

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): <u>Bi-Line Systems Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Canada</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Moyer Diebel Limited</u> Internal Address: <u>2674 North Service Road</u> Street Address: <u>Jordan Station</u> City: <u>Ontario</u> State: <u>CANADA</u> Zip: <u>L0R 1S0</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Canada</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>September 5, 2003</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>1801988</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Randel S. Springer</u> Internal Address: _____ <u>Womble Carlyle Sandridge & Rice, PLLC</u> Street Address: <u>One West Fourth Street</u> City: <u>Winston-Salem, NC</u> State: <u>NC</u> Zip: <u>27101</u>	6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-0517</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>Randel S. Springer</u> <u>Randel Springer</u> <u>November 25, 2003</u> Name of Person Signing Signature Date <small>Total number of pages including cover sheet, attachments, and document: </small>		

CH \$40.00 500517 1801988

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

For Ministry Use Only
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Ontario Corporation Number
Numéro de la société en Ontario

1.

1586494



Ministry of Consumer and Ontario Business Services
CERTIFICATE
This is to certify that these articles are effective on

Ministère des Services aux consommateurs et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

SEPTEMBER 5 SEPTEMBRE, 2003

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions
ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
Business Corporations Act

Formule 4
Loi sur les sociétés par actions

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

M	O	Y	E	R		D	I	E	B	E	L		L	I	M	I	T	E	D											

2. The address of the registered office is:
Adresse du siège social:

2674 North Service Road

(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)

Jordan Station

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

Ontario

L O R I S O

(Postal Code / Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:

Number or minimum and maximum
Nombre ou minimum et maximum

	1	10
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4. The director(s) is/are:
Administrateur(s):

First Name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code 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	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Henry Holt, III	447 Dartmouth Drive Winston-Salem, NC, U.S.A. 27104	No
Michie T. Garland	46 Rivercrest Road Toronto, Ontario M6S 4H3	Yes
David L. Dorsch	294 Glencairn Avenue Toronto, Ontario M5N 1T9	Yes

5. Check A or B
Cocher A ou B

(A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

(A) *Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or
ou

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

(B) *Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
Moyer Diebel Limited	959492	2003 September 3
Bi-Line Systems Inc.	1416744	2003 August 28

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actions

6. 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.

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actions

7. 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:

Unlimited number of common shares.

8. 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:

None.

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Formule 4
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sociétés par
actions

9. 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 shares shall be transferred without either:

(a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors; or

(b) the previous consent of the holders of at least fifty-one (51%) percent of the shares for the time being outstanding which are entitled to vote at meetings of shareholders expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

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 Business
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 Act

Formule 4
 Loi sur les
 sociétés par
 actions

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to fifty (50), two (2) or more persons who are the joint registered owners of one or more shares being counted as one (1) shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(c) The board of directors may from time to time, in such amount and on such terms as it deems expedient:

(i) borrow money on the credit of the Corporation;

(ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

(iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

OYE & DURHAM
 Corporation
 Form 4 On-Disk

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

Moyer Diebel Limited
Per: *Diebel T. Grund*
Authorized Signing Officer

Bi-Line Systems Inc.
Per: *Diebel T. Grund*
Authorized Signing Officer

SCHEDULE "A" (1)

**STATEMENT OF DIRECTOR
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B.17**

I, MICHIE T. GARLAND of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

- (1) this statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
- (2) I am a director of Moyer Diebel Limited, one of the amalgamating corporations, and as such have personal knowledge of the matters declared herein;
- (3) there are reasonable grounds for believing that Moyer Diebel Limited is and the amalgamated corporation resulting from the amalgamation of Moyer Diebel Limited and Bi-Line Systems Inc. will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (4) there are reasonable grounds to believe that no creditors will be prejudiced by the amalgamation;
- (5) no creditors have notified Moyer Diebel Limited that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
- (6) since Moyer Diebel Limited has not received a notice pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 3rd day of September, 2003.



