

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pacific Westeel Racking Inc.		12/01/2005	CORPORATION: ONTARIO

RECEIVING PARTY DATA

Name:	The Econo-Rack Group Inc.
Street Address:	2655 North Sheridan Way
Internal Address:	Suite 230
City:	Mississauga
State/Country:	ONTARIO
Postal Code:	L5K 2P8
Entity Type:	CORPORATION: ONTARIO

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1030086	CUBIC-RACK

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-368-4000
 Email: ch.tm@dlapiper.com
 Correspondent Name: Keith W. Medansky
 Address Line 1: P.O. Box 64807
 Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	265735-1
NAME OF SUBMITTER:	Keith W. Medansky
Signature:	/kwmedansky/

TRADEMARK

Date:

02/27/2006

Total Attachments: 11

source=PACIFIC WESTEEL MERGER#page1.tif
source=PACIFIC WESTEEL MERGER#page2.tif
source=PACIFIC WESTEEL MERGER#page3.tif
source=PACIFIC WESTEEL MERGER#page4.tif
source=PACIFIC WESTEEL MERGER#page5.tif
source=PACIFIC WESTEEL MERGER#page6.tif
source=PACIFIC WESTEEL MERGER#page7.tif
source=PACIFIC WESTEEL MERGER#page8.tif
source=PACIFIC WESTEEL MERGER#page9.tif
source=PACIFIC WESTEEL MERGER#page10.tif
source=PACIFIC WESTEEL MERGER#page11.tif

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

The Econo-Rack Group Inc.

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
The Econo-Rack Group Inc.	1389378	2005	11	30
Econo-Rack Storage Equipment Ltd.	1598101	2005	11	30
Pacific Westeel Racking Inc.	1640569	2005	11	30
Alltype Metal Stampings Limited	255839	2005	11	30
1275840 Ontario Inc.	1275840	2005	11	30
A-1 Warehouse Systems Limited	1678383	2005	11	30
Warehouse Systems Inc.	1598100	2005	11	30

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.

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:

The Corporation is authorized to issue:

- (a) an unlimited number of Class A Common shares;
- (b) an unlimited number of Class B Common shares;
- (c) an unlimited number of Class C Common shares; and
- (d) an 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:

See pages 4a to 4d attached hereto.

1. CLASS A COMMON SHARES

- (a) The holders of the Class A Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Class A Common Share held by them at all meetings of the shareholders, except meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series.
- (b) Dividends may be declared on the Class A Common Shares from time to time by the Board of Directors out of moneys properly applicable to the payment of dividends, provided such dividends are declared *pari passu* with dividends declared on the Class B Common Shares and the Class C Common Shares. For greater certainty, dividends shall not be declared and paid on the Class A Common Shares exclusive of dividends on the Class B Common Shares and the Class C Common Shares.
- (c) The holders of the Class A Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding up or dissolution of the Corporation or upon the distribution of assets for the purpose of winding up its affairs *pari passu* with the holders of the Class B Common Shares and the Class C Common Shares.
- (d) No Class A Common Shares shall be issued on or after the date of an Initial Public Offering as defined in Section 4(a).

2. CLASS B COMMON SHARES

- (a) The holders of the Class B Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Class B Common Share held by them at all meetings of the shareholders, except meetings at which only holders of a specified class or series of shares are entitled to vote separately as a class or series.
- (b) Dividends may be declared on the Class B Common Shares from time to time by the Board of Directors out of moneys properly applicable to the payment of dividends, provided such dividends are declared *pari passu* with dividends declared on the Class A Common Shares and the Class C Common Shares. For greater certainty, dividends shall not be declared and paid on the Class B Common Shares exclusive of dividends on the Class A Common Shares and the Class C Common Shares.
- (c) The holders of the Class B Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding up or dissolution of the Corporation or upon the distribution of assets for the purpose of winding up its affairs *pari passu* with the holders of the Class A Common Shares and the Class C Common Shares.

- (d) No Class B Common Shares shall be issued on or after the date of an Initial Public Offering as defined in Section 4(a).

