

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	change of location of corporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Voith Canada Inc.		09/30/2011	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Voith Canada Inc.		
Street Address:	266 Schoolhouse Street		
City:	Coquitlam, British Columbia		
State/Country:	CANADA		
Postal Code:	V3K 6V7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1734395	FIBRON	
CORRESPONDENCE DATA			
Fax Number:	3124199440		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-380-6504		
Email:	mmalleck@dennemeyer-law.com		
Correspondent Name:	Daniel M. Gurfinkel		
Address Line 1:	120 South LaSalle Street, Suite 1400		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	30115-100820W		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			

OP \$40.00 1734395

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Daniel M. Gurfinkel

Signature:

/dmg/

Date:

01/14/2013

**Total Attachments: 9**

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## Certificate of Continuance

*Canada Business Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les sociétés par actions*

Voith Canada Inc.

Corporate name / Dénomination sociale

797586-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

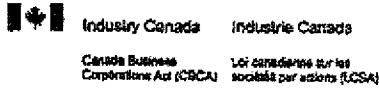
JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Marcie Girouard

Director / Directeur

2011-09-30

Date of Continuance (YYYY-MM-DD)  
Date de prorogation (AAAA-MM-JJ)



FORM 11 ARTICLES OF CONTINUANCE (SECTION 187) / FORMULAIRE 11 CLAUSES DE PROROGATION (ARTICLE 187)

Form 11

1 - Name of the Corporation / Volth Canada Inc. / Dénomination sociale de la société

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address) / Ontario / La province ou le territoire au Canada où est situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue / See attached Schedule A incorporated into this form. / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers / See attached Schedule B incorporated into this form. / Restrictions sur le transfert des actions, s'il y a lieu

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Minimum: 1 Maximum: 10 / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

6 - Restrictions, if any, on business the corporation may carry on / There shall be no restrictions on the business which the Corporation may carry on or on the powers the Corporation may exercise. / Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - (1) if change of name effected, previous name / N/A / (1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure

(2) Details of incorporation / Amalgamation under the Business Corporations Act (Ontario) on June 1, 2011 / (2) Détails de la constitution

8 - Other provisions, if any / See attached Schedule C incorporated into this form. / Autres dispositions, s'il y a lieu

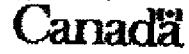
9 - Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'affirme que je suis un administrateur ou un dirigeant de la société.

Signature / [Handwritten Signature]

Printed Name - Nom en lettres imprimées / Larry Schimmel - Secretary

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000.00 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSCA).



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## Schedule A

3 - The classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue:

- (a) an unlimited number of Class A Common Shares (the "Class A Common Shares");
- (b) an unlimited number of Class B Common Shares (the "Class B Common Shares"); and
- (c) an unlimited number of Class C Common Shares (the "Class C Common Shares").

The rights, privileges, restrictions and conditions (collectively, the "Share Provisions") attaching to the Class A Common Shares, the Class B Common Shares and the Class C Common Shares are as follows:

**PART I- INTERPRETATION**

**1.1 Definitions.** Where used in these Share Provisions, the following capitalized words and phrases shall, unless there is something in the context otherwise inconsistent therewith, have the following meanings, respectively:

- (a) "Act" means the *Canada Business Corporations Act*, R. S. C. 1985, chapter C-44, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and, in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions);
- (b) "Business Day" means a day other than a Saturday, Sunday or any other day treated as a holiday in the municipality in Ontario in which the Corporation's registered office is then situated;
- (c) "Class A Common Shareholder" means a person recorded in the securities register of the Corporation for the Class A Common Shares as being the holder of one or more Class A Common Shares;
- (d) "Class B Common Shareholder" means a person recorded in the securities register of the Corporation for the Class B Common Shares as being the holder of one or more Class B Common Shares;
- (e) "Class C Common Shareholder" means a person recorded in the securities register of the Corporation for the Class C Common Shares as being the holder of one or more Class C Common Shares;
- (f) "Common Shareholder" means a Class A Common Shareholder, a Class B Common Shareholder or a Class C Common Shareholder;

