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Ministry of
Consumer and
Commercial
Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JULY 31 JUILLET, 1992

Ontario Corporation Number
Numéro de la compagnie en Ontario

996177

Trans Code 18 A	Line No. 20 0	Stat. 28 0	Comp Type 29 A	Method Incorp. 30 3	Share 31 S
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Notice Req'd 32 N	Jurisdiction 33 ONTARIO 47	57 A
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ent D. Hill

Director / Directeur

Business Corporations Act / Loi de sur les compagnies

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act,
1982

Formule
numéro 4
Loi de 1982
sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

A	T	S	A	U	T	O	M	A	T	I	O	N	T	O	O	L	I	N	G	S	Y	S	T	E	M	S
I	N	C	.																							

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

80 Alpine Road

(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)

Kitchener, Ontario

(Name of Municipality, or Post Office)
Nom de la municipalité ou du bureau de poste

N 2 E 1 A 1

(Postal Code)
(Code Postal)

City of Kitchener

(Name of Municipality,
Geographical Township)
*(Nom de la municipalité,
du canton)*

in the
dans le/la

Regional Municipality of Waterloo

(County, District, Regional
Municipality)
*Comté, district, municipalité
régionale)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

A minimum of one (1) and a maximum of ten (10) directors.

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
--	--	--

Shanon O.N. Grauer

**55 Prince Arthur Avenue
Apt. 803
Toronto, Ontario
M5R 1B3**

Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below. A) *Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément à l'article 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.*

Check A or B	Cocher A ou B
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- B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below. B) *Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*
- The articles of amalgamation in substance contain the provisions of the articles of incorporation of

and are more particularly set out in these articles. *et sont énoncés textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
ATS Inc.	845033	July 31 , 1992
ATS Automation Tooling Systems Inc.	627269	July 31 , 1992
988740 Ontario Limited	988740	July 31 , 1992

- 6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise. *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There are no restrictions.

- 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 compagnie est autorisée à émettre:*

The Corporation is authorized to issue 500,000,000 common shares and an unlimited number of preference 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 is to 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:*

(1) The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- (a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal or equivalent amounts per share on all the common shares and preference shares at the time outstanding without preference or distinction.
- (b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares and preference shares, be entitled to participate rateably on a per share basis with the holders of the preference shares in any distribution of the assets of the Corporation.
- (c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

(2) The rights, privileges, restrictions and conditions attaching to the preference shares are as follows:

- (a) Payment of Dividends: The holders of the preference shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal or equivalent amounts per share on all the preference shares and common shares at the time outstanding without preference or distinction.

- (b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the preference shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares and preference shares, be entitled to participate rateably on a per share basis with the holders of the common shares in any distribution of the assets of the Corporation.
- (c) Conversion Privilege: Each issued and fully paid preference share may at any time be converted, at the option of the holder, into 1 common share. The conversion privilege herein provided for may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing the preference shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the holder of the preference shares in respect of which such right is being exercised and shall specify the number of preference shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue certificates representing fully paid common shares upon the basis above prescribed and in accordance with the provisions hereof to the holder of the preference shares represented by the certificate or certificates accompanying such notice. If less than all of the preference shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the preference shares representing the shares comprised in the original certificate which are not to be converted.
- (d) Idem: All shares resulting from any conversion of issued and fully paid preference shares into common shares pursuant to paragraph 8(2)(c) hereof shall be deemed to be fully paid and non-assessable.
- (e) Subdivision, Consolidation, Reclassification or Other Change: Except as provided in paragraph 8(2)(c), none of the preference shares or common shares shall be subdivided, consolidated, reclassified or otherwise changed (including any change which occurs as a result of an amalgamation or merger) unless contemporaneously therewith the other said class of shares is subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner. No issue or distribution to the holders of all or substantially all of the outstanding preference shares or common shares shall be made of securities of the Corporation including rights,

options or warrants to acquire shares of the Corporation or securities convertible into or exchangeable for shares of the Corporation or any property or assets including any evidences of indebtedness unless contemporaneously therewith an equivalent issue or distribution is made to the holders of the other class of shares on a per share basis.

