

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM379321

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>SEQUENCE:</b>	3		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Belden Canada Inc.		11/01/2012	Corporation: ALBERTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Belden Canada Inc.		
<b>Street Address:</b>	66 Wellington Street West		
<b>Internal Address:</b>	Suite 5300, Toronto Dominion Bank Tower		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5K 1E6		
<b>Entity Type:</b>	Corporation: ONTARIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3769775	TOFINO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4142974900		
<i>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.</i>			
<b>Phone:</b>	(414) 271-2400		
<b>Email:</b>	ipdocketing@foley.com		
<b>Correspondent Name:</b>	Mark J. Diliberti / Katherine P. Califa		
<b>Address Line 1:</b>	Foley & Lardner LLP		
<b>Address Line 2:</b>	777 E. Wisconsin Avenue		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202-5306		
<b>ATTORNEY DOCKET NUMBER:</b>	096001-0840		
<b>NAME OF SUBMITTER:</b>	Jill M. Schenk		
<b>SIGNATURE:</b>	/Jill M. Schenk/		
<b>DATE SIGNED:</b>	04/04/2016		
<b>Total Attachments: 9</b>			
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Ministry of  
Government Services

Ministère des  
Services gouvernementaux

**CERTIFICATE**  
This is to certify that these articles  
are effective on

**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

NOVEMBER 01 NOVEMBRE, 2012

Ontario Corporation Number  
Numéro de la société en Ontario

1881992

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 6  
Business  
Corporations  
Act

Formule 6  
Loi sur les  
sociétés par  
actions

**ARTICLES OF CONTINUANCE  
STATUTS DE MAINTIEN**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
*Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :*

B	E	L	D	E	N		C	A	N	A	D	A		I	N	C	.																					

2. The corporation is to be continued under the name (if different from 1):  
*Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :*


3. Name of jurisdiction the corporation is leaving: / *Nom du territoire (province ou territoire, État ou pays) que quitte la société :*  
**Alberta**

Name of jurisdiction / *Nom du territoire*

4. Date of incorporation/amalgamation: / *Date de la constitution ou de la fusion :*

2012-11-01

Year, Month, Année / *année, mois, jour*

5. The address of the registered office is: / *Adresse du siège social en :*

66 Wellington Street West, Suite 5300, Toronto Dominion Bank Tower

Street & Number or R.R. Number & if Multi-Office Building give Room No.  
*Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau*

Toronto

Name of Municipality or Post Office / *Nom de la municipalité ou du bureau de poste*

ONTARIO

M	5	K	1	E	6
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Postal Code/Code postal

6. Number of directors is/are: Fixed number  OR minimum and maximum  1  15  
 Nombre d'administrateurs : Nombre fixe  OU minimum et maximum  1  15

7. The director(s) is/are: / Administrateur(s) First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, 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>
Michelle H. Long	1342 Riverdale Circle Chesterfield, Missouri, U.S.A. 63005	No
Guylaine Branchaud	14 Debussy Street Candiac, Quebec, Canada J5R 6C2	Yes

8. 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.

9. 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 Class A common shares and an unlimited number of Class B common shares.

10. 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 said shares are as set out herein.

1. Subject to the rights of any class of shares that are expressed to rank prior to them, the Class A common shares shall have the following rights, privileges, restrictions and conditions:

(a) Dividends:

(i) Non-Cumulative Dividends: 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 Class A common shares, the holders of the Class A common shares shall be entitled to receive and the Corporation shall pay thereon, dividends 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.

(ii) In declaring any dividend on the Class A common shares pursuant to Section 1 (a)(i) hereof the board of directors of the Corporation may at any time and from time to time elect to treat such dividend as a capital dividend, as defined in the Income Tax Act (Canada) as now enacted or as the same may from time to time be amended, re-enacted or replaced, (a "Capital Dividend") without making a similar election in respect of any dividends on any other class of shares of the Corporation. However, when the board of directors determines to declare and pay a Capital Dividend on the Class A common shares, a taxable dividend on the Class B common shares at the time outstanding in equal or equivalent amounts per share, shall also be declared and paid without preference or distinction.

(b) Voting Rights: The holders of record of the Class A common shares shall be entitled to receive notice of, and to attend, all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of shares are entitled to vote, and, with respect to each vote taken at such meetings, the holders of record of the common shares shall be entitled to one vote for each Class A common share held.

(c) Rights on Dissolution: In the event of any distribution, subject to the rights of any class of shares ranking in priority to the Class A common shares, the holders of the Class A common shares and Class B common shares shall be entitled to receive equally, share-for-share, any such distribution.

2. Subject to the rights of any class of shares that are expressed to rank prior to them, the Class B common shares shall have the following rights, privileges, restrictions and conditions:

(a) Dividends:

- (i) **Non-Cumulative Dividends:** 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 Class B common shares, the holders of the Class B common shares shall be entitled to receive and the Corporation shall pay thereon, dividends 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.
- (ii) With respect to any Capital Dividend paid on the Class A common shares, a taxable dividend in equal or equivalent amounts per share, shall also be declared and paid on the Class B common shares, without preference or distinction. In declaring any dividend on the Class B common shares pursuant to Section 2(a)(i) hereof the board of directors of the Corporation may not elect to treat such dividend as a Capital Dividend, notwithstanding that an election has been made in respect of any dividends on any other class of shares of the Corporation.

(b) **Voting Rights:** The holders of record of the Class B common shares shall be entitled to receive notice of, and to attend, all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of shares are entitled to vote, and, with respect to each vote taken at such meetings, the holders of record of the common shares shall be entitled to one vote for each Class B common share held.

(c) **Rights on Dissolution:** In the event of any distribution, subject to the rights of any class of shares ranking in priority to the Class B common shares, the holders of the Class A common shares and Class B common shares shall be entitled to receive equally, share-for-share, any such distribution.

(d) **Conversion Privilege:** Each Class B common share may at any time be converted, at the option of the holder, into one Class A common share. The conversion privilege herein provided for may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing the Class B common shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the holder of the Class B common shares in respect of which such right is being exercised and shall specify the number of Class B common shares which the holder desires to have converted. The holder shall also pay any governmental or other tax

imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue certificates representing fully paid Class A common shares upon the basis above described and in accordance with the provisions hereof to the holder of the Class B common shares represented by the certificate or certificates accompanying such notice. If less than all of the Class B common shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the Class B common shares representing the shares comprised in the original certificate which are not to be converted.



11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'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 12 hereof.**

12. 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.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.  
*La societe s'est conformee au paragraphe 180(3) de la Loi sur les .societes par actions.*
14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on  
*Le maintien de la societe en vertu des lois de la province de l'Ontario a ete dement autorise en vertu des lois de l'autorite legislative sous le regime de laquelle la societe a ete constituee ou fusionnee ou anterieurement maintenue le*

2012/11/01

Year, Month, Day  
annee, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.  
*Le maintien de la societe en vertu de la Loi sur les societes par actions a le meme effet que si la societe avait ete constituee en vertu de cette loi.*

These articles are signed in duplicate.  
*Les presents statuts sont signes en double exemplaire.*

BELDEN CANADA INC.

Name of Corporation / Denomination sociale de la societe

By/Par



Signature / Signature

Brian E. Anderson

Print name of signatory / Nom du signataire en lettres moulees

Secretary

Description of Office / Fonction

These articles must be signed by a director or officer of the corporation (e.g. president, secretary)  
*Ces statuts doivent etre signes par un administrateur ou un dirigeant de la societe (p. ex. : president, secretaire).*