

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Eaton Electrical Inc.		11/28/2008
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Eaton Corporation		
Street Address:	1111 Superior Avenue		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2709646	RACK POWER
CORRESPONDENCE DATA			
Fax Number:	(216)479-7015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	216-523-4131		
Email:	danielskalka@eaton.com		
Correspondent Name:	Daniel S. Kalka		
Address Line 1:	1111 Superior Avenue		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Daniel S. Kalka		
Signature:	/Daniel S. Kalka/		
Date:	06/02/2009		

CH \$40.00 2709646

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 MERGER, WHICH MERGES:

"EATON ELECTRICAL INC.", A DELAWARE CORPORATION,
WITH AND INTO "EATON CORPORATION" UNDER THE NAME OF "EATON CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2008, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:02 O'CLOCK A.M.

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

4631444 0100M

081179370

You may verify this certificate online
at corp.delawars.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7016027

DATE: 12-11-08

TRADEMARK
REEL: 003997 FRAME: 0216

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:55 PM 12/09/2008
FILED 06:00 PM 12/09/2008
SNV 081179370 - 2364009 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
A FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Eaton Corporation, an Ohio corporation (the "Surviving Corporation"), and the name of the merged corporation is Eaton Electrical Inc., a Delaware corporation (the "Merged Corporation").

SECOND: The Agreement of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the Surviving Corporation is Eaton Corporation, an Ohio corporation.

FOURTH: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

FIFTH: The merger will become effective on January 1, 2009 at 12:02 a.m. eastern daylight time.

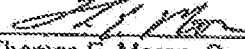
SIXTH: The Merger Agreement is on file at 1111 Superior Avenue, Eaton Center, Cleveland, Ohio 44114, the place of business of the Surviving Corporation.


SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Surviving Corporation and the Merged Corporations.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of Delaware is 1111 Superior Avenue, Eaton Center, Cleveland, Ohio 44114 until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of Delaware a different address for such purpose.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by its authorized officers, this 28th day of November, 2008.

EATON CORPORATION

By: 
Thomas E. Moran, Senior Vice
President and Secretary

and: 
Ken D. Semelsberger, Senior Vice
President-Corporate Development
and Treasury