3. **CLASS C COMMON SHARES**

- (a) The holders of the Class C Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Class C Common Share held by them at all meetings of the shareholders, except meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series.
- (b) Dividends may be declared on the Class C Common Shares from time to time by the Board of Directors out of moneys properly applicable to the payment of dividends, provided such dividends are declared *pari passu* with dividends declared on the Class A Common Shares and the Class B Common Shares. For greater certainty, dividends shall not be declared and paid on the Class C Common Shares exclusive of dividends on the Class A Common Shares and the Class B Common Shares.
- (c) The holders of the Class C Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding up or dissolution of the Corporation or upon the distribution of assets for the purpose of winding up its affairs *pari passu* with the holders of the Class A Common Shares and the Class B Common Shares.
- (d) No Class C Common Shares shall be issued on or after the date of an Initial Public Offering as defined in Section 4(a).

4. **CONVERSION OF CLASS A COMMON SHARES,
CLASS B COMMON SHARES AND CLASS C COMMON SHARES**

- (a) For purposes of this Section 4, an "Initial Public Offering" shall be deemed to have occurred on the date on which the Corporation obtains a receipt issued by the appropriate securities regulatory authority for a final prospectus qualifying the issuance of Common Shares of the Corporation from treasury in any province of Canada, or on the date the equivalent approval by the Securities and Exchange Commission is obtained for a prospectus filed in the United States.
- (b) Notwithstanding any other provision herein, all Class A Common Shares, Class B Common Shares and Class C Common Shares of the Corporation issued and outstanding on the date of an Initial Public Offering shall be deemed at that time to have been converted (the "**Deemed Conversion**") into fully paid non-assessable Common Shares of the Corporation, as the same shall be constituted at the time of the Deemed Conversion, on the basis of one Common Share for each Class A Common Share, Class B Common Share or Class C Common Share of the Corporation issued and outstanding as at that date, without further action or steps required on behalf of the Corporation or the holder of such Class A

Common Shares, Class B Common Shares or Class C Common Shares, and the provisions of this Section 4 shall apply to effect such Deemed Conversion, *mutatis mutandis*.

- (c) The Corporation or its transfer agent or registrar (if any), as the case may be, shall, effective as of the date of Deemed Conversion, issue or cause to be issued a certificate or certificates representing fully paid non-assessable Common Shares of the Corporation upon the basis above prescribed to each registered holder of such Class A Common Shares, Class B Common Shares or Class C Common Shares deemed to be converted hereunder.
- (d) All Common Shares of the Corporation issued pursuant to the Deemed Conversion shall be deemed to be fully paid and non-assessable common shares in the capital stock of the Corporation.
- (e) In all cases, the Corporation shall pay any securities, governmental or other taxes, fees or levies imposed in respect of or as a result of the Deemed Conversion, if any.
- (f) Each holder of Class A Common Shares, Class B Common Shares or Class C Common Shares whose shares are converted pursuant to this Section 4 shall be deemed to have become the holder of record of the Common Shares into which such Class A Common Shares, Class B Common Shares or Class C Common Shares are converted, for all purposes, on the date of the Deemed Conversion, notwithstanding any delay in the delivery of the certificate or certificates representing the Common Shares into which such Class A Common Shares, Class B Common Shares or Class C Common Shares have been converted and, effective as of that date, all Class A Common Shares, Class B Common Shares and Class C Common Shares of the Corporation shall be deemed to have been cancelled and the holders of the Class A Common Shares, Class B Common Shares or Class C Common Shares shall cease to be registered as the holders of record of the Class A Common Shares, Class B Common Shares or Class C Common Shares so converted, as the case may be.

5. COMMON SHARES

- (a) The holders of the Common Shares shall be entitled to receive notice of and attend all meetings of the Shareholders of the Corporation and shall have one (1) vote for each Common Share held by them at all meetings of the Shareholders, except meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series.
- (b) Subject to the prior rights of the holders of any shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the Common Shares shall be entitled to receive dividends as may be declared from time to time by the Board of Directors out of moneys properly applicable to the payment of dividends.

- (c) Subject to the prior rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation ranking senior to the Common Shares with respect to priority in distribution of assets upon liquidation, winding up or dissolution of the Corporation or upon the distribution of the Corporation's assets for the purposes of winding up its affairs, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, winding up or dissolution of the Corporation or upon the distribution of assets for the purpose of winding up its affairs.
- (d) No Common Shares shall be issued except in connection with or after the conversion of Class A Common Shares, Class B Common Shares and Class C Common Shares into Common Shares.

863289.1

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 the consent of the board of directors by resolution or in writing.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu:

See page 5a attached hereto.