- (g) "Directors" or "Board of Directors" means the board of directors of the Corporation; and
- (h) "Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.
- 1.2 **Gender, Etc.** Words importing only the singular number include the plural and *vice versa*, and words importing any gender include all genders.
- 1.3 **Currency.** Unless otherwise explicitly set forth herein, all references herein to "dollars" or "\$" shall refer to the lawful currency of Canada, and all amounts payable hereunder shall be payable in lawful currency of Canada.
- 1.4 **Business Day.** If any date upon which any dividends are payable by the Corporation, or upon which any other action is required to be taken by the Corporation or any shareholder hereunder, is not a Business Day, then such dividend shall be payable or such other action shall be required to be taken on or by the next succeeding day which is a Business Day.
- 1.5 **Headings.** The division of these Share Provisions into sections, paragraphs, subparagraphs or other subdivisions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.
- 1.6 **Governing Statute.** These Share Provisions shall be governed by and are subject to the applicable provisions of the Act and all other laws binding upon the Corporation and, except as otherwise expressly provided herein, all terms used herein which are defined in the Act shall have the meanings respectively ascribed thereto in the Act.

## PART 2 - CLASS A COMMON SHARES, CLASS B COMMON SHARES AND CLASS C COMMON SHARES

### 2.1 Dividends

- (a) **Declaration of Dividends.** Subject to the prior rights of the holders of any class of shares ranking senior to the Class A Common Shares, the Class B Common Shares and the Class C Common Shares with respect to priority in the payment of dividends, the Class A Common Shareholders, the Class B Common Shareholders and the Class C Common Shareholders shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors out of monies properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine.

- (b) **Dividend Sprinkling.** Subject to the provisions of Section 2.1(a), the Board of Directors may, at its discretion, declare and pay in any financial period of the Corporation dividends on the Class A Common Shares, the Class B Common Shares or the Class C Common Shares or any one or more of such classes of shares in whole or in part in preference to or to the exclusion of any of the other such classes of shares.

## 2.2 Liquidation.

- (a) **Class A Common Share Preference.** Each Class A Common Share shall, in a Liquidation Distribution, rank equally with each other Class A Common Share and be entitled to a preference over the Class B Common Shares and the Class C Common Shares. In the event of any Liquidation Distribution, each Class A Common Shareholder shall be entitled to receive \$0.01 for each Class A Common Share, this amount to be paid to the Class A Common Shareholders before any amount shall be paid, or any assets of the Corporation distributed, among the Class B Common Shareholders, the Class C Common Shares or any other shares of the Corporation ranking junior to the Class A Common Shares.
- (b) **Class B Common Share Preference.** Each Class B Common Share shall, in a Liquidation Distribution, rank equally with each other Class B Common Share and be entitled to a preference over the Class C Common Shares. In the event of any Liquidation Distribution, each Class B Common Shareholder shall, subject to the prior rights of the Class A Common Shareholders set out in Section 2.2(a), be entitled to receive \$0.01 for each Class B Common Share, this amount to be paid to the Class B Common Shareholders before any amount shall be paid, or any assets of the Corporation distributed, among the Class C Common Shareholders or any other shares of the Corporation ranking junior to the Class B Common Shares.
- (c) **Class C Common Share Preference.** Each Class C Common Share shall, in a Liquidation Distribution, rank equally with each other Class C Common Share. In the event of any Liquidation Distribution, each Class C Common Shareholder shall, subject to the prior rights of the Class A Common Shareholders set out in Section 2.2(a) and the prior rights of the Class B Common Shareholders set out in Section 2.2(b), be entitled to receive \$0.01 for each Class C Common Share, this amount to be paid to the Class C Common Shareholders before any amount shall be paid, or any assets of the Corporation distributed, among any other shares of the Corporation ranking junior to the Class C Common Shares.
- (d) **Residual Assets.** After payment to the the Class A Common Shareholders, the Class B Common Shareholders and the Class C Common Shareholders of the amounts so payable to them, all of the remaining property and assets of the Corporation available for distribution to the Class A Common Shareholders, the Class B Common Shareholders and the Class C Common Shareholders shall, subject to the prior rights of the holders of any class of shares ranking senior to

