (14) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Class A Redemption Date") and place or places of redemption. Upon the Class A Redemption Date, the corporation shall pay or cause to be paid to the order of the registered holder of each Class A Special Share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A Special Shares. If a part only of the Class A Special Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Class A Redemption Date, the holder of each Class A Special Share to be

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redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The corporation shall have the right at any time after the Class A Redemption Date as aforesaid to deposit the redemption price of the Class A Special Shares to be redeemed, or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, to a special account at any chartered bank or any trust company, to be paid without interest to or to the order of the holder of such Class A Special Shares upon presentation and surrender to such bank or trust company of the certificates representing the same and, upon such deposit(s) being made, the Class A Special Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class A Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class A Special Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class A Special Shares is to be redeemed, the shares to be redeemed shall be selected either:

- (i) as nearly as may be in proportion to the number of Class A Special shares registered in the name of each shareholder; or
- (ii) in such other manner as the board of directors determines with the consent in writing of all the holders of the Class A Special Shares at the time outstanding.

(7) Any registered holder of Class A Special Shares may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class A Special Shares held by, him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed an amount equal to the Class A Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class A Special Shares desires to require the redemption, as aforesaid, of all or any part of the Class A Special Shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class A Special Shares to be so redeemed. On the date fourteen (14) days next following the receipt of such notice by the corporation (herein called the Class A Retraction Date), the corporation shall pay or cause to be paid to the order of the registered holder of such Class A Special Shares the redemption price on presentation and surrender at the registered office of the corporation of the certificates representing the Class A Special Shares specified in the notice. If a part only of the Class A Special Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Class A Retraction Date, the holder of the Class A Special Shares to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of their redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

(8) The holders of the Class A Special Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the corporation and shall not be entitled to vote at any such meeting; the holders of the Class A Special Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertaking or a substantial part thereof.

Notice

(9) Where notice is required by the provisions hereof to be sent, the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

B. Class B Special Shares

(1) Subject to the prior rights attached to the Class A Special Shares, each Class B Special Share shall entitle the holder thereof to receive, in priority to the holders of the Class C Special Shares, the Common Shares and any shares ranking junior to the Class B Special Shares, for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a fixed preferential monthly non-cumulative cash dividend at a rate of up to one-half of one percent (1/2 of 1%) of the Class B Redemption Amount in respect thereof, as hereinafter defined.

(2) If such preferential dividend for any month has not been declared payable prior to the expiration of fourteen (14) days from the end of such month, the rights of the holders of all Class B Special Shares to receive a dividend in respect of such month shall be forever extinguished at the expiration of such fourteen (14) days.

(3) Any dividend may be paid in one or more instalments at the discretion of the board of directors of the Corporation.

(4) The holders of the Class B Special Shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for.

(5) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class B Special Share shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Class C Special Shares, the Common Shares or any other shares ranking junior to the Class B Special Shares, repayment of an amount equal to the Class B Redemption Amount (as hereinafter defined), together with any dividends declared thereon and unpaid and no more; provided, however, that if the aggregate amount available for distribution to the holders of Class B Special Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class B Special Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. After payment to the holders of the Class B Special Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(6) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Special Shares upon payment for each share to be redeemed of an amount (the Class B Redemption Amount) equal to the aggregate fair market value of the one (1) Common Share of the Corporation which was converted and reclassified as set out above, divided by 1,000 (the fair market value of such shares to be determined as at the time immediately before the conversion being effected by these articles of amendment but without regard to the fact of the said conversion), together with all dividends declared thereon and unpaid. Not less than fourteen (14) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the Class B Redemption Date) and place or places of redemption. Upon the Class B Redemption Date, the Corporation shall pay or cause to be paid to the order of the registered holder of each Class B Special Share to be redeemed the Class B Redemption Amount therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class B Special Shares. If a part only of the Class B Special Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class B Redemption Date, the holder of each Class B Special Share to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class B Redemption Amount shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The Corporation shall have the right at any

time after the Class B Redemption Date as aforesaid to deposit the Class B Redemption Amount of the Class B Special Shares to be redeemed, or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, to a special account at any chartered bank or any trust company, to be paid without interest to or to the order of the holder of such Class B Special Shares upon presentation and surrender to such bank or trust company of the certificates representing the same and, upon such deposit(s) being made, the Class B Special Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class B Redemption Date, as the case may be, shall be limited to receiving without interest the Class B Redemption Amount so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class B Special Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class B Special Shares is to be redeemed, the shares to be redeemed shall be selected either:

- (i) as nearly as may be in proportion to the number of Class B Special Shares registered in the name of each shareholder; or
- (ii) in such other manner as the board of directors determines with the consent in writing of all the holders of the Class B Special Shares at the time outstanding.

