

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Articles of Amalgamation

CONVEYING PARTY DATA

Name	Execution Date
Stackpole Limited	08/12/2008
Tomkins Canada Ltd.	08/12/2008
Gates Canada Inc.	08/12/2008

RECEIVING PARTY DATA

Name:	Gates Canada Inc.
Street Address:	225 Henry Street
Internal Address:	Unit #8
City:	Brantford, Ontario
State/Country:	CANADA
Postal Code:	N3S 7R4

PROPERTY NUMBERS Total: 20

Property Type	Number
Patent Number:	5512236
Patent Number:	6165400
Patent Number:	6440357
Patent Number:	5729822
Patent Number:	5516483
Patent Number:	5754937
Patent Number:	6193927
Patent Number:	5540883
Patent Number:	6907971
Patent Number:	5698149
Patent Number:	6120728
Patent Number:	6110419
Patent Number:	5476632

PATENT

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REEL: 027018 FRAME: 0111

OP \$800.00 5512236

Patent Number:	5834640
Patent Number:	5722815
Patent Number:	6099772
Patent Number:	6318986
Patent Number:	7955063
Application Number:	12082870
Application Number:	12806572

CORRESPONDENCE DATA

Fax Number: (713)221-1212

Phone: 7132211515

Email: Ron.Derrington@bglp.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Keith Ron Derrington

Address Line 1: P.O. Box 61389

Address Line 4: Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:	079135.000001
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NAME OF SUBMITTER:	Keith Ron Derrington
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Total Attachments: 5

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Articles Of Amalgamation

Business Corporations Act
Section 186

1. Name of Amalgamated Corporation

GATES CANADA INC.

2014203554

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:
The attached Schedule Re Authorized Shares is incorporated in this form.

3. Restrictions on share transfers (if any):

The attached Schedule Re Share Transfer Restrictions is incorporated in this form.

FILED

AUG 24 2008

McCarthy Tétrault LLP
Calgary, Alberta4. Number, or minimum and maximum number of directors:
Minimum 1; Maximum 5Per: 5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):
Not applicable.

6. Other provisions (if any):

The attached Schedule Re Other Provisions is incorporated in this form.

7. Name of Amalgamating Corporations

Corporate Access Number

Gates Canada Inc.	2014150961
Tomkins Canada Ltd.	2014150284
Stackpole Limited	2014150839

Alfred L. Stecklein

Name of Person Authorizing (please print)

Director

Title (please print)



Signature

August 24, 2008

Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3068 (98/01)

031961-010019
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SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares are as set out herein.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:
 - (a) **Payment of Dividends:** The holders of the Common Shares shall be entitled to receive dividends if, 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 in such amount and payable in such manner as the board of directors may from time to time determine. 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 Common Shares, the board of directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding-up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
 - (c) **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in the Schedule re Other Provisions to these Articles.

Username

SCHEDULE RE OTHER PROVISIONS

- (1) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.
- (2) 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; or
 - (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors; or
 - (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.
- (3) Meetings of shareholders may be held outside of Alberta.



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CAN 2014203554

In the Matter of the
Business Corporations Act (Alberta) (the "Act")
and
In the Matter of Articles of Amalgamation
Filed Pursuant to Section 185 of the Act
In the Name
GATES CANADA INC.

STATUTORY DECLARATION

I, Alfred L. Stecklein, of the City of Denver, in the State of Colorado, refer to the proposed amalgamation of Gates Canada Inc. ("Gates"), Tomkins Canada Ltd. ("Tomkins") and Stackpole Limited ("Stackpole") and DO SOLEMNLY DECLARE that:

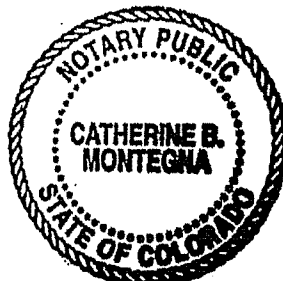
1. I am a proposed director of the Amalgamated Corporation (as defined below) and have personal knowledge of the matters herein deposed to.
2. I have satisfied myself that as of the date hereof there are reasonable grounds for believing that:
 - (a) the corporation continuing from the amalgamation (the "Amalgamation") of Gates, Tomkins and Stackpole (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the Certificate of Amalgamation giving effect to the Amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of Gates, Tomkins or Stackpole will be prejudiced by the said Amalgamation.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of
Denver, in the State of Colorado, this
12th day of August, 2008.


Notary Public


Alfred L. Stecklein



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My Commission Expires Nov. 18, 2008