CANADA

PLAINTIFF'S
EXHIBIT
RA-475

LETTERS PATENT

INCORPORATING

CAREY-CANADIAN MINES LTD.

Dated .... 14th February, 1955.

Department of Consumer and Corporate Affairs
Registration Division, Ottawa, July 27, 1982.

I hereby certify the within to be a true and faithful copy of the record of the original Letters Patent as entered on Film 21, Document 50.

G. Grenier
Deputy Registrar General of Canada

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DEFENDANT'S
EXHIBIT
754
ALL-STATE LEGAL SUPPLY CO.

Canada

By the Honourable ROCH PINARD,

Secretary of State of Canada.

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

WHEREAS, *in and by Part I of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, it is, amongst other things, in effect enacted that the Secretary of State of Canada may by letters patent under his seal of office grant a charter to any number of persons not less than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become shareholders of the company thereby created a body corporate and politic for any of the purposes or objects to which the legislative authority of the Parliament of Canada extends, except the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of the Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, and the business of banking and the issue of paper money, upon the applicants therefor establishing to the satisfaction of the Secretary of State of Canada due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;*

AND WHEREAS ALLAN ANGUS MAGEE, HUGH EMMETT O'DONNELL, DONALD NEWTON BYERS and ERROL KNOX McDOUGALL, all four of Her Majesty's Counsel learned in the law for the Province of Quebec, and WALTER AUSTIN JOHNSON, Advocate, all of the City of Montreal, in the said Province of Quebec,--

have made application for a charter under the said Act, constituting them and such others as may become shareholders in the company thereby created a body corporate and politic under the name of

CAREY-CANADIAN MINES LTD.

for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent, and have filed in the Department of the Secretary of State a duplicate of the memorandum of agreement executed by the said applicants in conformity with the provisions of the said Act;

NOW KNOW YE *that I,* ROCH PINARD,-- *Secretary of State of Canada, under the authority of the said Act, do, by these letters patent, constitute the said*

ALLAN ANGUS MAGEE, HUGH EMMETT O'DONNELL, DONALD NEWTON BYERS, ERROL KNOX McDOUGALL and WALTER AUSTIN JOHNSON,--

. . . others who may become shareholders in the Company a body corporate and politic under the name of

CAREY-CANADIAN MINES LTD.

. . . rights and powers conferred by the said Act, and for the following purposes and objects, namely:— 2

to carry on in all its branches the business of [illegible] and operating for, mining and milling asbestos and other minerals, to mine, quarry, work, mill and prepare for sale by any process all or any asbestos or other minerals or metallic products or ores and to manufacture products and by-products therefrom and to trade in the products of such mines and manufactures.

The operations of the Company may be carried on throughout Canada and elsewhere.

The head office of the Company will be situate at the Town of East Broughton, in the Province of Quebec.

The said ALLAN ANGUS MAGEE, HUGH HALETT O'DONNELL, DONALD NEWTON BYERS, ERROL ELDON McDOUGALL and WALTER AUSTIN JOHNSON are to be the first directors of the Company.

The capital stock of the Company shall be five hundred thousand dollars ($500,000) divided into five thousand (5,000) shares of the par value of one hundred dollars ($100) each, subject to the increase of such capital stock under the provisions of the said Act.

And it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors of the Company may from time to time

(a) borrow money upon the credit of the Company;

(b) limit or increase the amount to be borrowed;

(c) issue debentures or other securities of the Company;

(d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

(e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, present and future, undertaking and rights of the Company to secure any such debentures or other securities or any money borrowed or any other liability of the Company.

Nothing in this clause contained shall limit or restrict the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

And it is further ordained and declared that nothing in these presents expressed or contained shall be taken to authorize the construction and working of railways within Canada or of telegraph or telephone lines within Canada, the business of insurance within the meaning of the Canadian and British Insurance Companies Act, the business of a trust company within the meaning of the Trust Companies Act, the business of a loan company within the meaning of the Loan Companies Act, and the business of banking and the issue of paper money.

