

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	01/01/2012	
CONVEYING PARTY DATA		
Name		Execution Date
Thales Rail Signalling Solutions Inc.		01/01/2012
RECEIVING PARTY DATA		
Name:	THALES CANADA INC.	
Street Address:	105 Moatfield	
City:	Toronto, Ontario	
State/Country:	CANADA	
Postal Code:	M3B 0A4	
PROPERTY NUMBERS Total: 5		
Property Type	Number	
Application Number:	13104196	
Application Number:	13115425	
Application Number:	13168485	
Application Number:	13168519	
Application Number:	13169160	
CORRESPONDENCE DATA		
Fax Number:	(613)230-8821	
Phone:	613-236-9561	
Email:	pmartin@markclerk.com	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	MARKS & CLERK	
Address Line 1:	180 Kent Street, Suite 1900	
Address Line 4:	Ottawa, Ontario, CANADA K1P 0B8	
ATTORNEY DOCKET NUMBER:	25835-US ET AL	

CH \$200.00 13104196

PATENT

NAME OF SUBMITTER:

Richard J. Mitchell

Total Attachments: 13

source=THAASS#page1.tif

source=THAASS#page2.tif

source=THAASS#page3.tif

source=THAASS#page4.tif

source=THAASS#page5.tif

source=THAASS#page6.tif

source=THAASS#page7.tif

source=THAASS#page8.tif

source=THAASS#page9.tif

source=THAASS#page10.tif

source=THAASS#page11.tif

source=THAASS#page12.tif

source=THAASS#page13.tif

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Thales Rail Signalling Solutions Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 01-January-2012

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Thales Canada Inc.

Internal Address: _____

Street Address: 105 Moatfield

City: Toronto

State: Ontario

Country: Canada Zip: M3B 0A4

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

13/104,196; 13/115,425; 13/168,485; 13/168,519; 13/169,160

Additional numbers attached? ☐ Yes ☐ No

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

Name: MARKS & CLERK

Internal Address: _____

Street Address: 180 Kent Street, Suite 1900

City: Ottawa

State: Ontario Zip: K1P 0B8

Phone Number: 613-236-9561

Docket Number: 25835-US et al

Email Address: pmartin@markclerk.com

6. Total number of applications and patents involved: 5

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 200.00

- ☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 13-1717

Authorized User Name Marks & Clerk

9. Signature:


Signature

28-May-2012

Date

Richard J. Mitchell

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450



Industry
Canada

Industrie
Canada

Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

THALES CANADA INC.
LA SOCIÉTÉ THALES CANADA INC.

Corporate name / Dénomination sociale

802902-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2012-01-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada

PATENT

REEL: 028276 FRAME: 0838



Industry Canada Industrie Canada

Canada Business
Corporations Act (CBCA) Loi canadienne sur les
sociétés par actions (LCSA)
FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)
FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

Form 9

1 -- Name of the Amalgamating Corporation

THALES CANADA INC.

LA SOCIÉTÉ THALES CANADA INC.

Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

Ontario

La province ou le territoire au Canada où sera 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

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The annexed Schedule 1 is incorporated in this form.

4 -- Restrictions, if any, on share transfers

Restrictions sur la transfert des actions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum: Maximum:

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

None.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☒ 183☐ 184(1)☐ 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
Thales Canada Inc./La Société Thales Canada Inc.	4,2,8,0,0,7,7,5	
Thales Rail Signalling Solutions Inc.	6,5,8,0,8,9,7,1	

Note:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note:

Faute de 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 LCSA).

SCHEDULE 1
TO THE ARTICLES OF AMALGAMATION
OF
THALES CANADA INC.
LA SOCIÉTÉ THALES CANADA INC.

The Corporation is authorized to issue an unlimited number of Class "A", Class "B", Class "C", Class "D", Class "E", Class "F", Class "G", Class "H", Class "I" and Class "J" shares. The said shares shall have the following rights, privileges, restrictions and conditions.