- (f) Voting Rights: The holders of the preference shares shall not be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the preference shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 183(3) of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

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

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) Without limiting in any manner the powers of the directors of the Corporation under the Business Corporations Act, as now enacted or hereafter amended, repealed and re-enacted or replaced, the directors of the Corporation may, without authorization of the shareholders, authorize the Corporation by authentic deed, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, to hypothecate, mortgage or pledge any property, movable or immovable, present or future, which it may own in Quebec.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies 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".*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

ATS INC.

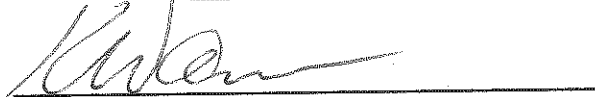
By:



Klaus Woerner -
Chief Executive Officer and
President

ATS AUTOMATION TOOLING SYSTEMS INC.

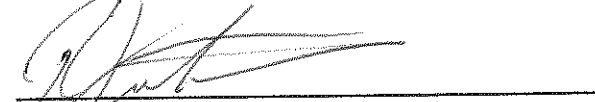
By:



Klaus Woerner -
Chief Executive Officer and
President

988740 ONTARIO LIMITED

By:



Ronald Jutras -
Secretary

Schedule A


STATEMENT OF DIRECTOR OR OFFICER

The undersigned, being one of the directors of ATS Inc., one of the amalgamating corporations (hereinafter called the "Corporation"), hereby states and certifies that there are reasonable grounds for believing that:

- (a) the Corporation is, and the corporation continuing from the amalgamation of the Corporation, ATS Automation Tooling Systems Inc. and 988740 Ontario Limited (the "Amalgamated Corporation") will be, able to pay its liabilities as they become due;
- (b) 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; and
- (c) no creditor of the Corporation will be prejudiced by the amalgamation.

This statement is made and attached to the articles of amalgamation of the Amalgamated Corporation pursuant to subsection 177(2) of the Business Corporations Act.

DATED July 31, 1992.



Klaus Woerner

STATEMENT OF DIRECTOR OR OFFICER

The undersigned, being one of the directors of ATS Automation Tooling Systems Inc., one of the amalgamating corporations (hereinafter called the "Corporation"), hereby states and certifies that there are reasonable grounds for believing that:

- (a) the Corporation is, and the corporation continuing from the amalgamation of the Corporation, ATS Inc. and 988740 Ontario Limited (the "Amalgamated Corporation") will be, able to pay its liabilities as they become due;
- (b) 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; and
- (c) no creditor of the Corporation will be prejudiced by the amalgamation.

This statement is made and attached to the articles of amalgamation of the Amalgamated Corporation pursuant to subsection 177(2) of the Business Corporations Act.

DATED July 31, 1992.



Klaus Woerner

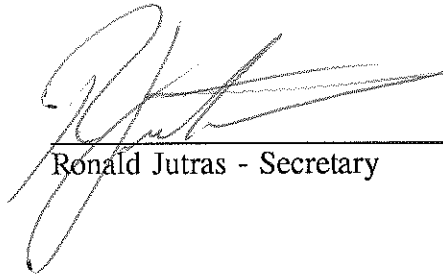
STATEMENT OF DIRECTOR OR OFFICER

The undersigned, being the Secretary of 988740 Ontario Limited, one of the amalgamating corporations (hereinafter called the "Corporation"), hereby states and certifies that there are reasonable grounds for believing that:

- (a) the Corporation is, and the corporation continuing from the amalgamation of the Corporation, ATS Inc. and ATS Automation Tooling Systems Inc. (the "Amalgamated Corporation") will be, able to pay its liabilities as they become due;
- (b) 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; and
- (c) no creditor of the Corporation will be prejudiced by the amalgamation.

This statement is made and attached to the articles of amalgamation of the Amalgamated Corporation pursuant to subsection 177(2) of the Business Corporations Act.

DATED July 31, 1992.



Ronald Jutras - Secretary

AMALGAMATION AGREEMENT

THIS AGREEMENT made as of the 31st day of July, 1992;

B E T W E E N:

ATS Inc., a corporation incorporated under
the laws of the Province of Ontario
(hereinafter referred to as "ATS")

OF THE FIRST PART,

- and -

**ATS AUTOMATION TOOLING SYSTEMS
INC.**, a corporation amalgamated under
the laws of the Province of Ontario
(hereinafter referred to as "Tooling")

OF THE SECOND PART,

- and -

988740 ONTARIO LIMITED, a corporation
incorporated under the laws of the Province
of Ontario (hereinafter referred to as "988740")

OF THE THIRD PART.

