

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Winfred Berg Licensco Inc.		10/13/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	W.M. Berg Inc.
Street Address:	499 Ocean Avenue
City:	East Rockaway
State/Country:	NEW YORK
Postal Code:	11518-1226
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2156328	BERG

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:	112077.00003
NAME OF SUBMITTER:	Cheryl M. Smukowski
Signature:	/cms/

CH \$40.00 2156328

Date:

04/09/2008

Total Attachments: 3

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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:

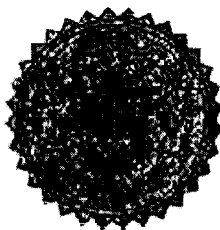
"WINFRED BERG LICENSCO INC.", A DELAWARE CORPORATION, WITH AND INTO "W.M. BERG INC." UNDER THE NAME OF "W.M. BERG INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2005, AT 4:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF OCTOBER, 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.

0897281 8100M

050880662



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4259116

DATE: 10-28-05

TRADEMARK
REEL: 003755 FRAME: 0823

**CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
WINFRED BERG LICENSCO INC.
INTO
W.M. BERG INC.**

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

W.M. Berg Inc. (the "Corporation"), a corporation incorporated August 11, 1980 pursuant to the provisions of the Delaware General Corporation Law DOES HEREBY CERTIFY that:

FIRST: The Corporation owns all of the issued and outstanding stock of Winfred Berg Licensco Inc., a corporation incorporated December 5, 1988 pursuant to the provisions of the Delaware General Corporation Law.

SECOND: The Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent on October 13, 2005, determined to and did merge said Winfred Berg Licensco Inc. into itself, which resolutions are in the following words to wit:

WHEREAS, the Corporation owns all of the issued and outstanding stock of Winfred Berg Licensco Inc., a Delaware corporation (the "Subsidiary"); and

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

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary shall be merged with and into the Corporation effective at 11:59 p.m. on October 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 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 State of Delaware.

THIRD: The Effective Time of the Merger shall be at 11:59 p.m. on October 31, 2005.

IN WITNESS WHEREOF, W.M. Berg Inc. has caused this Certificate to be signed this
13 day of October, 2005.

W.M. BERG INC.

By: Thomas Jansen
Name: Thomas Jansen
Title: Executive Vice President & CFO

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RECORDED: 04/09/2008

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