

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Garlock Bearings Inc. | | 12/20/1999 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Garlock Inc. | | |
| Street Address: | 1666 Division Street | | |
| City: | Palmyra | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 14522 | | |
| Entity Type: | CORPORATION: OHIO | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | | |
| Registration Number: | 1776257 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (336)607-7500 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 336-607-7308 | | |
| Email: | wstrademarks@kilpatrickstockton.com | | |
| Correspondent Name: | Andrew Roppel, Esq. | | |
| Address Line 1: | 1001 West Fourth Street | | |
| Address Line 4: | Winston-Salem, NORTH CAROLINA 27101 | | |
| ATTORNEY DOCKET NUMBER: | 51382/271254 | | |
| NAME OF SUBMITTER: | Andrew Roppel | | |

OP \$40.00 1776257

Total Attachments: 3

900000527

**TRADEMARK
REEL: 002664 FRAME: 0463**

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GARLOCK INC

**UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF STOCKHOLDERS**

Pursuant to the provisions of Section 1701.54 of the General Corporation Law of the State of Ohio, the undersigned on behalf of Coltec Industries Inc, the sole stockholder of Garlock Inc, an Ohio corporation (the "Corporation"), hereby approves and consents to the adoption of the following resolutions, with the same force and effect as if said resolutions had been approved and adopted at a special meeting of stockholders of the Corporation duly called and held for such purpose:

MERGER OF GARLOCK BEARINGS INC INTO GARLOCK INC

WHEREAS, Garlock Inc (the "Company"), a corporation organized and existing under and by virtue of the laws of the State of Ohio, now owns all of the outstanding shares of Garlock Bearings Inc ("Bearings"), a corporation organized and existing under and by virtue of the laws of the State of Delaware, and it is deemed expedient that the Company shall acquire and become, and be possessed of all the estate, property, rights, privileges, and franchises of Bearings; and

WHEREAS, the issued and outstanding capital stock of Bearings consists solely of 1,700 shares of capital stock, no par value, all of which is owned by the Company;

NOW, THEREFORE, BE IT

RESOLVED, that GARLOCK INC (the "Corporation") merge, and it hereby does merge into itself GARLOCK BEARINGS INC (the "Subsidiary"), and assumes all of its obligations; and be it further

RESOLVED, that the merger shall be effective at the close of business on December 31, 1999; and be it further

RESOLVED, that the proper officer of this Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Subsidiary 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 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; and be it further

RESOLVED, that this Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Subsidiary, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoints the Secretary of State of Delaware, as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is: c/o The B. F. Goodrich Company, Three Coliseum Centre, 2550 West Tyvola Road, Charlotte, NC 28217.

RESOLVED, that at the effective time of the merger the separate existence of Bearings shall cease and it shall be merged, pursuant to the Ohio Revised Code and the General Corporation Law of the State of Delaware with and into the Company, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation being hereinafter sometimes called the "Surviving Corporation"); that the Surviving Corporation shall be governed in accordance with the laws of the State of Ohio, and the Certificate of Incorporation and the By-laws of the Company at the effective time of the merger shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation; and be it further

RESOLVED, that each share of capital stock of Bearings shall cease to exist and no stock, security or other consideration shall be issued therefor; and be it further

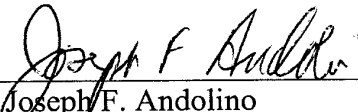
RESOLVED, that at the effective time of the merger, each share of common stock of the Company issued and outstanding shall remain issued and outstanding and shall be unaffected by the merger; and be it further

RESOLVED, that the Agreement of Merger in the form submitted to and to be filed with the minutes of this meeting and embodying the terms set forth above be and it hereby is approved, and the officers of the Company be and they hereby severally are authorized to execute and deliver the Agreement of Merger; and be it further


RESOLVED, that the officers of the Company severally be empowered and directed to do all other acts and things whatsoever, whether within the State of Ohio or elsewhere, which may be in any way requisite or proper for the full and complete accomplishment of the merger.

The undersigned being the sole stockholder of the Corporation hereby consents that this document be filed with the minutes of the Corporation with an effective date of December 20, 1999.

COLTEC INDUSTRIES INC

By: 
Joseph F. Andolino
Vice President, Taxes

ATTEST:


Secretary