(7) Any registered holder of Class B Special Shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class B Special Shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed an amount equal to the Class B Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class B Special Shares desires to require the redemption, as aforesaid, of all or any part of the Class B Special Shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class B Special Shares to be so redeemed. On the date fourteen (14) days next following the receipt of such notice by the Corporation (herein called the Class B Retraction Date), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class B Special Shares the Class B Redemption Amount on presentation and surrender at the registered office of the Corporation of the certificates representing the Class B Special Shares specified in the notice. If a part only of the Class B Special Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class B Retraction Date, the holder of the Class B Special Shares to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of their Class B Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

(8) In the event that any governmental taxing authority having jurisdiction shall express the opinion, to which the board of directors of the Corporation shall acquiesce or from which there is no further right to object or appeal, at any time after the date upon which the issued and outstanding Common Share of the Corporation is, pursuant to these articles, converted and reclassified as set out above (the Class B Conversion Date) or if the board of directors of the Corporation and all of the holders of Class B Special Shares in the capital of the Corporation shall at any time after the Class B Conversion Date determine, that the actual aggregate fair market value of the Common Share so converted, as determined immediately prior to the said conversion but without regard to the fact of the impending conversion, is not equal to the aggregate redemption amount of the Class B Special Shares into which the said Common Share is hereby converted, the Class B Redemption Amount shall automatically be adjusted to reflect the actual fair market value of the said Common Share, to the same extent as if it were

as if such value had been set out and used herein at the Class B Conversion Date. Furthermore, if the Class B Redemption Amount is adjusted in the manner hereinbefore described and if, prior to that time, any dividend has been declared and paid on the said Class B Special Shares or any of the said Class B Special Shares have been redeemed, then the Class B Shareholders who received the dividend or the redemption price, as the case may be, or the Corporation shall forthwith make any payment necessary to rectify any overpayment or underpayment, as the case may be.

(9) The holders of the Class B Special Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class B Special Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

C. Class C Special Shares

(1) Each Class C Special Share shall entitle the holder thereof to receive, in priority to the holders of the Common Shares and any shares ranking junior to the Class C Special Shares, for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a fixed preferential monthly non-cumulative cash dividend at a rate of one-half of up to one percent (1/2 of 1%) of the Class C Redemption Amount in respect thereof, as hereinafter defined.

(2) If such preferential dividend for any month has not been declared payable prior to the expiration of fourteen (14) days from the end of such month, the rights of the holders of all Class C Special Shares to receive a dividend in respect of such month shall be forever extinguished at the expiration of such fourteen (14) days.

(3) Any dividend may be paid in one or more instalments at the discretion of the board of directors of the Corporation.

(4) The holders of the Class C Special Shares shall not be entitled to any dividends tither than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for.

(5) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of each Class C Special Share shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares or any other shares ranking junior to the Class C Special Shares, repayment of an amount equal to One Dollar (\$1.00) per share, together with any dividends declared thereon and unpaid and no more; provided, however, that if the aggregate amount available for distribution to the holders of Class C Special Shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class C Special Share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata. After payment to the holders of the Class C Special Shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(6) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class C Special Shares upon payment for each share to be redeemed of an amount equal to One Dollar (\$1.00) per share (the Class C Redemption Amount), together with all dividends declared thereon and unpaid. Not less than fourteen (14) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the Class C Redemption Date) and place or places of redemption. Upon the Class C Redemption Date, the Corporation shall pay or cause to be paid to the order of the registered holder of each Class C Special Share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class C Special Shares. If a part only of the Class C Special Shares represented by any certificate shall

be redeemed, a new Class C Redemption Date, the holder of each Class C Special Share to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The Corporation shall have the right at any time after the Class C Redemption Date as aforesaid to deposit the redemption price of the Class C Special Shares to be redeemed, or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, to a special account at any chartered bank or any trust company, to be paid without interest to or to the order of the holder of such Class C Special Shares upon presentation and surrender to such bank or trust company of the certificates representing the same and, upon such deposit(s) being made, the Class C Special Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class C Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class C Special Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class C Special Shares is to be redeemed, the shares to be redeemed shall be selected either:

- (i) as nearly as may be in proportion to the number of Class C Special Shares registered in the name of each shareholder; or
- (ii) in such other manner as the board of directors determines with the consent in writing of all the holders of the Class C Special Shares at the time outstanding.

(7) Any registered holder of Class C Special Shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class C Special Shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed an amount equal to the Class C Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class C Special Shares desires to require the redemption, as aforesaid, of all or any part of the Class C Special Shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class C Special Shares to be so redeemed. On the date fourteen (14) days next following the receipt of such notice by the Corporation (herein called the Class C Retraction Date), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class C Special Shares the redemption price on presentation and surrender at the registered office of the Corporation of the certificates representing the Class C Special Shares specified in the notice. If a part only of the Class C Special Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class C Retraction Date, the holder of the Class C Special Shares to be redeemed as aforesaid shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of their redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

(8) The holders of the Class C Special Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each Class C Special Share held at all meetings of the shareholders of the Corporation.

D. Common Shares

The holders of the common shares shall be entitled:

- (a) to vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of another class of shares, any dividend declared by the Corporation (less any tax required to be deducted and withheld by the Corporation); and
- (c) to receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Schedule / Annexe

Restrictions on Share Transfers / Restriction sur le transfert d'actions

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors, or (b) the holders of a majority of the outstanding shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.



**Initial Registered Office Address
and First Board of Directors**

**Siège social initial et premier
conseil d'administration**

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

8526877 CANADA INC.

2 Address of registered office
Adresse du siège social

199 Bay Street, Suite 4000
Toronto ON M5L 1A9

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Freddy Cortese	40 Courcellette Road, Toronto ON M1N 2S8, Canada	Yes / Oui
Robert Nelson	475 Anton Blvd., Costa Mesa CA 92626, United States	No / Non
Scott Wheeler	475 Anton Blvd., Costa Mesa CA 92626, United States	No / Non

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Scott Wheeler

Scott Wheeler
714-830-7700

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.