

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of Limited Partnership in favor of General Partnership		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Emerson Power Transmission Manufacturing, L.P.		09/26/2006	LIMITED PARTNERSHIP: MISSOURI
RECEIVING PARTY DATA			
Name:	Emerson Power Transmission Manufacturing		
Composed Of:	COMPOSED OF Emerson Power Transmission Bearings, Inc. and Emerson Power Transmission Drives and Components, Inc.		
Street Address:	1248 East Second Street		
Internal Address:	P.O. Box 687		
City:	Maysville		
State/Country:	KENTUCKY		
Postal Code:	41056-0687		
Entity Type:	PARTNERSHIP: MISSOURI		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2491891	POWERGEAR	
CORRESPONDENCE DATA			
Fax Number:	(248)641-0270		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2486411600		
Email:	docketingtm@hdp.com		
Correspondent Name:	Lisa M. DuRoss		
Address Line 1:	P.O. Box 828		
Address Line 4:	Bloomfield Hills, MICHIGAN 48303		
ATTORNEY DOCKET NUMBER:	3196-200083/US		
NAME OF SUBMITTER:	Lisa M. DuRoss		

CH \$40.00 2491891

Signature:	/lmd/
Date:	09/20/2007
Total Attachments: 7 source=LP Cancellation#page1.tif source=LP Cancellation#page2.tif source=LP Cancellation#page3.tif source=Partnership Agreement (Redacted)#page1.tif source=Partnership Agreement (Redacted)#page2.tif source=Partnership Agreement (Redacted)#page3.tif source=Partnership Agreement (Redacted)#page4.tif	

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF CANCELLATION

WHEREAS,

EMERSON POWER TRANSMISSION MANUFACTURING, L.P.
LP0009019

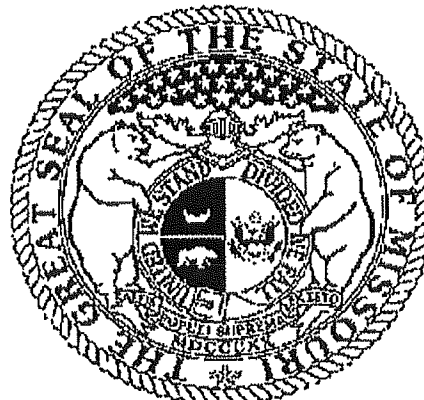
filed its Certificate of Cancellation with this office on 28th day of September, 2006, and whereas that filing was found to conform to the Uniform Limited Partnership Act;

I, ROBIN CARNAHAN, Secretary of State of Missouri, by virtue of the authority vested in me by law do hereby certify that the above entity's certificate of limited partnership is this date dissolved and cancelled.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
28th day of September, 2006.

Robin Carnahan

Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200627212115
LP0009019
Date Filed: 09/28/2006
Effective Date: 09/29/2006
Robin Carnahan
Secretary of State

**Certificate of Cancellation
of Limited Partnership**
(Submit with filing fee of \$25.00)

- (1) The name of the limited partnership is:
Emerson Power Transmission Manufacturing, L.P. (LP0009019)
- (2) The date the limited partnership was filed in Missouri is: 12/19/97
- (3) The reason for filing this certificate of cancellation is: The sole limited partner has converted its limited partnership interest to general partnership interest. The limited partnership no longer has any limited partners.
- (4) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: 9/29/06
(Date may not be more than 90 days after the filing date in this office)
- (5) Describe any other matters that the partners want to include in this certificate:

Please see next page

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
With/Term/Dissolve - LLC/LP/LLP/LLLP 2 Page(s)

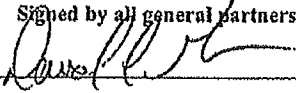


T0627162121

LP 78 (01/05)

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Signed by all general partners



David C. Moon September 26, 2006
Vice President of
Emerson Power Transmission Bearings, Inc.

Signature

Printed Name

Date

LP 78 (01/05)

EMERSON POWER TRANSMISSION MANUFACTURING
(a Missouri General Partnership)

PARTNERSHIP AGREEMENT

This Partnership Agreement is effective as of the 29th day of September, 2006, by and between Emerson Power Transmission Bearings, Inc. and Emerson Power Transmission Drives and Components, Inc.

WITNESSETH:

WHEREAS, on December 19, 1997, Emerson Power Transmission Bearings, Inc., as General Partner, and Emerson Transmission Drives and Components, Inc., as Limited Partner, formed Emerson Power Transmission, L.P., a Missouri Limited Partnership;

WHEREAS, on March 27, 1998, the name of the Limited Partnership was changed to Emerson Power Transmission Manufacturing, L.P. (hereinafter the "Former Limited Partnership");

WHEREAS, as of the date hereof, Emerson Transmission Drives and Components, Inc., no longer desired to be treated as a limited partner and declared itself a partner under the Missouri Uniform Partnership Law;

WHEREAS, as of the date hereof, Emerson Transmission Drives and Components, Inc. converted its limited partnership interest into a general partnership interest in the Former Limited Partnership;