MICHIE T. GARLAND

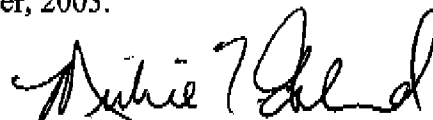
SCHEDULE "A" (2)

**STATEMENT OF DIRECTOR
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B.17**

I, MICHIE T. GARLAND, of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

- (1) this statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
- (2) I am a director of Bi-Line Systems Inc., one of the amalgamating corporations, and as such have personal knowledge of the matters declared herein;
- (3) there are reasonable grounds for believing that Bi-Line Systems Inc. is and the amalgamated corporation resulting from the amalgamation of Moyer Diebel Limited and Bi-Line Systems Inc. will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
- (4) there are reasonable grounds to believe that no creditors will be prejudiced by the amalgamation;
- (5) no creditors have notified Bi-Line Systems Inc. that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
- (6) since Bi-Line Systems Inc. has not received a notice pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 3rd day of September, 2003.



MICHIE T. GARLAND

SCHEDULE "B"

THIS AMALGAMATION AGREEMENT made as of the 28th day of August, 2003.

B E T W E E N:

MOYER DIEBEL LIMITED, a corporation to be continued under the laws of the Province of Ontario,
(hereinafter called "MDL")

OF THE FIRST PART;

- and -

BI-LINE SYSTEMS INC., a corporation amalgamated under the laws of the Province of Ontario
(hereinafter called "Bi-Line")

OF THE SECOND PART.

WHEREAS MDL shall be continued under the *Business Corporations Act* (Ontario), or predecessors of that legislation prior to this Amalgamation Agreement being effective;

AND WHEREAS Bi-Line was amalgamated under the *Business Corporations Act* (Ontario) or predecessors of that legislation;

AND WHEREAS MDL and Bi-Line acting under the authority contained in the *Business Corporations Act* have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS the parties have each made full disclosure to one another of all their respective assets and liabilities;

AND WHEREAS the authorized capital of MDL consists of an unlimited number of common shares without par value of which 5,365,000 common shares are issued and outstanding;

AND WHEREAS the authorized capital of Bi-Line consists of an unlimited number of common shares of which 340,000 common shares are issued and outstanding;

AND WHEREAS it is desirable that the said Amalgamation should be effected;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

- (1) In this Agreement:
- (a) "Amalgamating Corporations" means MDL and Bi-Line;
 - (b) "Amalgamated Corporation" means the Corporation continuing from the amalgamation of the Amalgamating Corporations;
 - (c) "Amalgamation Agreement" or "Agreement" means this Amalgamation Agreement; and

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- (d) "Act" means the Business Corporations Act, R.S.O. 1990, c.B.17.
- (2) The Amalgamating Corporations and each of them do hereby agree to amalgamate, as of the close of business on the date on which a certificate of amalgamation is issued under the provisions of the Act, and to continue as one corporation under the terms and conditions hereinafter set out.
- (3) The name of the Amalgamated Corporation shall be MOYER DIEBEL LIMITED.
- (4) The place in Ontario where the registered office of the Amalgamated Corporation is to be situated is 2674 North Service Road, Jordan Station, Ontario L0R 1S0 until changed in accordance with the Act.
- (5) The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares (the "Common Shares").
- (6) The by-laws of the Amalgamated Corporation are, to the extent not inconsistent with this agreement, to be those of Bi-Line until repealed, amended, altered or added to and copies of such by-laws may be examined at the offices of the Amalgamated Corporation.
- (7) The rights, privileges, restrictions and conditions attaching to the Common Shares are: NONE.
- (8) The right to transfer shares of the Amalgamated Corporation shall be restricted in that no shareholders shall be entitled to transfer any share or shares without either:
- (a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all the directors; or
- (b) the previous consent of the holders of at least fifty-one (51%) percent of the shares for the time being outstanding entitled to vote at meetings of shareholders expressed by resolutions passed by the shareholders or by an instrument or instruments in writing signed by all shareholders.
- (9) The minimum number of directors of the Amalgamated Corporation shall be one and the maximum number of directors of the Amalgamated Corporation shall be ten. The name, address and resident Canadian status of the first directors of the Amalgamated Corporation is as follows:

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<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Henry Holt, III	447 Dartmouth Drive Winston-Salem, North Carolina U.S.A. 27104	No
Michie T. Garland	46 Rivercrest Road Toronto, Ontario M6S 4H3	Yes
David L. Dorsch	294 Glencairn Avenue Toronto, Ontario M5N 1T9	Yes