WHEREAS ATS was incorporated under the Business Corporations Act
(the "Act") by Certificate of Incorporation dated June 28, 1989;

AND WHEREAS Tooling was amalgamated under the Act by Certificate
of Amalgamation dated June 6, 1985;

AND WHEREAS 988740 was incorporated under the Act by Certificate of
Incorporation dated May 28, 1992;

AND WHEREAS the parties hereto propose to amalgamate and continue
as one corporation;

AND WHEREAS it is desirable that the said amalgamation should be
effected;

NOW THEREFORE the parties hereto have agreed as follows:

- (1) In this Agreement:
 - (a) "Amalgamating Corporations" means ATS, Tooling and 988740, the parties hereto;
 - (b) "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations; and
 - (c) "Agreement" means this Amalgamation Agreement.
- (2) Each of the Amalgamating Corporations hereby agrees to amalgamate on July 31, 1992 or as soon thereafter as possible, pursuant to the provisions of the Act, and to continue as one corporation upon and subject to the terms and conditions and in the manner hereinafter set out.
- (3) The name of the Amalgamated Corporation shall be ATS Automation Tooling Systems Inc.
- (4) The registered office of the Amalgamated Corporation shall be located in the City of Kitchener in the Regional Municipality of Waterloo in the Province of Ontario and the address of the Amalgamated Corporation shall be at 80 Alpine Road, Kitchener, Ontario, N2E 1A1.
- (5) There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the power the Amalgamated Corporation may exercise.
- (6) The by-laws of 988740 shall, to the extent not inconsistent with this Agreement, be the by-laws of the Amalgamated Corporation, until repealed, amended or altered. A copy of the proposed by-laws may be examined at the registered office of the Amalgamated Corporation.
- (7) The Amalgamated Corporation shall be authorized to issue 500,000,000 common shares and an unlimited number of preference shares.
- (8) The rights, privileges, restrictions and conditions attaching to the common shares are as follows:
 - (a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts

and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal or equivalent amounts per share on all the common shares and preference shares at the time outstanding without preference or distinction.

- (b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares and preference shares, be entitled to participate rateably on a per share basis with the holders of the preference shares in any distribution of the assets of the Corporation.
- (c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

(9) The rights, privileges, restrictions and conditions attaching to the preference shares are as follows:

- (a) Payment of Dividends: The holders of the preference shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal or equivalent amounts per share on all the preference shares and common shares at the time outstanding without preference or distinction.
- (b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the

holders of the preference shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares and preference shares, be entitled to participate rateably on a per share basis with the holders of the common shares in any distribution of the assets of the Corporation.

- (c) Conversion Privilege: Each issued and fully paid preference share may at any time be converted, at the option of the holder, into 1 common share. The conversion privilege herein provided for may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing the preference shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the holder of the preference shares in respect of which such right is being exercised and shall specify the number of preference shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue certificates representing fully paid common shares upon the basis above prescribed and in accordance with the provisions hereof to the holder of the preference shares represented by the certificate or certificates accompanying such notice. If less than all of the preference shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the preference shares representing the shares comprised in the original certificate which are not to be converted.
- (d) Idem: All shares resulting from any conversion of issued and fully paid preference shares into common shares pursuant to paragraph (9)(c) hereof shall be deemed to be fully paid and non-assessable.
- (e) Subdivision, Consolidation, Reclassification or Other Change: Except as provided in paragraph (9)(c), none of the preference shares or common shares shall be subdivided, consolidated, reclassified or otherwise changed (including any change which occurs as a result of an amalgamation or merger) unless contemporaneously therewith the other said class of shares is subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner. No issue or distribution to the holders of all or substantially all of the outstanding preference shares or common shares shall be made of securities of the

Corporation including rights, options or warrants to acquire shares of the Corporation or securities convertible into or exchangeable for shares of the Corporation or any property or assets including any evidences of indebtedness unless contemporaneously therewith an equivalent issue or distribution is made to the holders of the other class of shares on a per share basis.

