

Trademarks Only



Trademarks Only

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To the Honorable Commissioner of Patents and Trademarks
Please record this document as original document or copy thereof:

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emarks

1. Name of Party(ies) conveying an Interest:

Owatonna Tool Company

- Entity: Individual(s)
- General Partnership
- Corporation-State: Minnesota
- Association
- Merger
- Other: _____



2. Name and Address of Party(ies) receiving an interest:

SPX Corporation
700 Terrace Point Drive
Muskegon, MI 49443-3301

- Entity: Individual(s)
- General Partnership
- Corporation-State: Delaware
- Association
- Merger
- Other: _____

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other: _____

If not domiciled in U.S., a domestic representative designation is attached:

- Yes
- No

4. Application No. or Registration No. Additional sheet attached? Yes No

A. Trademark Application No.(s):

B. Trademark Registration No.(s):
779,480; 1,186,418; and 1,245,052

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:

John H. Weber
PEPPER HAMILTON LLP
Hamilton Square
600 Fourteenth Street, N.W.
Washington, DC 20005-2004

6. Number of applications and registrations involved:

3

7. Amount of Fee Enclosed or Authorized to be Charged:

\$90.00

8. The Commissioner is hereby authorized to charge any deficiency in payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0436.

DO NOT USE THIS SPACE

9. Date of Execution of attached Document: December 31, 1999

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

6/26/00
Date

[Signature]
John H. Weber

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01 FC:481 40.00 CH
02 FC:482 50.00 CH

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

**A.W. ANDERBERG MANUFACTURING COMPANY, OTC HOLDINGS, INC.,
TRUTH INCORPORATED, TWIN TOOL, INC. AND OWATONNA TOOL COMPANY**

INTO

SPX CORPORATION

SPX Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 9th day of February, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of A.W. Anderberg Manufacturing Company, a corporation incorporated on the 17th day of MAY, 1946 pursuant to the General Corporation Law of the State of California.

That this corporation owns all of the outstanding shares (of each class) of the stock of OTC Holding, Inc., a corporation incorporated on the 8th day of July, 1926, pursuant to the Business Corporation Law of the State of Minnesota.

That this corporation owns all of the outstanding shares (of each class) of the stock of Truth Incorporated, a corporation incorporated on the 11th day of October, 1969.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/13/1990
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pursuant to the Business Corporation Law of the State of Minnesota.

That this corporation owns all of the outstanding shares (of each class) of the stock of Twin Tool, Inc., a corporation incorporated on the 16th day of November, 1981, pursuant to the Business Corporation Law of the State of Minnesota.

That this corporation owns all of the outstanding shares (of each class) of the stock of Owatonna Tool Company, a corporation incorporated on the 26th day of December, 1984, pursuant to the Business Corporation Law of the State of Minnesota.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 24th day of October, 1990, determined to and did merge into itself said A.W. Anderberg Manufacturing Company, OTC Holdings, Inc., Truth Incorporated, Twin Tool, Inc. and Owatonna Tool Company:

RESOLVED, that SPX Corporation merge, and it hereby does merge into itself said A.W. Anderberg Manufacturing Company, OTC Holdings, Inc., Truth Incorporated, Twin Tool, Inc. and Owatonna Tool Company, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on December 31, 1990.

FURTHER RESOLVED, that the proper officers of this corporation be and they heraby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said A.W. Anderberg Manufacturing Company, OTC Holdings, Inc., Truth Incorporated, Twin Tool, Inc. and Owatonna Tool Company and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the state of Delaware, which may be in anywise necessary or proper to effect said merger.

12/13/90 10:57

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CORP TRUST CO

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FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of SPX Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said SPX Corporation has caused this Certificate to be signed by Dale A. Johnson, its President and attested by James M. Sheridan, its Secretary, this 30th day of November, 1990.

SPX CORPORATION

By 
Dale A. Johnson, President

ATTEST:

By 
James M. Sheridan, Secretary

SPX4-46/CAM/mms

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"A.W. ANDERBERG MANUFACTURING COMPANY", A CALIFORNIA CORPORATION,

"OTC HOLDINGS, INC.", A MINNESOTA CORPORATION,

"OWATONNA TOOL COMPANY", A MINNESOTA CORPORATION,

"TRUTH INCORPORATED", A MINNESOTA CORPORATION,

"TWIN TOOL, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "SPX CORPORATION" UNDER THE NAME OF "SPX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9101220

DATE: 05-26-98

RECORDED: 06/26/2000

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