

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	08/19/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New Flyer Industries ULC		08/19/2005	Unlimited Liability Corporation: CANADA

RECEIVING PARTY DATA

Name:	New Flyer Industries Canada ULC
Street Address:	79 Wellington Street West
Internal Address:	Suite 3000
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5K IN2
Entity Type:	Unlimited Liability Corporation (Alberta): CANADA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78587479	
Serial Number:	78587473	KINETIK NEW FLYER
Serial Number:	78469531	NEW FLYER
Registration Number:	2957519	NEW FLYER KINETIK
Registration Number:	2967330	INVERO
Registration Number:	2177405	NEW FLYER
Registration Number:	2177404	NEW FLYER
Registration Number:	2177401	NEW FLYER
Registration Number:	2059301	
Registration Number:	2072380	
Registration Number:	1572970	NEW FLYER

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Registration Number:

1577351

NEW FLYER

CORRESPONDENCE DATA

Fax Number: (212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2128198928

Email: enunn@whitecase.com

Correspondent Name: White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 2: Attn: Elizabeth A. Nunn

Address Line 4: New York, NEW YORK 10036

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Elizabeth A. Nunn

Signature:

/Elizabeth A. Nunn/

Date:

09/15/2005

Total Attachments: 5

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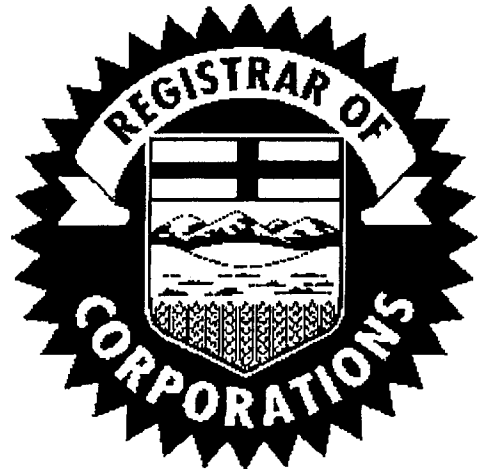
CORPORATE ACCESS NUMBER: 2011768526

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
CONTINUANCE**

**NEW FLYER INDUSTRIES LIMITED
CONTINUED FROM CANADA TO ALBERTA ON 2005/06/17.**



**TRADEMARK
REEL: 003160 FRAME: 0031**

BUSINESS CORPORATIONS ACT

Alberta


ARTICLES OF AMENDMENT

1. Name of Corporation	2. Corporate Access Number
NEW FLYER INDUSTRIES LIMITED	2011768526

- 3.
1. Pursuant to subsection 173(1)(a) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are amended by changing the name of the Corporation from New Flyer Industries Limited to New Flyer Industries ULC; and
 2. Pursuant to subsection 173(1)(m.1) of the *Business Corporations Act* (Alberta), the other rules and provisions as set out in the Articles of the Corporation are hereby amended by the addition of the following:

"The liability of each shareholder of the Unlimited Liability Corporation, for any liability, act or default of the Unlimited Liability Corporation, is unlimited in extent and joint and several in nature."

so that the other rules and provisions shall read as set out in the attached Schedule of Other Provisions.

4. DATE	SIGNATURE	TITLE
June 24, 2005		President, C.E.O.

SCHEDULE OF OTHER PROVISIONS

1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The liability of each shareholder of the Unlimited Liability Corporation, for any liability, act or default of the Unlimited Liability Corporation, is unlimited in extent and joint and several in nature.

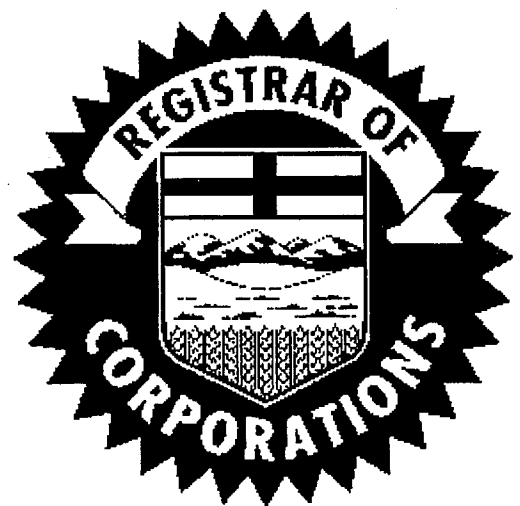
Certified Copy
CORPORATE ACCESS NUMBER: 2011873359

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**NEW FLYER INDUSTRIES CANADA ULC
IS THE RESULT OF AN AMALGAMATION FILED ON 2005/08/19.**



**TRADEMARK
REEL: 003160 FRAME: 0034**

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

NEW FLYER INDUSTRIES CANADA ULC

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

None.

4. Number, or minimum and maximum number of directors:

Not less than 3 directors and not more than 15 directors.

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Name of Amalgamating Corporations	Corporate Access Number
New Flyer Industries Canada ULC	2011779051
New Flyer Industries ULC	2011768526

4. DATE	SIGNATURE	TITLE
	