

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|--|-----------------------|-------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Emerson Power Transmission Manufacturing | | 09/29/2006 | LIMITED PARTNERSHIP: MISSOURI |
| RECEIVING PARTY DATA | | | |
| Name: | Emerson Power Transmission Manufacturing | | |
| Street Address: | 7120 New Buffington Road | | |
| City: | Florence | | |
| State/Country: | KENTUCKY | | |
| Postal Code: | 41042 | | |
| Entity Type: | PARTNERSHIP: MISSOURI | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1810243 | B5V | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (314)553-3713 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 314-553-2828 | | |
| Email: | chris.hayes@emerson.com | | |
| Correspondent Name: | Christopher J. Hayes | | |
| Address Line 1: | 8000 West Florissant Avenue | | |
| Address Line 2: | P.O. Box 4100 | | |
| Address Line 4: | St. Louis, MISSOURI 63136-8506 | | |
| ATTORNEY DOCKET NUMBER: | EPT | | |
| NAME OF SUBMITTER: | Christopher J. Hayes | | |
| Signature: | /Christopher J. Hayes/ | | |

CH \$40.00 1810243

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**TRADEMARK
 REEL: 004075 FRAME: 0001**

Date:

10/07/2009

Total Attachments: 11

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CONFIRMATORY TRADEMARK ASSIGNMENT

This Confirmatory Trademark Assignment, effective as of September 29, 2006 (“**Effective Date**”), is between EMERSON POWER TRANSMISSION MANUFACTURING, L.P., a Missouri limited partnership (“**Assignor**”), having a principal place of business at 7120 New Buffington Road, Florence, Kentucky 41042, and EMERSON POWER TRANSMISSION MANUFACTURING, a Missouri general partnership (“**Assignee**”), having a principal place of business at 7120 New Buffington Road, Florence, Kentucky 41042.

RECITALS

- A. As of the Effective Date, the trademarks and applications and registrations therefore identified in **Appendix A** (collectively, the “**Trademarks**”) were owned by Assignor, a limited partnership, organized under the laws of the State of Missouri, composed of Emerson Power Transmission Bearings, Inc., a Delaware corporation, as the general partner and Emerson Power Transmission Drives and Components, Inc., a Delaware corporation, as the limited partner.
- B. On the Effective Date, Emerson Power Transmission Bearings, Inc. and Emerson Power Transmission Drives and Components, Inc., formed a general partnership under the laws of the State of Missouri pursuant to the Emerson Power Transmission Manufacturing Partnership Agreement dated September 29, 2006 (the “**Partnership Agreement**”).
- C. On the Effective Date, the limited partnership was cancelled per the certificate of cancellation attached as **Appendix B**.
- D. By operation of law and pursuant to the Partnership Agreement, upon cancellation of the limited partnership, all right, title and interest in and to the Trademarks was conveyed from the limited partnership (Assignor) to the general partnership (Assignee).
- E. As of the Effective Date, the business of Assignor to which the Trademarks pertain was ongoing and existing, and Assignee is the successor to the business of Assignor to which the Trademarks pertain (as required by 15 U.S.C. § 1060).
- F. The parties now desire to confirm and document passage of all right, title and interest in and to the Trademarks from Assignor to Assignee.

Therefore, in consideration of the foregoing recitals, the covenants set forth in the Partnership Agreement, one dollar (US \$1.00), and other good and valuable consideration, the receipt and sufficiency of which the parties acknowledge, the parties agree as follows:

ASSIGNMENT

Assignor hereby confirms its assignment, effective as of the Effective Date, and assigns to Assignee all right, title and interest in and to each of the Trademarks, including the listed registrations and applications for registration for each Trademark, any and all rights provided by international conventions and treaties, and the right to sue for past infringement and to keep for itself any recovery derived from any such infringement, together with the goodwill associated with such Trademarks.

By the signatures of their duly authorized representatives below, the parties ratify, endorse and confirm the assignments confirmed by this agreement.