- (10) The first directors shall hold office until the first meeting of shareholders of the Amalgamated Corporation or until their successors are elected or appointed in accordance with the Act. No such first directors shall be permitted to resign unless at the time the resignation is to become effective a successor is elected or appointed.
- (11) There shall be no restrictions on the business that the Amalgamated Corporation may carry on or on the powers that the Amalgamated Corporation may exercise.
- (12) The following other provisions shall apply to the Amalgamated Corporation:
- (a) The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to fifty (50), two (2) or more persons who are the joint registered owners of one or more shares being counted as one (1) shareholder.
 - (b) Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.
 - (c) The board of directors may from time to time, in such amount and on such terms as it deems expedient:
 - (i) borrow money on the credit of the Amalgamated Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Amalgamated Corporation; and
 - (iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or

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immovable property of the Amalgamated Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

- (13) The issued shares of MDL and Bi-Line shall be converted into issued shares of the Amalgamated Corporation as follows:
- (a) the 5,365,000 issued common shares in the capital of MDL registered in the name of Champion Industries, Inc. shall be converted into 5,365,000 Common Shares of the Amalgamated Corporation; and
 - (b) the 340,000 issued common shares in the capital of Bi-Line registered in the name of Champion Industries, Inc. shall be converted into 340,000 Common Shares of the Amalgamated Corporation.

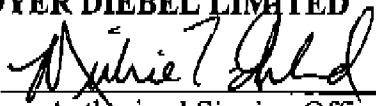
The stated capital of the issued shares of the Amalgamated Corporation shall not exceed the aggregate stated capital of the issued shares of the Amalgamating Corporations.

- (14) After the amalgamation of MDL and Bi-Line the shareholder of MDL and Bi-Line, when requested by the Amalgamated Corporation to do so, shall surrender certificates representing the shares of MDL and Bi-Line held by them for cancellation and shall be entitled to receive, without charge, certificates for shares of the Amalgamated Corporation on the basis aforesaid.
- (15) The officers of the Amalgamated Corporation shall, until changed by the directors, be as follows:
- | <u>Name</u> | <u>Office</u> |
|-----------------|---------------------|
| Henry Holt, III | President |
| Dexter Laughlin | Secretary-Treasurer |
- (16) Each of the parties shall contribute to the Amalgamated Corporation all of its assets, subject to its liabilities.
- (17) Upon and subject to the shareholders of MDL and Bi-Line respectively approving the amalgamation of such corporations and adopting this agreement and subject to paragraph 17 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act together with documents required by Section 178 of the Act.

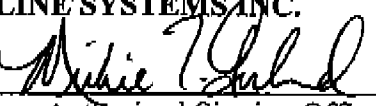
- (18) At any time before the endorsement of a certificate of amalgamation effecting the amalgamation of MDL and Bi-Line this agreement may be terminated by the directors of any of such corporation, notwithstanding the approval of this agreement by the shareholders of such corporations.

IN WITNESS WHEREOF this agreement has been duly executed by the parties hereto.

MOYER DIEBEL LIMITED

Per: 
Authorized Signing Officer

BI-LINE SYSTEMS INC.

Per: 
Authorized Signing Officer

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Moyer Diebel Limited
Registration No.: 1,801,988
Registration Date: November 2, 1993
Mark: HANDS-FREE

**Commissioner for Trademarks
 U.S. Patent and Trademark Office
 2900 Crystal Drive
 Arlington, Virginia 22202-3514**

SUBSTITUTE POWER OF ATTORNEY AT LAW

Sir:

Moyer Diebel Limited, a Canadian corporation and the Registrant in the above-captioned case ("Registrant") hereby appoints Randel S. Springer and Jacquelyn Austin, M. Christopher Bolen, David S. Bradin, Michael A. Cicero, Theodore F. Claypoole, Jennifer L. Collins, Anne C. Fleeson, David J. Hayzer, Jack B. Hicks, Dale C. Hogue, Louis T. Isaf, Sarah Anne Keefe, Steven D. Kerr, Carl B. Massey, Jr., Jeffrey R. McFadden, Thomas B. McGurk, Craig H. Popalis, C. Robert Rhodes, Lewis S. Rowell, Steven L. Schmid, Jeffrey B. Sladkus, D. Scott Sudderth, Maury M. Tepper, III, John J. Timar, Mitchell A. Tuchman, James F. Vaughan, of Womble Carlyle Sandridge & Rice, *A Professional Limited Liability Company*, One West Fourth Street, Winston-Salem, North Carolina 27101, U.S.A., to transact all business in the Patent and Trademark Office in connection with the above registration.

