

10-11-2002



T

Docket No.:

KEE0080 & 81

Tab settings

102247363

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

International Comfort Products Corporation (Canada)

10-9-02

- Individual(s)
- General Partnership
- Corporation-State
- Other Corporation of Canada
- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Amalgamation
- Merger
- Change of Name

Execution Date: January 1, 2001

2. Name and address of receiving party(ies):

Name: UTC Canada Corporation

Internal Address: 6060 Burnside Court, Unit 1

Street Address: Mississauga Ontario L5P 2P5 Canada

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Canadian Corporation

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,443,789      2,432,792

Additional numbers  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony Niewyk

Internal Address: Baker & Daniels

Street Address: 111 East Wayne Street, Suite 800

City: Fort Wayne State: IN ZIP: 46802

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

Any additional fees Account No. 02-0385 Baker & Daniels

10/11/2002 LMUELLER 00000050 2443789

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 25.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony Niewyk

Name of Person Signing

Signature

October 4, 2002

Date

Total number of pages including cover sheet, attachments, and

9

TRADEMARK

REEL: 002596 FRAME: 0907

**UTC CANADA CORPORATION**

(herein referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6  
UNDER THE BUSINESS CORPORATIONS ACT**

The Corporation is authorized to issue an unlimited number of Class A Preference shares without par value (the "Class A Preference Shares") and an unlimited number of common shares without par value (the "Common Shares").

The Class A Preference Shares and the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

**Class A Preference Shares:**

(a) **Definitions**

In these share conditions, the following words and phrases shall have the following meanings:

- (i) "redemption amount" of each Class A Preference Share means the sum of \$1.00;
- (ii) "redemption price" of each Class A Preference Share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared or accrued thereon but which have not then been paid (if any); and
- (iii) "Act" means the New Brunswick *Business Corporations Act*.

(b) **Voting Rights**

Subject to the Act, the holders of the Class A Preference Shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of and to attend, but not to vote at, any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business.

(c) **Dividends**

Subject to the Act, the holders of the Class A Preference Shares shall in each financial year of the Corporation, in the discretion of the directors, but always in preference and priority to any payment of dividends on the Common Shares for such year, be entitled to non-cumulative dividends at a rate as determined by the directors, payable in one or more instalments. In any financial year, after providing for the full dividend on the Class A Preference Shares, the directors may, in their discretion, declare dividends on the Common Shares in such amounts as they may determine. The holders of the Class A Preference Shares shall not be entitled to any dividends other than as provided for herein.

(d) Redemption at Option of Corporation

Subject to the Act, the Corporation may redeem the whole or any part of the issued Class A Preference Shares on payment for each share to be redeemed of the redemption price. Unless all the holders of the Class A Preference Shares to be redeemed shall have waived notice of such redemption, the Corporation shall give not less than 30 days' notice in writing of such redemption, specifying the date and place of redemption. If such notice is given or waived, and the redemption price is paid to such holders, or is deposited with any chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except to receive payment of the redemption price.

(e) Redemption at Option of Holder

- (i) General - Subject to the Act, a holder of any Class A Preference Shares shall be entitled to require the Corporation to redeem the whole or any part of the Class A Preference Shares registered in the name of such holder on the books of the Corporation.
- (ii) Notice - A holder of such shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that such holder desires to have the whole or any part of the Class A Preference Shares registered in his name redeemed by the Corporation and (ii) the business day, which shall be not less than 30 days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem such shares (the "redemption date"), together with the share certificates, if any, representing the Class A Preference Shares which the registered holder desires to have the Corporation redeem.
- (iii) Redemption Procedure - Upon receipt of such request and share certificates, the Corporation shall, on the redemption date, redeem such shares by paying to such registered holder an amount equal to the redemption price. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class A

Preference Shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

- (iv) Cessation of Rights - The Class A Preference Shares shall be redeemed on the redemption date and thereafter such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price is not made on the redemption date, in which case the rights of the holders of such shares shall remain unaffected.
- (v) Distribution Rights - In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the redemption price of such shares and no more.