GIVEN *under my seal of office at Ottawa this* fourteenth day of February, one thousand nine hundred and fifty-five.

[illegible signature]

SUPPLEMENTARY LETTERS PATENT

TO

CAREY-CANADIAN MINES LTD.

Dated .... 25th February, 1964.

DEPARTMENT OF CONSUMER AND
CORPORATE AFFAIRS

REGISTRATION DIVISION

Ottawa, July 27, 1982.

I hereby certify the within to be a true and faithful copy of the record of the original Supplementary Letters Patent as entered on Film 152, Document 198.

G. Grenier
Deputy Registrar General of Canada

Canada

By the Secretary of State of Canada.

To all to whom these presents shall come, or whom the same may in anywise concern,

Greeting:

Whereas *CAREY-CANADIAN MINES LTD. (hereinafter referred to as "the Company") was duly incorporated under the provisions of Part I of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, by letters patent dated the fourteenth (14th) day of February, one thousand nine hundred and fifty-five (1955), with a capital stock of five hundred thousand dollars ($500,000) divided into five thousand (5,000) shares of the par value of one hundred dollars ($100) each;*

AND WHEREAS the Company has applied by petition to the Secretary of State of Canada for the issue of supplementary letters patent under the provisions of the said Act amending and varying the provisions of its letters patent and increasing its capital stock as hereinafter set forth, the whole in accordance with By-law "A", which by-law was duly enacted by the directors

and...

and sanctioned in the prescribed manner by the shareholders of the Company;

AND WHEREAS the Company has satisfactorily established the sufficiency of all proceedings by the said Act re[illegible]red to be taken and the truth of all facts by the said Act required to be established previous to the granting of such supplementary letters patent;

NOW KNOW YE that the Secretary of State of Canada, by virtue of the power vested in him by the said Act and of any other power or authority whatever in him vested in this behalf, does by these supplementary letters patent:

(a) in pursuance of the said By-law "A" of the Company, duly enacted and sanctioned as aforesaid, amend and vary the provisions of the letters patent incorporating the Company by designating the said five thousand (5,000) shares of the par value of one hundred dollars ($100) each of the capital stock of the Company heretofore authorized as five thousand (5,000) common shares of the par value of one hundred dollars ($100) each;

(b) confirm the said By-law "A" of the Company, duly enacted and sanctioned as aforesaid, increasing the capital stock of the Company by the creation of two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares of the par value of one dollar ($1) each;

so that the authorized capital of the Company shall be as follows:—

"The capital stock of the Company shall be five hundred and two thousand dollars ($[illegible]) divided into two

thousand...

thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares of the par value of one dollar ($1) each and five thousand (5,000) common shares of the par value of one hundred dollars ($100) each.

The said six per cent (6%) non-cumulative redeemable preferred shares (hereinafter referred to as the 'preferred shares') and the said common shares shall respectively carry and be subject to the following preferences, priorities, rights, privileges, limitations and conditions, that is to say:—

1. The preferred shares shall confer upon the holders thereof, in priority to the holders of the common shares, the right to a preferential dividend at the rate of six per cent (6%) per annum on the amount paid up thereon. Such dividends on the preferred shares shall be non-cumulative and, accordingly, if not paid in whole or in part in any year or years, the holders of the preferred shares shall not be entitled to be paid any such deficiency from out of the net profits of any previous or subsequent year or years. After, but not until, the full dividend of six per cent (6%) per annum has been paid or set aside for the preferred shares in any year, any and all of the surplus profits of that year to be distributed in dividends shall be distributed pro rata to the holders of the common shares in proportion to the amount paid up thereon. The above-mentioned dividends on the preferred shares to be paid in any year may be paid, if declared, in whole or in part out of the net profits of any previous year or years set aside by the directors as hereinafter provided, and such dividends on the preferred and common shares may be paid annually, semi-annually, quarterly or

otherwise...

otherwise as the directors may decide.