Registrant hereby appoints Randel S. Springer and Jacquelyn Austin, M. Christopher Bolen, David S. Bradin, Michael A. Cicero, Theodore F. Claypoole, Jennifer L. Collins, Anne C. Fleeson, David J. Hayzer, Jack B. Hicks, Dale C. Hogue, Louis T. Isaf, Sarah Anne Keefe, Steven D. Kerr, Carl B. Massey, Jr., Jeffrey R. McFadden, Thomas B. McGurk, Craig H. Popalis, C. Robert Rhodes, Lewis S. Rowell, Steven L. Schmid, Jeffrey B. Sladkus, Randel S. Springer, D. Scott Sudderth, Maury M. Tepper, III, John J. Timar, Mitchell A. Tuchman, James F. Vaughan, of Womble Carlyle Sandridge & Rice, *A Professional Limited Liability Company*, One West Fourth Street, Winston-Salem, North Carolina 27101, U.S.A., as Registrant's domestic representative upon whom or to whom notice or process in proceeding affecting this application may be served.

Please address all future correspondence in this matter to:

Randel S. Springer, Esquire
 Womble Carlyle Sandridge & Rice, PLLC
 One West Fourth Street
 Winston-Salem, North Carolina 27101, U.S.A.
 Telephone: (336) 721-3747
 Facsimile: (336) 726-6991
 E-Mail: rspringer@wcsr.com

OCT-30-2003 13:47

CHAMPION

P.05

In addition, Registrant hereby withdraws all previous Powers of Attorney at Law on file with the Patent and Trademark Office with respect to the above-identified mark.

MOYER DIESEL LIMITED

By: *Dexter T. Laughlin*

Printed Name: DEXTER T. LAUGHLIN

Title: PRESIDENT

Date: 29 Oct 2003

WINSTON 1262472v1

WOMBLE
CARYLE
SANDRIDGE
& RICE



One West Fourth Street
Winston-Salem, NC 27101
Telephone: (336) 721-3600
Fax: (336) 721-3660
Web Site: www.wcsr.com

Laurie A. Ricci, Paralegal
Direct Dial: (336) 721-3782
Direct Fax: (336) 733-8473
E-mail: lricci@wcsr.com

A PROFESSIONAL LIMITED
LIABILITY COMPANY

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November 25, 2003

Number of Pages: 18

Please call the following number if the message you
receive is incomplete or not legible: (336) 747-2679

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Commissioner for
Trademarks

U.S. Patent & Trademark
Office

(703) 306-5995

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TRADEMARK
REEL: 002753 FRAME: 0180

WOMBLE
CARLYLE
SANDRIDGE
& RICE



One West Fourth Street
Winston-Salem, NC 27101

Telephone: (336) 721-3600
Fax: (336) 721-3660
Web Site: www.wcsr.com

Randel S. Springer
Direct Dial: (336) 721-3747
Direct Fax: (336) 726-6991
E-mail: RSpringer@wcsr.com

A PROFESSIONAL LIMITED
LIABILITY COMPANY

November 25, 2003

VIA FACSIMILE: 703-306-5995

Commissioner for Trademarks
U.S. Patent & Trademark Office
Box ASSIGNMENTS FEE, 2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: *Recordation of Trademark Assignment Document*
Our Reference: 14075.0033.1

Dear Sir or Madam:

Enclosed for recording against the United States trademark registration identified in the enclosed Recordation Form Cover Sheet (Form PTO-1594) is a copy of an Articles of Amalgamation, dated September 5, 2003. The enclosed Articles of Amalgamation evidences the merger of Bi-Line Systems Inc., a Canadian corporation with Moyer Diebel Limited, a Canadian corporation with a business address of 2674 North Service Road, Jordan Station, Ontario Canada L0R 1S0. Also enclosed is a Substitute Power of Attorney which includes the appointment of a domestic representative.

The Commissioner is hereby authorized to charge the \$40.00 filing fee for this recordal to Deposit Account No. 50-0517. The Commissioner is also authorized to charge any deficiency in the payment of the required fee to Deposit Account No. 50-0517.

Please send us evidence of the recording of the conveyance document at your earliest convenience. To the best of my knowledge and belief, the information contained in the cover sheet is true and correct. If you should have any questions with regard to the enclosed conveyance document, please feel free to contact the undersigned at the address or telephone number listed above. Please direct all correspondence concerning this request to the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Randel S. Springer

Enclosures