

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5375519

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	TELEDYNE DALSA, INC.	12/31/2018
RECEIVING PARTY DATA		
Name:	TELEDYNE DIGITAL IMAGING, INC.	
Street Address:	77 KING STREET WEST	
Internal Address:	SUITE 400 - TORONTO DOMINION CENTRE	
City:	TORONTO	
State/Country:	CANADA	
Postal Code:	M5K 0A1	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	16320880
CORRESPONDENCE DATA		
Fax Number:	(416)362-0823	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	4168681482	
Email:	lsalehoun@ridoutmaybe.com	
Correspondent Name:	RIDOUT & MAYBEE LLP	
Address Line 1:	250 UNIVERSITY AVENUE	
Address Line 2:	5TH FLOOR	
Address Line 4:	TORONTO, CANADA M5H 3E5	
ATTORNEY DOCKET NUMBER:	34722-3024	
NAME OF SUBMITTER:	STEPHEN MARTIN	
SIGNATURE:	/SM/	
DATE SIGNED:	02/14/2019	
Total Attachments: 14		
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DECEMBER 31 DÉCEMBRE, 2018

Barbara Russett

(17)

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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) :

T	E	L	E	D	Y	N	E		D	I	G	I	T	A	L		I	M	A	G	I	N	G	,		I	N	C	.

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

77 King Street West, Suite 400, Toronto-Dominion Centre

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

Toronto

ONTARIO

M 5 K 0 A 1

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

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

10

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
Robert Mehrabian	1049 Camino Dos Rios Thousand Oaks, California United States of America 91360	No
Silvio Favrin	605 McMurray Road Waterloo, Ontario Canada N2V 2E9	Yes
Edwin Roks	605 McMurray Road Waterloo, Ontario Canada N2V 2E9	No

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



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.
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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :



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.

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 Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
TELEDYNE DALSA, INC.	1838797	2018	12	21
TELEDYNE CARIS, INC.	2507017	2018	12	21
TELEDYNE OPTECH INCORPORATED	1871413	2018	12	21
ALIA CORPORATION INC.	957080	2018	12	21
TELEDYNE DALSA ASIA-PACIFIC LTD.	737298	2018	12	21

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 authorized capital of the Corporation shall consist of 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 :

Not Applicable

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 :

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 10 of the articles of the Corporation entitled "Other provisions, (if any)" are complied with.

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

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:

- (a) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.

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.

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

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

TELEDYNE DALSA, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Susan L. Main

Senior Vice-President

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

TELEDYNE CARIS, INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Susan L. Main

Senior Vice-President

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

TELEDYNE OPTECH INCORPORATED

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Susan L. Main

Senior Vice-President

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

ALIA CORPORATION INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Susan L. Main

Senior Vice-President

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

TELEDYNE DALSA ASIA-PACIFIC LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Susan L. Main

Senior Vice-President

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

STATEMENT UNDER SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO)
IN CONNECTION WITH THE AMALGAMATION OF
**TELEDYNE DALSA, INC., TELEDYNE CARIS, INC., TELEDYNE OPTECH INCORPORATED,
ALIA CORPORATION INC. AND TELEDYNE DALSA ASIA-PACIFIC LTD.**

I, Susan L. Main, on behalf of the corporations and not in my personal capacity, hereby make the following statement under subsection 178(2) of the *Business Corporations Act* (Ontario) (the "OBCA") in support of the amalgamation of Teledyne DALSA, Inc. ("Teledyne"), Teledyne Caris, Inc. ("Caris"), Teledyne Optech Incorporated ("Optech"), Alia Corporation Inc. ("Alia") and Teledyne DALSA Asia-Pacific Ltd. ("Asia-Pacific"):

1. I am an officer of each of Teledyne, Caris, Optech, Alia and Asia-Pacific as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that each of Teledyne, Caris, Optech, Alia and Asia-Pacific is and the amalgamated corporation resulting from the amalgamation of Teledyne, Caris, Optech, Alia and Asia-Pacific will be able to pay their respective liabilities as they become due, and that the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified any of Teledyne, Caris, Optech, Alia and Asia-Pacific that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the OBCA has no application in the present circumstances.
5. Since none of Teledyne, Caris, Optech, Alia and Asia-Pacific has received any notices under clause (c) of subsection 178(2) of the OBCA, clause (d) of subsection 178(2) of the OBCA has no application in the present circumstances.

DATED December 21, 2018.