2. The declaration of the above-mentioned dividends shall be within the sole discretion of the directors and shall be payable as and when declared and the directors may, before declaring any dividend, set aside out of the net profits of the Company such sums as they, in their absolute discretion, think conducive to the interests of the Company and may utilize the several sums so set aside in such manner as the directors may deem advisable in the interests of the Company.

3. Upon a sale, winding up (whether voluntary or otherwise), bankruptcy, dissolution, liquidation or distribution of the assets of the Company, the assets of the Company, including any and all reserve funds available for distribution, shall be employed in repaying to the holders of the preferred shares the amount paid up thereon, together with all dividends declared and unpaid, and such repaying shall be in priority to any payment or distribution to the holders of the common shares. The holders of preferred shares shall have no further right to participate in the distribution of the assets of the Company. The balance of the said assets shall be distributed pro rata to the holders of the common shares in proportion to the amount paid up thereon.

4. At all annual, special general or other meetings of shareholders of the Company, the holders of the common shares and of the preferred shares shall have one (1) vote for each such share held by them.

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5. Subject to the provisions of section 61 of the Companies Act, the Company shall have the right, at its option, upon notice as hereinafter provided, to redeem in Canadian currency all or any part of the preferred shares by paying for each share to be redeemed the amount paid up thereon. If the Company desires at any time to redeem less than all the outstanding preferred shares, the shares to be redeemed shall be selected pro rata from the respective holdings of preferred shares of the shareholders of the Company. Not less than seven (7) days' notice in writing of the redemption of any such preferred shares shall be given by mail addressed to the registered holders thereof, at the last address of each such holder as it appears in the books of the Company, or in the event of the address of such shareholder not so appearing then at the last known address of such shareholder, specifying the date and place of such redemption. If notice of any such redemption be given by the Company in the manner aforesaid, the holders of such preferred shares so called for redemption shall thereafter have no rights in or against the Company and no other right except, upon surrender of certificates for preferred shares so called for redemption, to receive payment of the redemption price. Preferred shares redeemed under the provisions hereof shall not be reissued.

6. Subject to the provisions of section 61 of the Companies Act, the Company may at any time or times, upon resolution of the board of directors, purchase for cancellation the whole or any part of the preferred shares

outstanding from time to time by invitation for tenders addressed to all the holders of record of the preferred shares outstanding at the last address of each such holder as it appears upon the books of the Company, or, in the event no such address appears, at the last known address of said shareholder, at the lowest price at which, in the opinion of the board of directors, such shares are obtainable, but never at a price in excess of the redemption price. If the Company desires at any time to purchase for cancellation less than all the outstanding preferred shares, the shares to be so purchased shall be selected pro rata from the respective holdings of preferred shares tendered at the lowest price. From and after the date of purchase of any preferred shares under the provisions in this paragraph contained, the shares so purchased for cancellation shall be deemed to be redeemed and shall not be reissued."

GIVEN under the seal of office of the Secretary of State of Canada at Ottawa this twenty-fifth day of February, one thousand nine hundred and sixty-four.

for the Secretary of State.

SUPPLEMENTARY LETTERS PATENT

TO

CAREY-CANADIAN MINES LTD.

Dated .... 30th December, 1964.

DEPARTMENT OF CONSUMER AND
CORPORATE AFFAIRS

REGISTRATION DIVISION

Ottawa, July 27, 1982.

I hereby certify the within to be a true and faithful copy of the record of the original Supplementary Letters Patent as entered on Film 166, Document 38.

G. Grenier
Deputy Registrar General of Canada

CA 111 (2 (4)

Canada

By the Secretary of State of Canada.

