

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328523

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/28/2014 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------|----------|----------------|----------------------------|
| Nabi Bus, LLC | | 12/10/2014 | LIMITED LIABILITY COMPANY: |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------|
| Name: | New Flyer of America Inc. |
| Street Address: | 711 Kernaghan Avenue |
| City: | Winnipeg |
| State/Country: | CANADA |
| Postal Code: | R2C 3T4 |
| Entity Type: | CORPORATION: NORTH DAKOTA |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 4652581 | NABI |
| Registration Number: | 4652580 | NABI |
| Registration Number: | 3961841 | |
| Registration Number: | 2997153 | OPTIMA |
| Registration Number: | 2689027 | O OPUS |
| Registration Number: | 2784509 | COMPOBUS |
| Registration Number: | 2403088 | NABI |
| Registration Number: | 1644978 | STEP-LIFT |

CORRESPONDENCE DATA

Fax Number: 4168651398

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 416-777-0101

Email: vsheehan@dickinsonwright.com

Correspondent Name: Dickinson Wright LLP

Address Line 1: 199 Bay Street, Suite 2200

Address Line 4: Toronto, CANADA M5L 1G4

ATTORNEY DOCKET NUMBER: 58092-1

TRADEMARK

REEL: 005437 FRAME: 0681

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CH \$215.00 4652581

DOMESTIC REPRESENTATIVE**Name:** Dickinson Wright PLLC/Matthew Marquardt**Address Line 1:** 1875 Eye Street N.W. , Suite**Address Line 4:** Washington, D.C. 20006**NAME OF SUBMITTER:** Eric D. Lavers**SIGNATURE:** /Eric D. Lavers/**DATE SIGNED:** 01/09/2015**Total Attachments: 3**

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABI BUS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "NEW FLYER OF AMERICA INC." UNDER THE NAME OF "NEW FLYER OF AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NORTH DAKOTA, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF DECEMBER, A.D. 2014, AT 11:17 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.

5654649 8100M

141513402

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1942898

DATE: 12-10-14

TRADEMARK
REEL: 005437 FRAME: 0683

CERTIFICATE OF MERGER
MERGING
NABI BUS, LLC
WITH AND INTO
NEW FLYER OF AMERICA INC.

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware

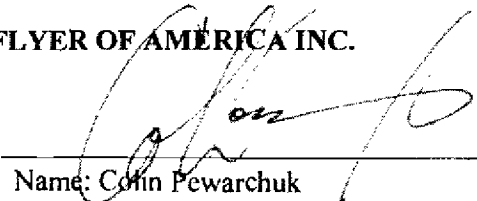
New Flyer of America Inc., organized and existing under the North Dakota Business Corporations Act, does hereby certify that:

1. The name of each constituent company is NABI Bus, LLC, a Delaware limited liability company, and New Flyer of America Inc., a North Dakota corporation.
2. The Agreement and Plan of Merger and Plan of Reorganization (the "**Merger Agreement**") has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.
3. The surviving company shall be New Flyer of America Inc. (the "**Surviving Company**").
4. The Certificate of Incorporation of New Flyer of America Inc. as in effect on the date hereof shall continue in full force and effect after the effective date as the Certificate of Incorporation of the Surviving Company.
5. The executed Merger Agreement is on file at the offices of the Surviving Company which address is: c/o New Flyer Industries Inc., 711 Kernaghan Avenue, Winnipeg, Manitoba R2C 3T4, Canada, a copy of which will be furnished by the Surviving Company on request and without cost to any stockholders or any member of any constituent entities.
6. The Surviving Company may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of NABI Bus, LLC, and the Surviving Company irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and a copy of such process shall be mailed to it by the Secretary of State at: c/o New Flyer Industries Inc., 711 Kernaghan Avenue, Winnipeg, Manitoba R2C 3T4, Canada.
7. This Certificate of Merger and the merger shall become effective at 11:59 p.m., Eastern Daylight Time, on December 28, 2014.

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized officer, on the 10th day of December, 2014.

NEW FLYER OF AMERICA INC.

By: _____


Name: Colin Pewarchuk

Title: Executive Vice President,
General Counsel and Corporate
Secretary

By: _____


Name: Glenn Asham

Title: Chief Financial Officer,
Executive Vice President, Finance and
Treasurer

[Cert of Merger – NABI Bus LLC into NFAI]