the Class A Common Shares, the Class B Common Shares and the Class C Common Shares with respect to priority in a Liquidation Distribution, be paid or distributed at the discretion of the Board of Directors to the Class A Common Shareholders, the Class B Common Shareholders or the Class C Common Shareholders or any one or more of such classes of shares in whole or in part in preference to or to the exclusion of any of the other such classes of shares.

- 2.3 Purchase by the Corporation.** Subject to the Articles and the provisions of the Act, the Corporation may at any time or from time to time purchase (if obtainable) all or any part of the outstanding Class A Common Shares, all or any part of the outstanding Class B Common Shares or all or any part of the outstanding Class C Common Shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable. Except where all of the outstanding Class A Common Shareholders, Class B Common Shareholders and Class C Common Shareholders consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all of the Class A Common Shareholders, Class B Common Shareholders and Class C Common Shareholders and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to only part of the Class A Common Shares, Class B Common Shares and Class C Common Shares offered, the Corporation shall accept part of the Class A Common Shares, Class B Common Shares or Class C Common Shares offered in such tender in proportion as nearly as may be to the total number of Class A Common Shares, Class B Common Shares or Class C Common Shares offered in each such tender (disregarding fractions).
- 2.4 Voting.** The Class A Common Shareholders, the Class B Common Shareholders and the Class C Common Shareholders shall be entitled to receive notice of and to attend (in person or by proxy) and be heard at all meetings of the shareholders of the Corporation (other than separate meetings of the holders of shares of any other class of shares of the Corporation or any series of such other class of shares) and to vote at all such meetings with each Class A Common Shareholder, Class B Common Shareholder and Class C Common Shareholder being entitled to one vote for each Class A Common Share, Class B Common Share or Class C Common Share held at all such meetings.
- 2.5 Restriction on Subdivision and Consolidation.** None of the Class A Common Shares, the Class B Common Shares or the Class C Common Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, such other classes of shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.
- 2.6 Modifications.**
- (a) **Combined Vote.** The provisions attaching to the Class A Common Shares, the Class B Common Shares and the Class C Common Shares shall not be amended or varied in any manner without the affirmative vote of not less than two-thirds of



the votes cast by shareholders at a combined meeting of the holders of the Class A Common Shares, the Class B Common Shares and the Class C Common Shares.

- (b) **Class Votes.** Notwithstanding Section 2.6(a), if the Class A Common Shareholders, Class B Common Shareholders or Class C Common Shares are affected in a manner different from the manner in which the holders of the other class are affected, such amendment shall also be required to be authorized by not less than two-thirds of the votes cast by shareholders at a meeting of the holders of the shares of the class of shares so affected.
- (c) **Equality.** Except as otherwise expressly provided herein, the rights, privileges, restrictions and conditions attaching to the Class A Common Shares, Class B Common Shares and the Class C Common Shares shall be identical in all respects, and, without limiting the generality of the foregoing, no rights of any kind shall be conferred by the Corporation on the holders of any such class of shares unless the same rights are conferred on the holders of the other class of shares, without distinction as to the class of shares held.

**Schedule B**

**4 – Restrictions, if any, on share transfers**

The right to transfer securities of the Corporation shall be restricted in that securities of the Corporation, other than non-convertible debt securities, shall not be transferred without:

- (a) the consent of either:
  - (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or
  - (ii) the holders of a majority in number of the outstanding voting shares of the Corporation, or
- (b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.

**Schedule C**

8 - Other provisions, if any

- (a) The Corporation shall be entitled to a lien on any share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
- (b) A holder of a fractional share shall be entitled to exercise voting rights and to receive dividends in respect of such fractional share.

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