To all to whom these presents shall come, or whom the same may in anywise concern,

Greeting:

Whereas CAREY-CANADIAN MINES LTD. (hereinafter referred to as "the Company") was duly incorporated under the provisions of Part I of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, by letters patent dated the fourteenth (14th) day of February, one thousand nine hundred and fifty-five (1955), with a capital stock of five hundred thousand dollars ($500,000) divided into five thousand (5,000) shares of the par value of one hundred dollars ($100) each;

AND WHEREAS the provisions of the said letters patent were amended by the issue of supplementary letters patent dated the twenty-fifth (25th) day of February, one thousand nine hundred and sixty-four (1964), as a consequence of which the presently authorized capital of the Company is five hundred and two thousand dollars ($502,000) divided into two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares of the par value

of...

of one dollar ($1) each and five thousand (5,000) common shares of the par value of one hundred dollars ($100) each;

AND WHEREAS it has been established:

(a) that all of the said two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares of the par value of one dollar ($1) each of the capital stock of the Company were duly issued and that subsequently, in accordance with the conditions attaching thereto in that regard, all of the said two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares were redeemed by the Company by payments out of the ascertained net profits of the Company which had been set aside by the directors of the Company for the purpose of such redemption and that the sum of two thousand dollars ($2,000), being the par value of the said two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares so redeemed as aforesaid, is now designated in the books of the Company as a capital surplus and

(b) that all of the said five thousand (5,000) common shares of the par value of one hundred dollars ($100) each of the capital stock of the Company have been issued and are outstanding as fully paid and non-assessable;

AND WHEREAS the Company has applied by petition to the Secretary of State of Canada for the issue of supplementary letters patent under the provisions of the said Act confirming By-law "B", which by-law was duly enacted by the directors and sanctioned in the prescribed manner by the shareholders of the Company, reducing the capital stock of the Company as hereinafter set forth;

AND WHEREAS the Company has satisfactorily established

the...

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the sufficiency of all proceedings by the said Act required to be taken and the truth of all facts by the said Act required to be established previous to the granting of such supplementary letters patent;

NOW KNOW YE that the Secretary of State of Canada, by virtue of the power vested in him by the said Act and of any other power or authority whatever in him vested in this behalf, does by these supplementary letters patent confirm the said By-law "B" of the Company, duly enacted and sanctioned as aforesaid, reducing the capital stock of the Company by the cancellation of the said two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares of the par value of one dollar ($1) each heretofore issued and subsequently redeemed by the Company as aforesaid and restoring to earned surplus of the Company the sum of two thousand dollars ($2,000), being the amount designated in the books of the Company as the capital surplus resulting from the redemption of the said two thousand (2,000) six per cent (6%) non-cumulative redeemable preferred shares as aforesaid, so that the authorized capital of the Company shall be as follows:—

> *"The capital stock of the Company shall be five hundred thousand dollars ($500,000) divided into five thousand (5,000) common shares of the par value of one hundred dollars ($100) each."*

GIVEN under the seal of office of the Secretary of State of Canada at Ottawa this thirtieth day of December, one thousand nine hundred and sixty-four.

for the Secretary of State.

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CANADA

LETTERS PATENT

confirming the Agreement entered into
between
CAREY-CANADIAN MINES LTD. -
and
JIM WALTER BUILDING PRODUCTS LTD.

amalgamating and continuing them
as one Company under the name of

CAREY-CANADIAN MINES LTD. -
LES MINES CAREY-CANADIENNES LTEE

Dated .... August 31, 1978.

Department of Consumer and Corporate Affairs
Registration Division, Ottawa, July 27, 1982.

I hereby certify the within to be a true and faithful copy of the record of the original Letters Patent as entered on Film 437, Document 192.

G. Grenier
Deputy Registrar General of Canada

C A N A D A

LETTERS PATENT

WHEREAS CAREY-CANADIAN MINES LTD. and JIM WALTER BUILDING PRODUCTS LTD. have entered into an Agreement on the 22nd day of August 1978 for their amalgamation and continuance as one Company under the name of CAREY-CANADIAN MINES LTD. - LES MINES CAREY-CANADIENNES LTEE.

