

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Falk Corporation		12/20/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Rexnord Industries, Inc.
Street Address:	4701 West Greenfield Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53214
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 28**

Property Type	Number	Word Mark
Registration Number:	754552	A GOOD NAME IN INDUSTRY
Registration Number:	1954238	A+PLUS
Registration Number:	2886574	AIRMAX
Registration Number:	2665520	CLUB GEAR HEAD
Registration Number:	2518346	DRIVE ONE
Registration Number:	675442	F
Registration Number:	1392983	FALK
Registration Number:	666570	FALK
Registration Number:	2539764	FALK DRIVE ONE
Registration Number:	2894439	GEARPRO
Registration Number:	2990030	GMAX
Registration Number:	2202006	LIFELIGN
Registration Number:	1413058	OMNIBOX

CH \$715.00 754552

Registration Number:	2480774	ORANGE PEEL
Registration Number:	1721436	QUADRIVE
Registration Number:	1617332	RAM
Registration Number:	1908813	RENEW
Registration Number:	1655333	SPEED LINE
Registration Number:	2595854	SPEEDSELECT
Registration Number:	665685	STEELFLEX
Registration Number:	1738005	TA TAPER
Registration Number:	999211	TORUS
Registration Number:	2171907	TRUE HOLD
Registration Number:	2156373	ULTRAMAX
Registration Number:	1986111	ULTRAMITE
Registration Number:	2243237	WRAPFLEX
Serial Number:	78459312	TRUE TORQUE
Serial Number:	78494126	GEARPRO

**CORRESPONDENCE DATA**

Fax Number: (414)978-8615  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (414) 277-5675  
Email: tm-dept@quarles.com  
Correspondent Name: Robert L. Titley  
Address Line 1: 411 East Wisconsin Avenue  
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	790063.90009
NAME OF SUBMITTER:	Robert L. Titley
Signature:	/rlt/
Date:	02/06/2006

Total Attachments: 4  
source=Rexnord Merger p1#page1.tif  
source=Rexnord Merger p2#page1.tif  
source=Rexnord Merger p3#page1.tif  
source=Rexnord Merger p4#page1.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"ADDAX, INC.", A NEBRASKA CORPORATION,

"CLARKSON INDUSTRIES, INC.", A NEW YORK CORPORATION,

"THE FALK CORPORATION", A DELAWARE CORPORATION,

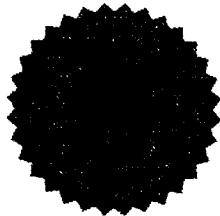
WITH AND INTO "REXNORD INDUSTRIES, INC." UNDER THE NAME OF "REXNORD INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 2:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2168721 8100M

051062161



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4405005

DATE: 12-27-05

TRADEMARK  
REEL: 003241 FRAME: 0416

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ADDAX, INC., CLARKSON INDUSTRIES, INC. AND THE FALK CORPORATION  
INTO  
REXNORD INDUSTRIES, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

REXNORD INDUSTRIES, INC. (the "Corporation"), a corporation incorporated August 5, 1988, pursuant to the provisions of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY that:

FIRST: The Corporation owns all of the issued and outstanding stock of Addax, Inc., a corporation incorporated November 13, 1985 pursuant to the provisions of the Nebraska Business Corporation Act.

SECOND: The Corporation owns all of the issued and outstanding stock of Clarkson Industries, Inc., a corporation incorporated December 1, 1967 pursuant to the provisions of the New York Business Corporation Law.

THIRD: The Corporation owns all of the issued and outstanding stock of The Falk Corporation, a corporation incorporated December 9, 1968 pursuant to the provisions of the Delaware General Corporation Law.

FOURTH: The Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent on December 20, 2005, determined to and did merge said Addax, Inc., Clarkson Industries, Inc. and The Falk Corporation into itself, which resolutions are in the following words to wit:

WHEREAS, the Corporation owns all of the issued and outstanding stock of Addax, Inc., a Nebraska corporation, Clarkson Industries, Inc., a New York corporation, and The Falk Corporation, a Delaware corporation (together the "Subsidiaries"); and

WHEREAS, it is advisable and in the best interests of the Corporation that the Subsidiaries be merged with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiaries shall be merged with and into the Corporation effective at 11:59 p.m. on December 31, 2005;

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, and to file the same with the Delaware Secretary of State;

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted;

QHMKESR30546

**FURTHER RESOLVED**, that any officer of the Corporation is hereby authorized and directed to execute appropriate Articles of Merger and to file the same with the Nebraska Secretary of State;

**FURTHER RESOLVED**, that any officer of the Corporation and the Subsidiary is hereby authorized and directed to execute a Certificate of Merger setting forth the information required by New York law, and to file the same with the New York Department of State;

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary and appropriate to cause the merger described above to become effective under the laws of the States of Delaware, Nebraska and New York.

**FIFTH:** The effective time of the merger referred to herein shall be at 11:59 p.m. on December 31, 2005.

QB\MKT\5830546.1

IN WITNESS WHEREOF, Rexnord Industries, Inc. has caused this Certificate to be signed this 20<sup>th</sup> day of December, 2005.

REXNORD INDUSTRIES, INC.

By: Patricia M. Walsh  
Name: Patricia M. Walsh  
Title: Vice President

OBMKL:5830546.1