1. VOTING RIGHTS

- 1.1 Each Class "A", Class "B" and Class "C" share shall entitle the holder thereof to one (1) vote for each such share held at all meetings of shareholders.
- 1.2 Except as hereinafter provided, the holders of the Class "D", Class "E", Class "F", Class "G", Class "H", Class "I" and Class "J" shares shall not be entitled to vote for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings.

2. LIQUIDATION, DISSOLUTION OR OTHER DISTRIBUTION OF ASSETS

- 2.1 In the event of the voluntary or involuntary liquidation, dissolution, winding-up or other distribution of assets of the Corporation:
 - 2.1.1 the holders of the Class "A" shares shall be entitled to receive, *pari passu* with the holders of the Class "J" shares, the remaining property of the Corporation to the exclusion of the holders of shares of any other class;
 - 2.1.2 the holders of the Class "J" shares shall be entitled to receive, *pari passu* with the holders of the Class "A" shares, the remaining property of the Corporation to the exclusion of the holders of shares of any other class;
 - 2.1.3 the holders of the Class "E" shares shall be entitled to receive, *pari passu* with the holders of the Class "F", Class "G" and Class "H" shares, for each Class "E" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
 - 2.1.4 the holders of the Class "F" shares shall be entitled to receive, *pari passu* with the holders of the Class "E", Class "G" and Class "H" shares, for each Class "F" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;

- 2.1.5 the holders of the Class "G" shares shall be entitled to receive, *pari passu* with the holders of the Class "E", Class "F" and Class "H" shares, for each Class "G" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
- 2.1.6 the holders of the Class "H" shares shall be entitled to receive, *pari passu* with the holders of the Class "E", Class "F" and Class "G" shares, for each Class "H" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
- 2.1.7 the holders of the Class "D" shares shall be entitled to receive for each Class "D" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, except Class "E", Class "F", Class "G" and Class "H" shares, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
- 2.1.8 the holders of the Class "I" shares shall be entitled to receive for each Class "I" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of Class "A", Class "B", Class "C" and Class "J" shares an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
- 2.1.9 the holders of the Class "C" shares shall be entitled to receive for each Class "C" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of Class "A", Class "B" and Class "J" shares an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
- 2.1.10 the holders of the Class "B" shares shall be entitled to receive for each Class "B" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of Class "A" shares and Class "J", an amount equal to one hundred percent (100%) of the amount paid up thereon and nothing more.

3. **DECLARATION OF DIVIDENDS AND RANKING AS TO DIVIDENDS**

- 3.1 The holders of the Class "B" shares shall not be entitled to any dividend.
- 3.2 The holders of the Class "A" shares shall be entitled, *pari passu* with the holders of the Class "J" shares, to receive such dividends as are declared by the directors of the Corporation.
- 3.3 The holders of the Class "J" shares shall be entitled, *pari passu* with the holders

of the Class "A" shares, to receive such dividends as are declared by the directors of the Corporation.

- 3.4 The holders of the Class "E" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such month, be entitled to receive, *pari passu* with the holders of the Class "F", Class "G" and Class "H" shares, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.45 of 1% of the Redemption Value of their Class "E" shares. If in any such month, after having provided for the full dividend on the Class "E", Class "F", Class "G" and Class "H" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "E", Class "F", Class "G" and Class "H" shares. The holders of the Class "E" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.
- 3.5 The holders of the Class "F" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such month, be entitled to receive, *pari passu* with the holders of the Class "E", Class "G" and Class "H" shares, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.50 of 1% of the Redemption Value of their Class "F" shares. If in any such month, after having provided for the full dividend on the Class "E", Class "F", Class "G" and Class "H" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "E", Class "F", Class "G" and Class "H" shares. The holders of the Class "F" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.
- 3.6 The holders of the Class "G" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such month, be entitled to receive, *pari passu* with the holders of the Class "E", Class "F" and Class "H" shares, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.55 of 1% of the Redemption Value of their Class "G" shares. If in any such month, after having provided for the full dividend on the Class "E", Class "F", Class "G" and Class "H" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "E", Class "F", Class "G" and Class "H" shares. The holders of the Class "G" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.
- 3.7 The holders of the Class "H" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on