AND WHEREAS the said Companies have jointly filed with the Minister of Consumer and Corporate Affairs the said Agreement and established the sufficiency of all proceedings required to be taken by the Canada Corporations Act previous to the granting of the letters patent confirming the Agreement.

THEREFORE, the Minister of Consumer and Corporate Affairs by virtue of the power vested in him by the Canada Corporations Act, does hereby issue letters patent confirming the Agreement entered into between CAREY-CANADIAN MINES LTD. and JIM WALTER BUILDING PRODUCTS LTD. amalgamating and continuing them as one Company under the name of CAREY-CANADIAN MINES LTD. - LES MINES CAREY-CANADIENNES LTEE in accordance with the terms and conditions set out in the said Agreement which is attached hereto and forms a part hereof.

DATE of Letters Patent - August 31, 1978

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.

for the Minister of Consumer
and Corporate Affairs

RECORDED 2nd February, 1979

Film 437 Document 192

L. McCann
Deputy Registrar General of Canada

THIS Amalgamation Agreement entered into this 22nd day of August, 1978.

BETWEEN: CAREY-CANADIAN MINES LTD., hereinafter sometimes called "Carey"

OF THE FIRST PART

-and-

JIM WALTER BUILDING PRODUCTS LTD., hereinafter sometimes called "Jim Walter"

OF THE SECOND PART

WHEREAS Carey was incorporated under the Canada Corporations Act by letters patent dated February 14, 1955 and supplementary letters patent were issued to Carey dated February 25, 1964, December 30, 1964 and October 26, 1977;

WHEREAS Jim Walter was incorporated under the Canada Corporations Act by letters patent dated February 19, 1935 and supplementary letters patent were issued to Jim Walter dated December 17, 1940, December 7, 1943, March 17, 1969, May 4, 1970, November 4, 1976 and August 9, 1977; and

WHEREAS Carey and Jim Walter acting under the authority contained in said Act have agreed to amalgamate upon the terms and conditions hereinafter set out; and

WHEREAS Carey and Jim Walter have each made full disclosure to the other of all their respective assets and liabilities; 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 the expression "Amalgamated Company" means the Company continuing from the amalgamation of Carey and Jim Walter, the parties hereto;

2. Carey and Jim Walter do hereby agree to amalgamate under the provisions of section 137 of the Canada Corporations Act and to continue as one company under the terms and conditions hereinafter set out;

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3. The name of the Amalgamated Company shall be

CAREY-CANADIAN MINES LTD. - LES MINES CAREY-CANADIENNES LTEE;

4. The objects of the Amalgamated Company shall be as follows: to carry on in all its branches the business of prospecting and exploring for, mining and milling asbestos and other minerals, to mine, quarry, work, mill and prepare for sale by any process all or any asbestos or other minerals or metallic products or ores and to manufacture products and by-products therefrom and to trade in the products of such mines and manufactures; to manufacture and sell metal and wood products; and to manufacture, buy, sell and otherwise deal in goods and services.

5. The authorized capital of the Amalgamated Company shall be $600,000 divided into 6,000 common shares with a par value of $100 each;

6. The authorized and issued capital of Carey and Jim Walter shall be converted into the authorized and issued capital of the Amalgamated Company as follows:

(a) the 5,000 issued common shares with a par value of $100 each of Carey shall be converted into 5,600 issued and fully paid common shares with a par value of $100 each of the Amalgamated Company; and

(b) the 1,000 issued common shares of the par value of $100 each of Jim Walter shall be converted into 400 issued and fully paid common shares with a par value of $100 each of the Amalgamated Company.