- (f) Voting Rights: The holders of the preference shares shall not be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the preference shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 183(3) of the Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced.

(10) The issued and outstanding shares in the capital of each of the Amalgamating Corporations shall be respectively cancelled and/or converted into shares in the capital of the Amalgamated Corporation as follows:

- (a) the issued and outstanding common shares, Class A shares and Class B shares of ATS shall be cancelled;
- (b) the issued and outstanding common shares, Class A shares and Class B shares of Tooling shall be cancelled;
- (c) each of the issued and outstanding common shares of 988740 shall be converted into 1 common share of the Amalgamated Corporation; and
- (d) each of the issued and outstanding preference shares of 988740 shall be converted into 1 preference share of the Amalgamated Corporation.

After filing of Articles of Amalgamation in respect of this Agreement and the endorsement thereon of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporations shall, when requested by the Amalgamated Corporation, surrender the certificates representing shares held by them in the Amalgamating Corporations and, in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid.

(11) The right to transfer shares in the capital of the Amalgamated Corporation shall be restricted in that no share in the capital of the Amalgamated Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

(12) The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

(13) Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

(14) Without limiting in any manner the powers of the directors of the Amalgamated Corporation under the Act, as now enacted or hereafter amended, repealed and re-enacted or replaced, the directors of the Amalgamated Corporation may, without authorization of the shareholders, authorize the Amalgamated Corporation by authentic deed, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage or pledge any property, movable or immovable, present or future, which it may own in Quebec.

(15) The board of directors of the Amalgamated Corporation shall consist of a minimum of one (1) and a maximum of ten (10) directors.

(16) Pursuant to the provisions of the Act, a majority of the directors of the Amalgamated Corporation must be resident Canadians. Until changed by resolution of the directors, the board of directors of the Amalgamated Corporation shall consist of one (1) director, and the initial director of the Amalgamated Corporation shall be:

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Shanon O.N. Grauer	55 Prince Arthur Avenue Apt. 803 Toronto, Ontario M5R 1B3	Canadian

(17) The initial director of the Amalgamated Corporation shall hold office until the first annual meeting of the Amalgamated Corporation or until her successor is elected or appointed.

(18) Each of the Amalgamating Corporations may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the shareholders of each of the Amalgamating Corporations may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.

(19) Notwithstanding the approval of this Agreement by the shareholders of each of the Amalgamating Corporations, the directors of each of the Amalgamating Corporations may by resolution terminate this Agreement at any time prior to the endorsement of a certificate of amalgamation upon articles of amalgamation in respect hereof.

(20) The parties hereto agree that that amalgamation shall be effected immediately following the acquisition by 988740 of 75% of the issued and outstanding shares of ATS on July 31, 1992 or as soon thereafter as possible.

(21) This Agreement shall be construed and interpreted in accordance with the laws of the Province of Ontario.

IN WITNESS WHEREOF the parties have executed this Agreement.

ATS INC

By: 

Klaus Woerner -
Chief Executive Officer and
President

ATS AUTOMATION TOOLING
SYSTEMS INC.

By: 

Klaus Woerner -
Chief Executive Officer and
President

988740 ONTARIO LIMITED

By: 

Ronald Jutras - Secretary

DIRECTOR'S INDEMNITY


TO: SHANON O.N. GRAUER

c/o Messrs. McCarthy Tétrault
Suite 4800, Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, Ontario, M5K 1E6

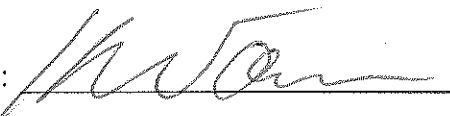
In consideration of your acting as a director of ATS Automation Tooling Systems Inc. (the "Corporation") at the request of the undersigned, the undersigned hereby agree to indemnify and hold you and your heirs, executors, administrators and legal personal representatives harmless from and against any and all losses, costs, damages, expenses, liabilities, claims, demands and causes of action of whatsoever kind (collectively, the "Claims") which you may sustain or incur or become subject to by reason of or in respect of any act, matter or thing made, done or permitted or not made, done or permitted by you in or about the execution of your duties as a director of the Corporation, except such Claims as are occasioned by your gross negligence or wilful default.

DATED July 31, 1992.