**EMERSON POWER TRANSMISSION
MANUFACTURING, L.P.**

By: **Emerson Power Transmission
Bearings, Inc., General Partner**

By: Timothy G. Westman
Name: Timothy G. Westman
Title: Assistant Secretary

**EMERSON POWER TRANSMISSION
MANUFACTURING**

By: **Emerson Power Transmission
Bearings, Inc., Partner**

By: Timothy G. Westman
Name: Timothy G. Westman
Title: Assistant Secretary

STATE OF Missouri
COUNTY OF St. Louis

Subscribed and sworn to before me this 7th day
of August, 2009,

Joann M. Dore
Notary Public

My Commission Expires:

| |
|--|
| JOANN M DORE Notary Public - Notary Seal State of Missouri Commissioned for St. Louis County My Commission Expires: December 17, 2011 Commission Number: 07495339 |
|--|

Witnessed by:
Christopher Hayes

STATE OF Missouri
COUNTY OF St. Louis

Subscribed and sworn to before me this 7th day
of August, 2009,

Joann M. Dore
Notary Public

My Commission Expires:

| |
|--|
| JOANN M DORE Notary Public - Notary Seal State of Missouri Commissioned for St. Louis County My Commission Expires: December 17, 2011 Commission Number: 07495339 |
|--|

Witnessed by:
Christopher Hayes

And
By: **Emerson Power Transmission
Drives and Components, Inc.,
Partner**

By: Timothy G. Westman
Name: Timothy G. Westman
Title: Assistant Secretary

STATE OF Missouri
COUNTY OF St. Louis

Subscribed and sworn to before me this 7th day
of August, 2009,

Joann M. Dore
Notary Public

My Commission Expires:

| |
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| JOANN M DORE Notary Public - Notary Seal State of Missouri Commissioned for St. Louis County My Commission Expires: December 17, 2011 Commission Number: 07495339 |
|--|