After the issue of letters patent confirming this Agreement, the shareholders of Carey and Jim Walter, when requested by the Amalgamated Company, shall surrender the certificates representing shares held by them in Carey and Jim Walter and in return shall be entitled to receive certificates for shares of the Amalgamated Company on the basis aforesaid;

7. The head office of the Amalgamated Company shall be at the Town of East Broughton-Station, in the Province of Quebec;

8. The board of directors of the Amalgamated Company, until otherwise determined by by-law, shall consist of five (5) members and the first directors of the Amalgamated Company with their names, callings and postal addresses, shall be the following:

Name	Calling	Postal Address
Jean-Paul Bolduc	Executive	779 8th Avenue, Thetford Mines, P.Q.
R.A. Dewitt	Executive	P.O. Box 190, East Broughton-Station, Quebec GON 1HO
Ross W. King	Executive	60 Lapierre Thetford Mines, P.Q.
Robert Leclerc	Advocate	1203 IBM Building, 5 Place Ville Marie, Montreal, P.Q. H3B 2H1
Michael Prus	Executive	398 Laflamme Street, Thetford Mines, P.Q.

The said first directors shall hold office until the first annual meeting of the Amalgamated Company or until their successors are elected or appointed. The subsequent directors shall be elected each year thereafter at either a general meeting or the annual meeting of the shareholders by a majority of the votes cast at such meeting. The management and working of the Amalgamated Company shall be under the control of the board of directors from time to time, subject to the provisions of the Canada Corporations Act.

9. Carey shall contribute to the Amalgamated Company all its assets subject to all its liabilities as more particularly set forth in the balance sheet of Carey as of August 31, 1977 subject to changes since that date in the ordinary course of business.

10. Jim Walter shall contribute to the Amalgamated Company all of its assets subject to all its liabilities as more particularly set forth in the balance sheet of Jim Walter as of August 31, 1977 subject to changes since that date in the ordinary course of business.

11. The Amalgamated Company shall possess all the property, rights, assets, privileges and franchises and shall be subject to all the contracts, liabilities, debts and obligations of Carey and Jim Walter;

12. All rights of creditors against the property, rights, assets, privileges and franchises of Carey and Jim Walter and all liens upon their property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of Carey and Jim Walter shall thenceforth attach to the Amalgamated Company and may be enforced against it.

13. No action or proceeding by or against Carey or Jim Walter shall abate or be affected by such amalgamation but, for all purposes of such action or proceeding, the name of the Amalgamated Company shall be substituted in such action or proceeding in place of Carey and Jim Walter.

14. The by-laws of Carey shall, to the extent not inconsistent with this agreement, be the by-laws of the Amalgamated Company, until repealed, amended, altered or added to.

15. Upon the shareholders of Carey and Jim Walter adopting this Agreement, such fact shall be certified upon the Agreement by the Secretary of each of the parties hereto under their respective corporate seals and the parties hereto by their joint application shall within six months from the final vote of the shareholders, apply to the Minister of Consumer and Corporate Affairs for letters patent confirming this Agreement unless an order is made under section 137(7) of the Canada Corporations Act annuling this agreement.

16. Carey and Jim Walter may, by resolution of their respective directors, assent to any alteration or modification of this Amalgamation Agreement which the shareholders of the respective companies at meetings called to consider the same, or the Minister of Consumer and Corporate Affairs may approve and the expression "Amalgamation Agreement" as used herein shall be read and construed to mean and include this Amalgamation Agreement as so altered or modified.

17. This Agreement may be terminated without cause or reason by the board of directors of either Carey or Jim Walter notwithstanding the approval of this agreement by the shareholders of Carey and Jim Walter, at any time prior to the issue of patent confirming this Agreement.

IN WITNESS WHEREOF, This Agreement has been duly executed by the parties hereto, under their respective corporate seals as witnessed by their signatures of their proper officers in that behalf.

CAREY-CANADIAN MINES LTD.

Per: ______________________
Director

____
Secretary

JIM WALTER BUILDING PRODUCTS LTD.

Per: ______________________
President

____
Asst. Secretary