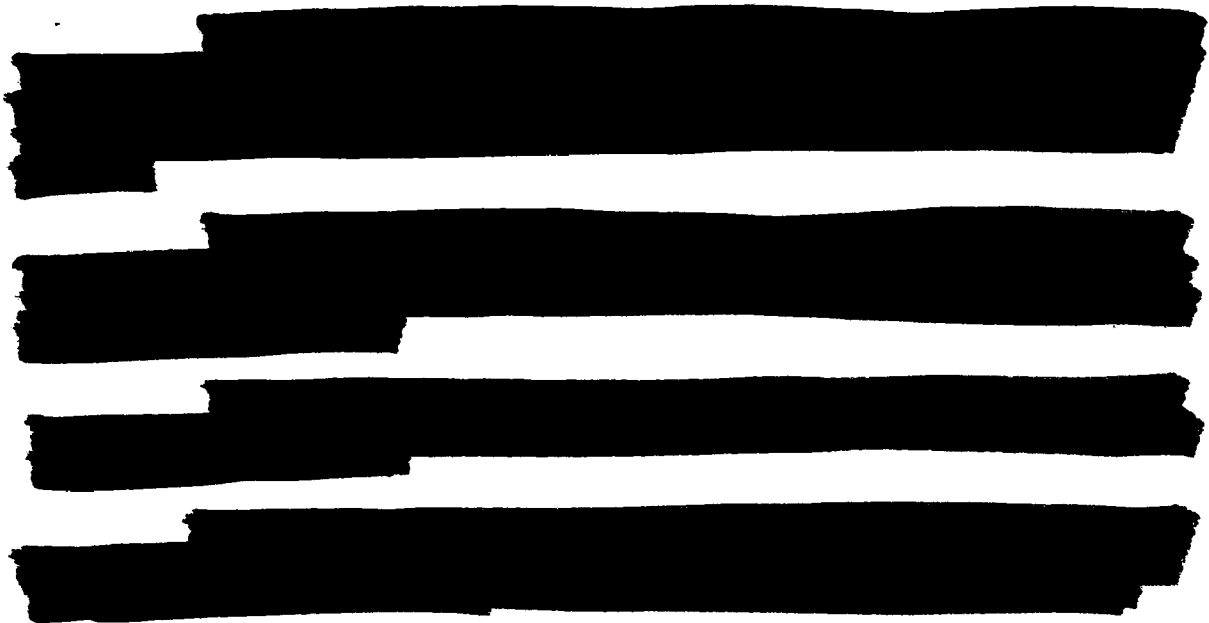
WHEREAS, on the date hereof, the Former Limited Partnership has filed a Certificate of Cancellation with the Secretary of State of Missouri, thereby canceling its Certificate of Limited Partnership, stating the reason for cancellation as that it no longer had any limited partners;

WHEREAS, the parties hereto desire to continue to carry on the business and affairs of the Former Limited Partnership as it existed prior to the termination of the limited partnership as a general partnership governed by Missouri law and without the limitations of liability afforded limited partners;

WHEREAS, upon cancellation of the Certificate of Limited Partnership, and thereby the termination of the Former Limited Partnership, the parties hereto continue their partnership (the "Partnership") under the Missouri Uniform Partnership Law for the purposes of continuing the business of the Former Limited Partnership;

WHEREAS, upon cancellation of the Certificate of Limited Partnership, the Partnership filed a Fictitious Name Statement for the Partnership with the Secretary of State of Missouri as required by Missouri law;

WHEREAS, the parties desire to operate the Partnership for the purposes and upon the terms herein stated;



ARTICLE TWO
FORMATION, NAME AND OFFICE, GENERAL CHARACTER,
TERM AND DISSOLUTION

2.1 Formation

The Partners formed a general partnership pursuant to the provisions of the Missouri Act upon the cancellation of the Certificate of Limited Partnership of the Former Limited Partnership.

2.2 Name, Business Address, Registered Office and Registered Agent

The Partnership shall be conducted under the name of "Emerson Power Transmission Manufacturing." The business address is 1248 East Second Street, Maysville, Kentucky, 41056-0687.

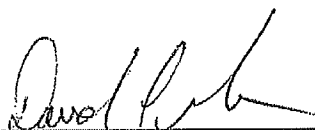
2.3 General Character of Business

The general character of business of the Partnership shall be (i) to manufacture or obtain and sell Products to Emerson Power Transmission Corp., an Affiliate of the Partnership, and (ii) to provide management services to certain of its Affiliates. The Partnership may engage in other activities related or incidental thereto. The Partnership shall not, without the consent of all the Partners, engage in any other business or activity.

WITNESS the execution hereof as dated below effective as of the day and year first above written by the following Partners.

EMERSON POWER TRANSMISSION DRIVES
AND COMPONENTS, INC.


Dated: September 26, 2006



By: David C. Moon
Title: Vice President and Assistant Treasurer

EMERSON POWER TRANSMISSION
BEARINGS, INC.

Dated: September 26, 2006



By: David C. Moon
Title: Vice President and Assistant Treasurer

EXHIBIT A OF FORMER LIMITED PARTNERSHIP

Name, Mailing Address,
Initial Capital Contribution
and Initial Percentage Interest
of the General Partner

<u>Names and Mailing Addresses</u>	<u>Initial Capital Contributions</u>	<u>Initial Percentage Interests</u>
Emerson Power Transmission Bearings, Inc. 620 S. Aurora Street Ithaca, New York 14850-5726	[REDACTED]	[REDACTED]

* Agreed upon value of assets contributed as reduced by all liabilities/debt of the Partner assumed by the Partnership, all of which are set forth on Schedule I attached hereto.

Names, Mailing Addresses,
Initial Capital Contributions
and Initial Percentage Interests
of the Limited Partner

<u>Names and Mailing Addresses</u>	<u>Initial Capital Contributions</u>	<u>Initial Percentage Interests</u>
Emerson Power Transmission Drives and Components, Inc. 620 S. Aurora Street Ithaca, New York 14850-5726	[REDACTED]	[REDACTED]

* Agreed upon value of assets contributed reduced by all liabilities/debt of the Partner assumed by the Partnership, all of which are set forth on Schedule I attached hereto.