Witnessed by:
Christopher Hayes

Attachments: Appendix A
Appendix B

Appendix A

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|----|---------------------|--------------------------|------------|-------------|-------------|----------|------------|
| 1 | KK | Germany | Registered | 397330103 | 7/14/1997 | 39733010 | 3/04/1998 |
| 2 | B5V | United States of America | Registered | 74/192003 | 8/6/1991 | 1810243 | 12/07/1993 |
| 3 | BROWNING | United States of America | Registered | 72/110197 | 12/14/1960 | 719246 | 8/01/1961 |
| 4 | MORFLEX | United States of America | Registered | 71/348549 | 3/13/1934 | 319489 | 11/27/1934 |
| 5 | SEALMASTER & Design | United States of America | Registered | 71/427092 | 1/2/1940 | 380006 | 8/06/1940 |
| 6 | BROWNING GRIPBELT | United States of America | Registered | 71/546148 | 8/15/1947 | 511897 | 7/05/1949 |
| 7 | GRIPBELT | United States of America | Registered | 71/570358 | 12/11/1948 | 530254 | 9/05/1950 |
| 8 | POWERGEAR & Design | United States of America | Registered | 71/649694 | 5/21/1954 | 599487 | 12/14/1954 |
| 9 | GEARBELT | United States of America | Registered | 72/063149 | 11/25/1958 | 683992 | 8/25/1959 |
| 10 | MVP | United States of America | Registered | 72/088962 | 1/14/1960 | 702894 | 8/16/1960 |
| 11 | SKWEZLOC | United States of America | Registered | 72/205205 | 10/30/1964 | 810762 | 7/05/1966 |
| 12 | BROWNING | United States of America | Registered | 72/224065 | 7/23/1965 | 812094 | 8/02/1966 |
| 13 | EVER-FLEX | United States of America | Registered | 72/293621 | 3/19/1968 | 867134 | 3/25/1969 |
| 14 | GRIDFLEX | United States of America | Registered | 73/198479 | 12/29/1978 | 1140646 | 10/21/1980 |
| 15 | GRIPWIST | United States of America | Registered | 72/228882 | 9/29/1965 | 814502 | 9/06/1966 |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|----|----------------------|--------------------------|------------|-------------|-------------|----------|------------|
| 16 | CODE 1 | United States of America | Registered | 73/437416 | 8/1/1983 | 1318921 | 2/12/1985 |
| 17 | POWER-MATCH | United States of America | Registered | 73/563627 | 10/17/1985 | 1400129 | 7/08/1986 |
| 18 | TORQTAPER | United States of America | Registered | 73/603867 | 6/12/1986 | 1425495 | 1/20/1987 |
| 19 | TOPVEYOR | United States of America | Registered | 73/801514 | 5/22/1989 | 1577330 | 1/16/1990 |
| 20 | HPT | United States of America | Registered | 73/804906 | 6/6/1989 | 1605293 | 7/10/1990 |
| 21 | RAIDER | United States of America | Registered | 74/149963 | 3/21/1991 | 1723267 | 10/13/1992 |
| 22 | POWERGEAR | United States of America | Registered | 74/561413 | 8/15/1994 | 1954366 | 2/06/1996 |
| 23 | SEALMASTER | United States of America | Registered | 74/685623 | 6/7/1995 | 2037825 | 2/11/1997 |
| 24 | EPT EDGE | United States of America | Registered | 75/209603 | 12/6/1996 | 2239365 | 4/13/1999 |
| 25 | POWERGEAR (Stylized) | United States of America | Registered | 75/796525 | 9/10/1999 | 2491891 | 9/25/2001 |
| 26 | B5V | United States of America | Registered | 75/687164 | 4/20/1999 | 2332535 | 3/21/2000 |
| 27 | Q-D | United States of America | Registered | 71/456760 | 11/11/1942 | 403470 | 9/28/1943 |
| 28 | INTELLIGEAR & Design | United States of America | Registered | 76/241038 | 4/11/2001 | 2689254 | 2/18/2003 |
| 29 | INTELLIGEAR | United States of America | Registered | 76/241127 | 4/11/2001 | 2778282 | 10/28/2003 |
| 30 | EPT | United States of America | Registered | 74/104809 | 10/10/1990 | 1848067 | 8/02/1994 |
| 31 | BROWNING (Stylized) | United States of America | Registered | 75/926852 | 2/23/2000 | 2600062 | 7/30/2002 |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|----|----------------------|--------------------------|---------------------------|-------------|-------------|-----------|------------|
| 32 | TORQ/PRO | United States of America | Registered | 75/703787 | 5/12/1999 | 2426261 | 2/06/2001 |
| 33 | NSS | United States of America | Registered | 75/498630 | 6/9/1998 | 2308668 | 1/18/2000 |
| 34 | NFS | United States of America | Registered | 75/311230 | 6/18/1997 | 2250839 | 6/08/1999 |