Susan L. Main

Schedule "B"

AMALGAMATION AGREEMENT

THIS AGREEMENT dated December 21, 2018

AMONG:

TELEDYNE DALSA, INC., a corporation existing under the laws of the Province of Ontario
("Teledyne")

- and -

TELEDYNE CARIS, INC., a corporation existing under the laws of the Province of Ontario
("Caris")

- and -

ALIA CORPORATION INC., a corporation existing under the laws of the Province of Ontario
("Alia")

- and -

TELEDYNE OPTECH INCORPORATED, a corporation existing under the laws of the Province of Ontario
("Optech")

- and -

TELEDYNE DALSA ASIA-PACIFIC LTD., a corporation existing under the laws of the Province of Ontario
("Asia-Pacific")

RECITALS:

- A. The authorized capital of Teledyne consists of an unlimited number of common shares, of which 371,093,461 are issued and outstanding.
- B. The authorized capital of Caris consists of an unlimited number of common shares, of which 100 are issued and outstanding.
- C. Of the common shares of Caris, all of the 100 are held by Teledyne.

- D. The authorized capital of Alia consists of an unlimited number of New Common Shares, of which 97,894,737 are issued and outstanding.
- E. Of the New Common Shares of Alia, all of the 97,894,737 are held by Teledyne.
- F. The authorized capital of Optech consists of an unlimited number of Class "A" Shares, of which 800 are issued and outstanding.
- G. Of the Class "A" Shares of Optech, all of the 800 are held by Alia.
- H. The authorized capital of Asia-Pacific consists of an unlimited number of common shares, 100,000 Series A preferred shares, 100,000 Series B preferred shares and 100,000 Series C preferred shares, of which 1 of the common shares is issued and outstanding and none of the Series A preferred shares, Series B preferred shares and Series C preferred shares are issued and outstanding.
- I. The one common share of Asia-Pacific is held by Teledyne.
- J. Teledyne is a party to the Amended and Restated Credit Agreement dated as of March 1, 2013 (as amended by that certain First Amendment to Amended and Restated Credit Agreement dated as of December 4, 2015, that certain Second Amendment to Amended and Restated Credit Agreement dated as of January 17, 2017, that certain Third Amendment to Amended and Restated Credit Agreement dated as of March 17, 2017, and as further amended or modified from time to time, the "**Credit Agreement**"), and Teledyne is a Designated Borrower and Loan Party thereunder, as defined in the Credit Agreement.
- K. Teledyne, Caris, Alia, Optech and Asia-Pacific wish to amalgamate and continue as one corporation under the *Business Corporations Act* (Ontario) (the "Act") on the terms and by the means of effecting the amalgamation set out in this Amalgamation Agreement (this "**Agreement**").

NOW THEREFORE the parties to this Agreement (the "**Parties**") agree as follows:

1. Definitions

In this Agreement, the term "Amalgamation" means the amalgamation of Teledyne, Caris, Alia, Optech and Asia-Pacific and the term "Corporation" means the corporation continuing from the amalgamation of Teledyne, Caris, Alia, Optech and Asia-Pacific.

2. Amalgamation

Teledyne, Caris, Alia, Optech and Asia-Pacific shall amalgamate under the Act and continue as one corporation on the terms and by the means of effecting the Amalgamation set out in this Agreement, effective on December 31, 2018.

3. Name

The name of the Corporation shall be Teledyne Digital Imaging, Inc.

4. Registered Office

The address of the registered office of the Corporation shall be 77 King Street West, Suite 400, Toronto-Dominion Centre, Toronto, Ontario, M5K 0A1.

5. Authorized Capital

The authorized capital of the Corporation shall consist of an unlimited number of common shares.

6. Restrictions on Transfer

The right to transfer shares of the Corporation shall be restricted as set out in Section 9 of this Agreement.

7. Directors

The minimum number of directors of the Corporation shall be 1 and the maximum number of directors of the Corporation shall be 10. The name, address, and resident Canadian status of the first directors of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Robert Mehrabian	1049 Camino Dos Rios Thousand Oaks, California, U.S.A. 91360	No
Silvio Favrin	605 McMurray Road Waterloo, Ontario, Canada N2V 2E9	Yes
Edwin Roks	605 McMurray Road Waterloo, Ontario, Canada N2V 2E9	No

These first directors shall hold office until the first meeting of the shareholders of the Corporation.

8. Restrictions on Business

There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

9. Other Provisions

The other provisions that shall apply to the Corporation are as follows:

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:

- (a) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or

- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.

