

**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           |
|---------------------------|----------|----------------|-----------------------|
| Clarkson Industries, Inc. |          | 12/20/2005     | CORPORATION: NEW YORK |

**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: 2**

| Property Type        | Number  | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 2217075 | HIGHFIELD |
| Registration Number: | 2189159 | REVPRO    |

**CORRESPONDENCE DATA**

Fax Number: (414)978-8789  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (414) 277-5789  
 Email: tm-dept@quarles.com  
 Correspondent Name: Cheryl M. Smukowski  
 Address Line 1: 411 East Wisconsin Avenue  
 Address Line 4: Milwaukee, WISCONSIN 53202

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 790063.90009        |
| NAME OF SUBMITTER:      | Cheryl M. Smukowski |
| Signature:              | /cms/               |

CH \$65.00 2217075

Date:

04/14/2006

**Total Attachments: 4**

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# 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,

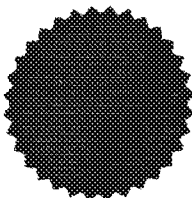
WITH AND INTO "REXNORD INDUSTRIES, INC." UNDER THE NAME OF "REXNORD INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 2:26 O'CLOCK P.M.

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

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 02:48 PM 12/27/2005  
 FILED 02:26 PM 12/27/2005  
 SVY 051062161 - 2168721 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
 MERGING  
 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;

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**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.

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IN WITNESS WHEREOF, Rexnord Industries, Inc. has caused this Certificate to be signed this 29<sup>th</sup> day of December, 2005.

REXNORD INDUSTRIES, INC.

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

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