

AND WHEREAS the said committee considers it expedient, advisable, and for the best interests of the said companies that they should be amalgamated, and the said committee has so reported to the shareholders of the respective companies.

AND WHEREAS the said report has been duly adopted by the said companies at meetings of the shareholders thereof.

AND WHEREAS for the purpose of properly effecting and carrying out such amalgamation and consolidation as aforesaid, the shareholders of the respective companies have authorized the President and Secretary of their respective companies to execute this Agreement on behalf of the said companies, and to affix the seals of the respective companies thereto.

AND WHEREAS the said committee are to be the first directors of the new amalgamated and consolidated company.

NOW, THEREFORE, THIS INDENTURE WITNESSETH that for and in consideration of the premises and for the consideration, covenants and agreements hereinafter specifically set forth, and for and in consideration of the sum of One dollar paid by each of the said companies to the other of them, and to the said committee at or before the sealing and delivery hereof, it is covenanted and agreed by and between and on behalf of the said companies and the said committee respectively, their successors and assigns as follows, that is to say—

1. The said companies hereto parties of the first and second parts respectively shall be united, amalgamated and consolidated as one Company under the provisions of "The Ontario Companies Act."

2. That the name of the new amalgamated and consolidated Company shall be "The \_\_\_\_\_, Limited."

3. That the terms upon which the said amalgamation and consolidation shall take place shall be as follows, namely:—

All the undertaking, assets, and property of the said two companies the parties hereto, including the books, charters, seals, business, franchises, building, machinery, plant, tools, implements, material and all other rights and cash on hand, credits and rights of action, claims and demands of any and every nature and kind whatsoever, including the good will of each of said companies, which they now are, or shall be at the time of such transfer aforesaid, in any way entitled to shall pass to