shares of any other class for such month, be entitled to receive, *pari passu* with the holders of the Class "E", Class "F" and Class "G" shares, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.60 of 1% of the Redemption Value of their Class "H" shares. If in any such month, after having provided for the full dividend on the Class "E", Class "F", Class "G" and Class "H" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "E", Class "F", Class "G" and Class "H" shares. The holders of the Class "H" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.

- 3.8 The holders of the Class "D" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class, except Class "E", Class "F", Class "G" and Class "H" shares for such month, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding one half of 0.50 of 1% of the Redemption Value of their Class "D" shares. If in any such month, after having provided for the full dividend on the Class "D" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "D" shares. The holders of the Class "D" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.
- 3.9 The holders of the Class "I" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on Class "A", Class "C" and Class "J" shares for such month, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.50 of 1% of the Redemption Value of their Class "I" shares. If in any such month, after having provided for the full dividend on the Class "I" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class "I" shares. The holders of the Class "I" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.
- 3.10 The holders of the Class "C" shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on Class "A" and Class "J" shares for such month, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount not exceeding 0.50 of 1% of the Redemption Value of their Class "C" shares. If in any such month, after having provided for the full dividend on the Class "C" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on Class "A" and Class "J" shares. The holders of the

Class "C" shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.

- 3.11 Notwithstanding the foregoing, the Corporation shall not be entitled to declare or pay any dividend on its shares of any class, except its Class "E", Class "F", Class "G", Class "H" and Class "D" shares, unless its net assets are sufficient, taking into account the dividend to be declared or paid, to purchase, in accordance with section 5 hereof, all of its Class "E", Class "F", Class "G", Class "H" and Class "D" shares.

4. REDEMPTION OF SHARES AT THE OPTION OF THE CORPORATION

- 4.1 Subject to the provisions of the *Canada Business Corporations Act* (the "Act"), the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" and Class "I" shares without preference or distinction, on payment for each share to be redeemed of an amount equal to its Redemption Value together with all non-cumulative dividends declared thereon and unpaid. If only part of the then outstanding Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" and Class "I" shares are, at any time, to be redeemed, the shares so to be redeemed shall be selected in such manner as the directors in their discretion shall decide and the directors may choose to redeem shares of one class only or of several classes or, if the directors so determine, the shares to be redeemed may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractions of shares. Not less than thirty (30) days' notice in writing of such redemption (the "Redemption Notice") shall be given by mailing the Redemption Notice to the registered holders of the shares to be redeemed, which Redemption Notice shall specify the date and place or places of redemption. If the Redemption Notice is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada, as specified in the Redemption Notice, on or before the date fixed for any such redemption (such fixed date being the "Redemption Date"), dividends on the shares to be redeemed shall cease after the Redemption Date and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the money so deposited. After the redemption price of such shares has been deposited with any trust company or chartered bank in Canada as aforesaid, notice shall be given to the holders of any shares called for redemption who have failed, within two (2) months of the Redemption Date, to present certificates representing the shares to be redeemed, and such notice shall specify that the money has been so deposited and may be obtained by the holders of the said shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank in Canada.