**Common Shares:**

- (a) The holders of the Common Shares shall be entitled, among other things, 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, and each Common Share shall entitle the holder thereof to one (1) vote at such meetings.
- (b) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares shall be entitled to receive, as and when declared by the directors, out of monies properly applicable to the payment of dividends, dividends or the Common Shares at any time outstanding when the directors may determine to declare.
- (c) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the common shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

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**UTC CANADA CORPORATION**  
(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "B" TO THE FOREGOING FORM 6 UNDER THE  
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

**1. PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

**2. NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

**3. PRE-EMPTIVE RIGHTS**

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares

of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

4.

#### **PRIVATE CORPORATION RESTRICTIONS**

- (A) The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and persons who, having been formerly in the employment of the Corporation, have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than Fifty (50) persons, two or more persons who are joint registered holders of one or more shares being counted as one shareholder.
- (B) Any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited.

5.

#### **FINANCIAL ASSISTANCE**

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would

be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

FILED/DEPOSE JAN 0 1 2001

**New Brunswick**  
Nouveau Brunswick

CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT  
CERTIFICATE OF AMALGAMATION  
(SECTION 124)

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS COMMERCIALES  
CERTIFICAT DE FUSION  
(ARTICLE 124)

**CORRECTED CERTIFICATE OF AMALGAMATION**

UTC CANADA CORPORATION

Name of Corporation / Raison sociale de la corporation

513598

Corporation Number / Numéro de la corporation

**I HEREBY CERTIFY** that the above-mentioned corporation resulted from the amalgamation of the following  
**JE CERTIFIE** que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la

corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.  
Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

**Note:** This corrected Certificate of Amalgamation was issued on August 14, 2001 pursuant to s. 189 of the Business Corporations Act, correcting Schedule "A" to Form 6 as it relates to shares of the corporation.

Per:

Director - Business Corporations Act

Director  
Directeur



Date of Amalgamation January 1, 2001  
Date de fusion

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1-Name of Corporation Raison sociale de la corporation  
UTC CANADA CORPORATION

2-The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value. Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair.  
See Schedule "A" attached hereto

3-Restrictions if any on share transfers Restrictions, s'il y en a, au transfert d'actions  
No shares shall be transferred without the consent of the directors or shareholders of the corporation expressed by a resolution passed at a meeting of the board of directors or shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.

4-Number (or minimum and maximum number) of directors Nombre (ou nombre minimum et maximum) d'administrateurs  
A minimum of one (1) and a maximum of ten (10) as determined by resolution of the board of directors.

5-Restrictions, if any, on business the corporation may carry on Restrictions, s'il y en a, à l'activité que peut exercer la corporation  
None

6-Other provisions, if any Autres dispositions, s'il y en a.  
See Schedule "B" Attached Hereto

7-  
A  The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the BUSINESS CORPORATIONS ACT. A  La fusion a été approuvée par les résolutions spéciales des actionnaires de de chacune des corporations fusionnantes mentionnées à l'article 9 cidessous, conformément à l'article 122 de la LOI SUR LES CORPORATIONS COMMERCIALES.

B  The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the BUSINESS CORPORATIONS ACT. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation). B  La fusion a été approuvée par une résolutions des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 cidessus, conformément à l'article 123 de la LOI SUR LES CORPORATIONS COMMERCIALES. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée)

8-Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation. 8-Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion.  
International Comfort Products Corporation (Canada) Corporation des Produits de Confort Internationale (Canada)

9-Name of Amalgamating Corporations Raison Sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
Carrier Canada Limited	513594		11/12/00	Assist. Trésorier.
International Comfort Products Corporation (Canada) Corporation des Produits de Confort Internationale (Canada)	510963		11/12/00	Trésorier
CARRIER HOLDINGS NS LIMITED	513596		11/12/00	Assist. Trésorier.
Racan Carrier Limited/Racan Carrier Limitee	513597		11/12/00	Assistant Secretary
Werner's Wholesale Group Inc.	513595		11/14/00	Assist. - Trésorier.

FOR DEPARTMENT USE ONLY

RESERVE A L'USAGE DU MINISTÈRE

Corporation No.-Corporati...o.

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