

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
EFFECTIVE DATE:	05/16/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rexnord Industries, Inc.		05/13/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78436053	PLATINUM SERIES	
Serial Number:	78436049	PS	
Registration Number:	2839268	DTS-C	
Registration Number:	2937125	RUBBERTOP	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2128198928		
Email:	enunn@whitecase.com		
Correspondent Name:	White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 2:	Attn: Elizabeth A. Nunn		
Address Line 4:	New York, NEW YORK 10036		
NAME OF SUBMITTER:	Elizabeth A. Nunn		

TRADEMARK

900029420

REEL: 003133 FRAME: 0191

CH \$115.00 78436053

Signature:	/Elizabeth A. Nunn/
Date:	08/03/2005
<p>Total Attachments: 7 source=rex#page1.tif source=rex#page2.tif source=rex#page3.tif source=rex#page4.tif source=rex#page5.tif source=rex#page6.tif source=rex#page7.tif</p>	

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

WHEREAS, Rexnord Industries, Inc., a Delaware corporation (the "Grantor"), having its chief executive office at 4701 West Greenfield Avenue, Milwaukee, WI 53214, is the owner of all right, title and interest in and to the United States trademarks and trademark registrations and applications therefor set forth in Schedule A attached hereto;

WHEREAS, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent, having its principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), desires to acquire a security interest in said trademarks, trademark registrations and applications therefor; and

WHEREAS, the Grantor is willing to assign to the Grantee, and to grant to the Grantee a security interest in and lien upon the trademarks and trademark registrations and applications therefor described above.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Amended and Restated Security Agreement, dated as of November 25, 2002 and amended and restated as of May 16, 2005, made by the Grantor, and other assignors from time to time party thereto and the Grantee (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"), the Grantor hereby assigns to the Grantee as collateral security, and grants to the Grantee a security interest in, the trademarks and trademark registrations and applications therefor set forth in Schedule A attached hereto.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows.]

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
13th day of May, 2005.

REXNORD INDUSTRIES, INC., Grantor

By: Thomas Jansen
Name: Thomas Jansen
Title: VICE PRESIDENT

[Signature Page to Grant of Security Interest in United States Trademarks]

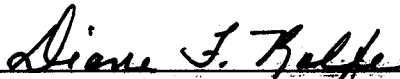
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13th day of May, 2005, before me personally came Thomas Jansen who, being by me duly sworn, did state as follows: that [s]he is Vice President of Rexnord Industries, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public

ADITI CHAWLA
Notary Public, State of New York
No. 01-CH6097946
Qualified in New York County
Commission Expires Sept. 2, 2007

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By: 
Name: **Diane F. Rolfe**
Title: **Vice President**

By: 
Name: _____
Title: **Anca Trifan**
Director

[Signature Page to Grant of Security Interest in United States Trademarks]

STATE OF New York
COUNTY OF New York) ss:

On this 13 day of May, 2005, before me personally came Deane Rolfe
who, being by me duly sworn, did state as follows: that [s]he is Vice President of
Deutsche Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant
on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said
corporation.

Stephanie M. Schade
Notary Public

STEPHANIE M. SCHADE
Notary Public State of New York
No 31-4830702
Qualified in New York County
Commission Expires May 31, 2006

[Signature Page to Grant of Security Interest in United States Trademarks]

STATE OF New York
COUNTY OF New York) ss:

On this 13 day of May, 2005, before me personally came Anna Tufen who,
being by me duly sworn, did state as follows: that [s]he is Deventer of Deutsche
Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant on behalf
of said corporation and that [s]he did so by authority of the Board of Directors of said
corporation.

Stephanie M. Schade
Notary Public

STEPHANIE M. SCHADE
Notary Public State of New York
No 31-4630702
Qualified in New York County
Commission Expires May 31, 200 6

[Signature Page to Grant of Security Interest in United States Trademarks]

SCHEDULE A

TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>APPLICATION DATE</u>
PLATINUM SERIES	78/436,053	06/16/2004
PS	78/436,049	06/16/2004

REGISTERED TRADEMARKS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
DTS-C	2,839,268	05/04/2004
RUBBERTOP	2,937,125	03/29/2005