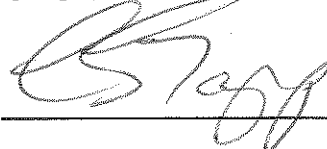
ONTARIO TEACHERS' PENSION
PLAN BOARD

By: 


566226 ONTARIO LIMITED

By: 

994502 ONTARIO LIMITED

By: 

ORENDA CORPORATE FINANCE
LTD.

By: 

The Individuals listed in Schedule A
by their Attorney


Klaus Woerner, Attorney

Schedule A

Name of Shareholder	Class ¹	Address	Number of Shares
Aikins, Joe	M		1,000
Awad, Roger	M		3,500
Banni, Sergio	E		250
Bast, Joe	M		1,000
Beraro, Helmuth	E		612
Blanchette, Chris	E		200
Boehm, Frank	E		200
Bottoms, Steve	M		1,500
Bower, John	M		7,000
Brezovic, Ivan	E		500
Boronka, Peter	E		200
Burkhart, Werner	E		1,500
Burton, Scott	M		1,500
Butterworth, David	E		500
Byrne, John	M		2,600
Capindale, David	E		700
Chatha, Gurjit			1,000
Christensen, Sylvia	E		500
Clayburn, Dan	E		500
Cruickshank, Ron	E		2,540
Cybulski, Mike	M		600
Dallmeier, Guenter	E		250
Dickson, Richard	E		750
Dutra, Joe	E		200
Dyksterhuis, Clarence			400
Eby, Robin	E		900
Fewster, John	E		500
Gabert, Eduard	E		700
Galea, Peter	E		900
Gardner, Kenneth	M		2,500
Garrard, Dan	E		500
Gibson, Dennis	E		400
Goossens, Peter	E		200
Hahn, Peter	E		350
Hamacher, Brad	E		200

¹ M = Management D = Director
E = Employee O =

Hamilton, Scott		300
Held, Peter	E	500
Helms, Harry	E	5,000
Hielscher, Gernot	E	300
Hodri, Gaspar	E	1,000
Holl, Robert	M	2,000
Ingo, Frank		200
Joseph, Naurice	E	400
Jutras, Ron	M	7,500
Kenning, Robert		500
Kidd, Steve		1,500
Knight, Richard	E	686
Kobetich, Peter	E	300
Koreck, Frank	E	500
Kuske, Kevin		400
Lewis, Desmond		1,500
Linnerth, Mike	E	1,000
MacKinlay, Jim	E	300
Malatches, John	M	2,000
McKay, Andrew	E	500
Messner, Rod	E	300
Missere, Jim	M	754
Moreno, Joseph		4,950
Mowat, Donald	E	1,000
Nath, Neil		400
Nelson, Garry	E	500
Nickel, Brad	E	500
Nie, Bob	E	500
Nikyuluw, Ludwig	E	443
Oeser, Thomas	E	2,000
Orr, Kevin	E	250
Ortmeyer, Klaus		300
Palser, Jeff	M	3,500
Patterson, Paul	M	3,500
Plazzotta, Arno	E	500
Porter, Robin	M	3,500
Praeg, Erich	E	1,000
Regimbald, Jules	E	900
Riley, Patrick		200
Riley, Reynold	E	500
Ronald, Todd	E	487
Ross, Terry	E	700

Santarossa, Steve	E	4,500
Sattler, John	E	600
Schmidt, Harald	E	250
Schneider, Dieter	E	500
Schnurr, Pete	E	794
Schultz, Greg	M	2,500
Schumacher, Ralph	E	500
Sedlmeir, Katherine		200
Shively, Brian		200
Silbermann, Hans	M	1,500
Skorvaga, Pavo		300
Slothouber, Jack	M	2,000
Sommers, Richard	E	1,500
Stimac, Zlata		200
Stockie, Dave	M	1,000
Surian, John	E	200
Svazic, Joseph	E	600
Tang, Peter	E	1,000
Tivy, Robert	D	1,500
Wagner, Nick	M	2,000
Walker, Terry		200
Walters, Howard	E	300
Wardell, Steve	E	250
Wessel, Willibald	E	1,000
West, Dave	E	500
Wiedersprecher, Stew		200
Williamson, Ian	E	4,000
Wilson, Jeff	M	6,000