| 35 | KK | United States of America | Registered | 75/267116 | 3/28/1997 | 2320020 | 2/22/2000 |
| 36 | MOISTURE GUARD | United States of America | Registered | 75/781053 | 8/20/1999 | 2412188 | 12/12/2000 |
| 37 | MXP | United States of America | Abandoned At §8 7/25/2009 | 76/045116 | 5/10/2000 | 2663958 | 12/17/2002 |
| 38 | MULTI-TRAP | United States of America | Registered | 73/204619 | 2/22/1979 | 1150199 | 4/07/1981 |
| 39 | BROWNING SPLIT TAPER | United States of America | Registered | 78/089732 | 10/23/2001 | 2972624 | 7/19/2005 |
| 40 | GRIPLINK | United States of America | Registered | 71/566024 | 9/28/1948 | 520887 | 2/07/1951 |
| 41 | PLANETPOWER | United States of America | Registered | 74/692572 | 6/23/1995 | 2051461 | 4/08/1997 |
| 42 | GOLDPLEX | United States of America | Registered | 78/483424 | 9/14/2004 | 3049593 | 1/24/2006 |
| 43 | GOLDPLEX | United States of America | Registered | 78/915956 | 6/23/2006 | 3428688 | 5/13/2008 |
| 44 | MCF | United States of America | Registered | 73/578172 | 1/17/1986 | 1461666 | 10/20/1987 |
| 45 | MCGILL | United States of America | Registered | 78/841341 | 3/20/2006 | 3341760 | 11/20/2007 |
| 46 | CORROGARD | United States of America | Registered | 78/704617 | 8/31/2005 | 3349681 | 12/04/2007 |
| 47 | INTELLIGEAR & Design | Canada | Registered | 1118134 | 10/11/2001 | TMA638963 | 5/03/2005 |
| 48 | INTELLIGEAR | Canada | Registered | 1118133 | 10/11/2001 | TMA644175 | 7/13/2005 |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|----|------------------------|-----------------------------|------------|-------------|-------------|----------|-----------|
| 49 | BROWNING | China (Peoples Republic) | Registered | 3673931 | 8/14/2003 | 3673931 | 6/14/2005 |
| 50 | SEALMASTER & Design | China (Peoples Republic) | Registered | 3673933 | 8/14/2003 | 3673933 | 9/28/2005 |
| 51 | SKWEZLOC | China (Peoples Republic) | Registered | 3673934 | 8/14/2003 | 3673934 | 6/14/2005 |
| 52 | VALULINE | China (Peoples Republic) | Registered | 3673935 | 8/14/2003 | 3673935 | 6/14/2005 |
| 53 | RAIDER | China (Peoples Republic) | Pending | 5963370 | 3/26/2007 | | |
| 54 | SEALMASTER | China (Peoples Republic) | Registered | 3673932 | 8/14/2003 | 3673932 | 9/28/2005 |
| 55 | EPT | China (Peoples Republic) | Registered | 3673930 | 8/14/2003 | 3673930 | 6/14/2005 |
| 56 | BROWNING (Stylized) | China (Peoples Republic) | Registered | 3453181 | 1/31/2003 | 3453181 | 7/14/2004 |
| 57 | MCGILL | China (Peoples Republic) | Registered | 3897598 | 1/21/2004 | 3897598 | 2/07/2006 |
| 58 | NYLAPLATE | China (Peoples Republic) | Pending | 5885642 | 2/2/2007 | | |
| 59 | SPHERE-ROL | China (Peoples Republic) | Pending | 5885641 | 2/2/2007 | | |
| 60 | CAGEROL | China (Peoples Republic) | Pending | 5885658 | 2/2/2007 | | |
| 61 | CAMROL (Stylized) | China (Peoples Republic) | Pending | 5885656 | 2/2/2007 | | |
| 62 | LUBRI-DISC | China (Peoples Republic) | Pending | 5885653 | 2/2/2007 | | |
| 63 | TRAKROL | China (Peoples Republic) | Pending | 5885640 | 2/2/2007 | | |
| 64 | GUIDEROL | China (Peoples Republic) | Pending | 5885655 | 2/2/2007 | | |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|----|--------------------------|-----------------------------|------------|-------------|-------------|-------------|------------|
| 65 | LAMBDA | China (Peoples Republic) | Pending | 5885654 | 2/2/2007 | | |
| 66 | MCF | China (Peoples Republic) | Pending | 5885652 | 2/2/2007 | | |
| 67 | MCFR | China (Peoples Republic) | Pending | 5885650 | 2/2/2007 | | |
| 68 | MCYR | China (Peoples Republic) | Pending | 5885649 | 2/2/2007 | | |
| 69 | MCYRR | China (Peoples Republic) | Pending | 5885643 | 2/2/2007 | | |
| 70 | MCFD | China (Peoples Republic) | Pending | 5885651 | 2/2/2007 | | |
| 71 | MCYRD | China (Peoples Republic) | Pending | 5885644 | 2/2/2007 | | |
| 72 | CAMROL | China (Peoples Republic) | Pending | 5885657 | 2/2/2007 | | |
| 73 | BROWNING (Stylized) | European Community | Registered | 3085801 | 3/6/2003 | 3085801 | 6/18/2004 |