10. Issued Capital

In the Amalgamation:

- (a) the holder of 371,093,461 common shares of Teledyne shall receive 371,093,461 common shares of the Corporation on the basis of 1 common share of the Corporation for each common share of Teledyne;
- (b) the 100 common shares of Caris held by Teledyne shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (c) the 97,894,737 New Common Shares of Alia held by Teledyne shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation;
- (d) the 800 Class "A" Shares of Optech held by Alia shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation; and
- (e) the 1 common share of Asia-Pacific held by Teledyne shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Corporation.

11. Stated Capital

The stated capital account for the common shares of the Corporation immediately after the Amalgamation becomes effective shall be equal to the stated capital account for the issued and outstanding common shares of Teledyne determined immediately before the Amalgamation becomes effective.

12. Share Certificates

After the Amalgamation and when requested by the Corporation to do so, the shareholders of Caris, Alia, Optech and Asia-Pacific shall surrender certificates representing the shares of Caris, Alia, Optech and Asia-Pacific held by them for cancellation. Subject to the Act, the sole shareholder of the Corporation shall be entitled to receive, without charge, certificates for shares of the Corporation on the basis set out in Section 10 of this Agreement.

13. By-Laws

The by-laws of the Corporation shall be in the forms presented to the directors and shareholders of Teledyne, Caris, Alia, Optech and Asia-Pacific and may be examined at 77 King Street West, Suite 400, Toronto-Dominion Centre, Toronto, Ontario, M5K 0A1.

14. Officers

Until changed by the directors of the Corporation, the officers of the Corporation shall be as follows:

<u>Name</u>	<u>Office</u>
Robert Mehrabian	Chairman
Aldo Pichelli	Chief Executive Officer
Edwin Roks	President
Keith Reuben	President - Teledyne Digital Imaging - Machine Vision
Silvio Favrin	Executive Vice President – Finance
Michel Stainer	Vice President and General Manager – Teledyne Caris
Bill Lamey	Vice President of Product Development – Teledyne Caris
Melanie S. Cibik	Senior Vice President, Chief Compliance Officer and Secretary
Gareth Ingram	Executive Vice President and General Manager – DALSA Digital Imaging
Susan L. Main	Senior Vice President
Jason VanWees	Executive Vice President
Stephen F. Blackwood	Senior Vice President and Treasurer
Cynthia Y. Belak	Vice President and Controller
Glenn A. Seemann	Vice President – Contracts
Jason W. Connell	Vice President – Human Resources
Scott Hudson	Vice President and Chief Information Officer
Corey L. Hirsch	Chief Information Security Officer
Duncan Forsythe	Associate Treasurer – Taxation
Brian A. Levan	Assistant Controller
Fawn Yang	Assistant Controller
S. Paul Sassalos	Assistant Secretary

15. Credit Agreement

The Parties acknowledge and agree that the Corporation will be a Loan Party, and Designated Borrower for the purposes of the Credit Agreement.

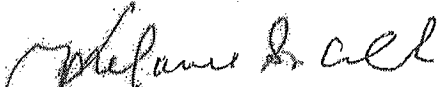
16. Termination of Agreement

At any time before the endorsement of a certificate of amalgamation effecting the Amalgamation, this Agreement may be terminated by the directors of Teledyne, Caris, Alia, Optech or Asia-Pacific despite approval of this Agreement by the shareholders of all or either of Teledyne, Caris, Alia, Optech and Asia-Pacific.


[Remainder of this page intentionally left blank. Signature page follows.]

THIS AGREEMENT has been executed by the Parties.

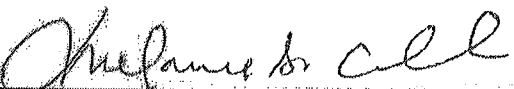
TELEDYNE DALSA, INC.

By: 
Name: MELANIE S. CIBIK
Title: SENIOR VICE PRESIDENT
CHIEF COMPLIANCE OFFICER
AND SECRETARY


TELEDYNE CARIS, INC.

By: 
Name: SUSAN L. MAIN
Title: SENIOR VICE PRESIDENT

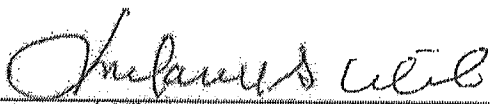
ALIA CORPORATION INC.

By: 
Name: MELANIE S. CIBIK
Title: SENIOR VICE PRESIDENT AND
SECRETARY

TELEDYNE OPTECH INCORPORATED

By: 
Name: SUSAN L. MAIN
Title: SENIOR VICE PRESIDENT

TELEDYNE DALSA ASIA-PACIFIC LTD.

By: 
Name: MELANIE S. CIBIK
Title: SENIOR VICE PRESIDENT
AND SECRETARY