5. **REDEMPTION OF SHARES AT THE OPTION OF THE HOLDER**

- 5.1 The holders of the Class "D", Class "E", Class "F", Class "G" and Class "H" shares shall be entitled to require the Corporation to redeem, at any time and from time to time after the date of issue of any Class "D", Class "E", Class "F", Class "G" or Class "H" share upon giving notice as hereinafter provided, all or any number of Class "D", Class "E", Class "F", Class "G" or Class "H" shares registered in the name of such holders in the books of the Corporation for a price equal to their Redemption Value together with all non-cumulative dividends declared thereon and unpaid.
- 5.2 The holder of the Class "D", Class "E", Class "F", Class "G" and Class "H" shares exercising his option to have the Corporation redeem his shares, shall give notice to the Corporation, which notice shall set out the date on which the Corporation is to redeem the said shares, which date shall not be earlier than ten (10) days nor later than thirty (30) days from the date of the notice, and if the holder desires to have less than all of the Class "D", Class "E", Class "F", Class "G" and Class "H" shares registered in his name redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption, at the option of the holder, is to occur is hereinafter referred to as the "Optional Redemption Date".
- 5.3 Upon delivery to the Corporation of a share certificate or of share certificates representing the Class "D", Class "E", Class "F", Class "G" and Class "H" shares, as the case may be, which the holder desires to have the Corporation redeem, the Corporation shall, on the Optional Redemption Date, to the extent permitted by the applicable law, redeem such shares by paying to the registered holder thereof the redemption price therefor.
- 5.4 Upon payment of the redemption price of the Class "D", Class "E", Class "F", Class "G" and Class "H" shares so redeemed by the Corporation, the holders thereof shall cease to be entitled to dividends or to exercise any rights of the holders in respect thereof.
- 5.5 Should the redemption by the Corporation on any Optional Redemption Date of any Class "D", Class "E", Class "F", Class "G" and Class "H" shares to be redeemed on such date be contrary to the applicable law, the Corporation shall not redeem more than the maximum number of Class "D", Class "E", Class "F", Class "G" and Class "H" shares, rounded to the next lower multiple of one, which the Corporation determines it is then permitted to redeem, such redemptions to be made, disregarding fractions of shares and in proportion to the Redemption Value of the Class "D", Class "E", Class "F", Class "G" and Class "H" shares required to be redeemed, and the Corporation shall issue new certificates representing the Class "D", Class "E", Class "F", Class "G" and Class "H" shares not redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 4.1 hereof on each redemption date thereafter the maximum number of such Class "D", Class "E", Class "F", Class "G" and Class "H" shares as would

then not be contrary to applicable law.

6. PURCHASE OF SHARES

- 6.1 The Corporation shall have the right, at its option at any time and from time to time, subject to the provisions of the Act, to purchase for cancellation out of surplus or subject to the Act to purchase otherwise, the whole or any part of the Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" and Class "I" shares then outstanding pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of the Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" and Class "I" shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding their Redemption Value together with all non-cumulative dividends declared thereon and unpaid. If, in response to an invitation for tenders, two (2) or more shareholders submit tenders for shares of the same class at the same price and if such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as near as may be to the number of shares of the same class offered in each such tender. The directors may choose to purchase for cancellation or purchase otherwise shares of one class only or of several classes.

7. RESTRICTIONS WITH REGARD TO PURCHASES AND REDEMPTIONS OF SHARES AND OTHER REDUCTIONS OF CAPITAL

- 7.1 Notwithstanding the foregoing, the Corporation shall not be entitled to redeem or purchase its shares of any class, except its *pari passu* Class "E", Class "F", Class "G", Class "H" and Class "D" shares, and in this sequence, or reduce its stated capital with respect to its shares of any class by reimbursing any part thereof to the benefit of its shareholders, except its *pari passu* Class "E", Class "F", Class "G", Class "H" and Class "D" shares, and in this sequence, unless its net assets are sufficient, taking into account the redemption, the purchase or the reimbursement, as the case may be, to purchase, in accordance with section 5 hereof, all of its *pari passu* Class "E", Class "F", Class "G", Class "H" and Class "D" shares.