| 74 | CORROGARD | France | Registered | 63409160 | 2/9/2006 | 63409160 | 7/28/2006 |
| 75 | SEALMASTER | Hong Kong | Registered | 300098190AC | 10/22/2003 | 300098190AC | 9/24/2007 |
| 76 | SEALMASTER | Hong Kong | Pending | 300098190AD | 10/22/2003 | | |
| 77 | SEALMASTER (Stylized) | Hong Kong | Registered | 300098190AE | 10/22/2003 | 300098190AE | 9/24/2007 |
| 78 | SEALMASTER (Stylized) | Hong Kong | Pending | 300098190AF | 10/22/2003 | | |
| 79 | BROWNING (Stylized) | India | Pending | 1184529 | 3/21/2003 | | |
| 80 | CORROGARD | Libya | Pending | 6717 | 4/23/2006 | | |
| 81 | INTELLIGEAR & Design | Mexico | Registered | 511382 | 10/11/2001 | 765345 | 10/30/2002 |
| 82 | INTELLIGEAR | Mexico | Registered | 511383 | 10/11/2001 | 736292 | 2/28/2002 |
| 83 | CORROGARD | Saudi Arabia | Registered | 102900 | 2/5/2006 | 90494 | 3/25/2007 |
| 84 | MCF | United Kingdom | Registered | 2108663 | 8/29/1996 | 2108663 | 3/07/1997 |
| 85 | MCYR | United Kingdom | Registered | 2108658 | 8/29/1996 | 2108658 | 3/07/1997 |
| 86 | MCFD | United Kingdom | Registered | 2108659 | 8/29/1996 | 2108659 | 3/07/1997 |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|-----|-------------------|--------------------------|---------------------------|-------------|-------------|----------|------------|
| 87 | MCYRD | United Kingdom | Registered | 2108650 | 8/29/1996 | 2108650 | 5/02/1997 |
| 88 | NYLAPLATE | United States of America | Registered | 72/214889 | 3/24/1965 | 801877 | 1/11/1966 |
| 89 | SPHERE-ROL | United States of America | Registered | 72/205309 | 11/2/1964 | 805932 | 3/22/1966 |
| 90 | MCGILL (Stylized) | United States of America | Registered | 71/549558 | 2/12/1948 | 515977 | 10/04/1949 |
| 91 | CAMROL (Stylized) | United States of America | Registered | 71/681609 | 2/14/1955 | 644433 | 4/23/1957 |
| 92 | NYLAPLATE-K | United States of America | Abandoned At §8 5/16/2009 | 72/276849 | 7/26/1967 | 857043 | 9/17/1968 |
| 93 | LUBRI-DISC | United States of America | Registered | 72/321250 | 3/10/1969 | 882466 | 12/16/1969 |
| 94 | TRAKROL | United States of America | Registered | 73/420036 | 4/4/1983 | 1278688 | 5/22/1984 |
| 95 | GUIDEROL | United States of America | Registered | 71/614308 | 5/24/1951 | 556998 | 4/1/1952 |
| 96 | LAMBDA | United States of America | Registered | 73/145875 | 10/25/1977 | 1098151 | 8/1/1978 |
| 97 | MCFR | United States of America | Registered | 73/578138 | 1/17/1986 | 1435297 | 4/7/1987 |
| 98 | MCYR | United States of America | Registered | 73/578140 | 1/17/1986 | 1406485 | 8/26/1986 |
| 99 | MCYRR | United States of America | Registered | 73/578165 | 1/17/1986 | 1406486 | 8/26/1986 |
| 100 | MR | United States of America | Registered | 74/572288 | 9/12/1994 | 1943740 | 12/26/1995 |
| 101 | MCFD | United States of America | Registered | 74/628831 | 2/2/1995 | 1945736 | 1/2/1996 |
| 102 | MCYRD | United States of America | Registered | 74/628849 | 2/2/1995 | 1945737 | 1/2/1996 |
| 103 | CAMROL | United States of America | Registered | 78/841374 | 3/20/2006 | 3304455 | 10/2/2007 |
| 104 | CAGEROL | United States of America | Registered | 72/069160 | 3/09/1959 | 683644 | 8/18/1959 |
| 105 | EPT UNIVERSITY | United States of America | Registered | 78/345134 | 12/23/2003 | 3101589 | 6/06/2006 |

| | Trademark | Country | Status | App. Number | Filing Date | Reg. No. | Reg. Date |
|-----|-----------|---------|------------|-------------|-------------|----------|-----------|
| 106 | CORROGARD | Egypt | Registered | 182949 | 2/19/2006 | 182949 | 1/31/2008 |

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF CANCELLATION
Corrected as of March 31, 2008

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.

Effective Date: September 29, 2006


Secretary of State



STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF CANCELLATION
Corrected as of March 31, 2008

WHEREAS,

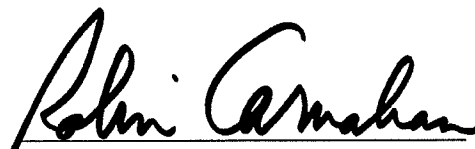
EMERSON POWER TRANSMISSION MANUFACTURING, L.P.
LP0009019

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;

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Effective Date: September 29, 2006


Secretary of State