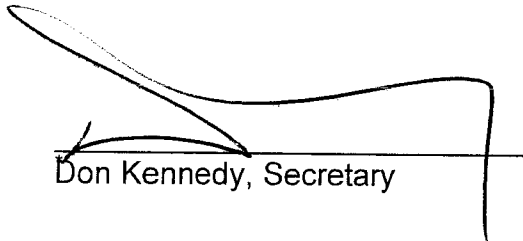
11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".
12. A copy of the amalgamation agreement or directors' resolutions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

- (a) The number of shareholders of the corporation exclusive of persons who are in its employment and exclusive of persons who, having formerly been in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the corporation is prohibited.
- (c) Each holder of a fractional share issued by the corporation is entitled to exercise voting rights and to receive a dividend in respect of each such fractional share to the extent of such fraction.
- (d) The corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.
- (e) Without in any way limiting the powers of the corporation, or of the directors, as set forth in the Business Corporations Act (Ontario) as amended or re-enacted from time to time, the directors of the corporation may, without authorization of the shareholders:
 - (i) borrow money upon the credit of the corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the corporation;
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.
- (f) Articles of dissolution may be filed when authorized by at least a majority of the vote of all shareholders entitled to vote at a special meeting of shareholders duly called to authorize the dissolution.

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

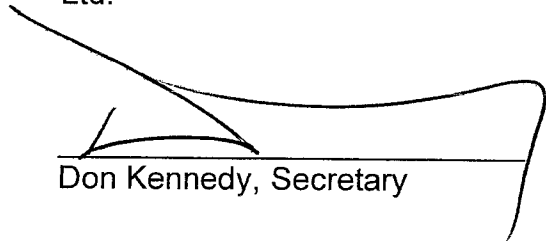
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

The Econo-Rack Group Inc.



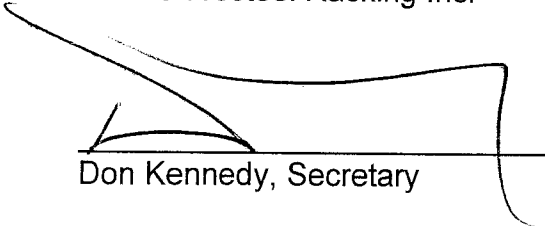
Don Kennedy, Secretary

Econo-Rack Storage Equipment Ltd.



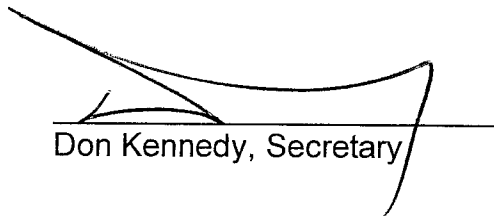
Don Kennedy, Secretary

Pacific Westeel Racking Inc.



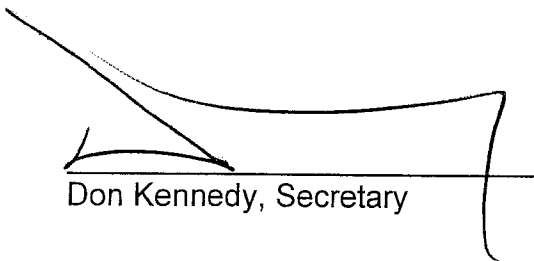
Don Kennedy, Secretary

Alltype Metal Stampings Limited



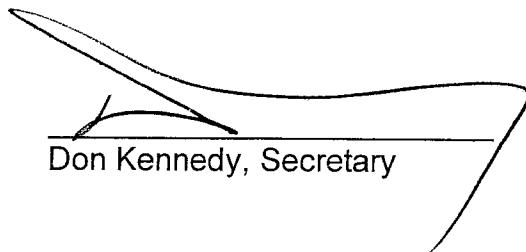
Don Kennedy, Secretary

1275840 Ontario Inc.



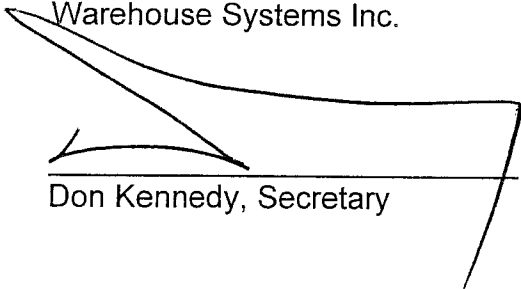
Don Kennedy, Secretary

A-1 Warehouse Systems Limited



Don Kennedy, Secretary

Warehouse Systems Inc.



Don Kennedy, Secretary