8. REDEMPTION VALUE

- 8.1 For the purposes of the application of the provisions hereof, the Redemption Value of each Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" and Class "I" share shall be equal to:
- 8.1.1 in the case of a share issued for consideration in money, the amount of the consideration for which it was issued;
 - 8.1.2 in the case of a share issued for consideration other than money, the fair market value of the consideration for which the share was issued. The fair market value of the consideration for which the share was issued shall be determined by the directors of the Corporation by resolution upon the

issuance of the share ("Determined Redemption Value"). The said determination shall be final and binding provided that, if at any time the Commissioner of Customs and Revenue of Canada or the Minister of Revenue of any province of Canada makes or proposes to make any tax assessment or reassessment based on the assumption that the fair market value of the consideration for which the share was issued was higher or lower than the Determined Redemption Value, then the Redemption Value of such share shall be increased or decreased so that it shall be equal to the amount finally determined to be the fair market value of the consideration for which the share was issued. Any such determination shall be deemed to be a final determination if it is made pursuant to an assessment or reassessment by the Commissioner of Customs and Revenue of Canada or the Minister of Revenue of any province of Canada and no appeal is taken therefrom or if any agreement is reached between any holder of the share and any such taxing authority in settlement of a dispute regarding such determination or if determined by a court or tribunal of competent jurisdiction and no appeal is taken therefrom.

8.2 Should a redemption, either pursuant to section 4 or to section 5 hereof, as the case may be, of Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" or Class "I" shares have occurred or should the Corporation have paid dividends calculated on the Determined Redemption Value of the Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" or Class "I" shares before an increase or decrease in the Redemption Value of the Class "C", Class "D", Class "E", Class "F", Class "G", Class "H" or Class "I" shares resulting from the application of this paragraph 8.1.2 hereof, then:

8.2.1 in the case of an increase in the Redemption Value of shares of any such class, the Corporation shall pay to any person whose shares were redeemed, either pursuant to section 4 or to section 5 hereof, at the Determined Redemption Value for shares of such class or who received dividends calculated on the Determined Redemption Value for shares of such class an amount equal to the difference between the increased Redemption Value for shares of such class and the Determined Redemption Value for shares of such class in the case of a redemption and the difference between the dividends calculated on the Determined Redemption Value for shares of such class and the dividends calculated on the increased Redemption Value for shares of such class in the case of the payment of a dividend, which amount shall bear interest at the annual prime rate of the Royal Bank of Canada, running from the date of the redemption or the date of the payment of the dividend, whichever may be the case;

8.2.2 in the case of a decrease in the Redemption Value for shares of any such class, the person whose shares were redeemed, either pursuant to section 4 or to section 5 hereof, at the Determined Redemption Value for shares of such class or who received dividends calculated on the Determined

Redemption Value for shares of such class shall reimburse to the Corporation an amount equal to the difference between the Determined Redemption Value for shares of such class and the decreased Redemption Value for shares of such class in the case of a redemption and the difference between the dividends calculated on the Determined Redemption Value for shares of such class and the dividends calculated on the decreased Redemption Value for shares of such class in the case of the payment of a dividend, which amount shall bear interest at the annual prime rate of the Royal Bank of Canada, running from the date of the redemption or the date of the payment of the dividend, whichever may be the case.

9. AMENDMENTS SUBJECT TO CONFIRMATION BY ARTICLES OF AMENDMENT

- 9.1 Subject to confirmation by articles of amendment and the issue of a Certificate of Amendment, the directors of the Corporation may, at any time or from time to time, adopt a resolution or resolutions whereby the terms hereof and the terms of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case and whereby changes may be made in the rights, privileges, restrictions and conditions attached to the shares of the Corporation, but no such resolution shall have any force or effect until after it has been sanctioned by the vote of the holders of at least seventy-five percent (75%) of the voting shares then outstanding and of at least seventy-five percent (75%) of shares of each class affected by such amendment, in each case voting separately as a class.

SCHEDULE 2
TO THE ARTICLES OF AMALGAMATION
OF
THALES CANADA INC.
LA SOCIÉTÉ THALES CANADA INC.

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attached to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

FILED\TD\266076-00001\4422449.1