

That the terms upon which the said amalgamation and consolidation shall take place shall be as follows, namely, the said companies, The \_\_\_\_\_, Limited, and The \_\_\_\_\_, Limited, shall by good and sufficient deeds, transfers, bills, of sale and other documents, convey, transfer and set over unto the said amalgamated and consolidated company when incorporated, all the assets and property of the said two companies, parties hereto, including \_\_\_\_\_ and all other rights and cash on hand, credits, and causes of action and claims and demands and assets of any, every nature and kind whatsoever, of which the said companies hereto are now and shall be at the time of such transfer possessed of or in any way entitled to.

That the said amalgamated and consolidated Company shall by good and sufficient agreement assume and covenant to pay and satisfy all and every of the liabilities, contracts and obligations of the said two companies hereto respectively as the same may exist at the time of such transfer as aforesaid.

That the said transfer of assets and covenant assuming liabilities, contracts and obligations shall be made, entered into and carried out immediately upon the incorporation of the said amalgamated and incorporated company, such incorporation to be applied for immediately upon the approval of this Agreement by the shareholders of the said companies hereto respectively as provided for by the said The Ontario Companies Act.

That the number of Directors of the said amalgamated and consolidated Company shall be \_\_\_\_\_.

That (*here set out the names, callings and places of residence of the proposed directors*) shall be the first Directors of the said amalgamated and consolidated Company, and shall hold office until the first annual meeting of the shareholders of said Company, when the subsequent Directors shall be elected.

That the number of shares of the capital stock of the said amalgamated and consolidated Company shall be \_\_\_\_\_ shares.

That the par value of such shares shall be \_\_\_\_\_ dollars each.

That the capital stock of the said respective companies hereto shall be converted into the shares of the capital stock of the said amalgamated and consolidated Company in the following manner, namely, the shareholders of each of the companies, parties