

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/23/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Progressive Equipment, Inc.		09/23/2010	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Coltec Industrial Products LLC		
Street Address:	5605 Carnegie Blvd.		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28209-4674		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1980786	PREMIER	
Registration Number:	1579869	PRO-GRESS	
CORRESPONDENCE DATA			
Fax Number:	(704)339-3449		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	hcarpenter@rbh.com		
Correspondent Name:	Heather Carpenter, Paralegal		
Address Line 1:	Robinson Bradshaw & Hinson, P.A.		
Address Line 2:	101 N. Tryon Street, Suite 1900		
Address Line 4:	Charlotte, NORTH CAROLINA 28246		
ATTORNEY DOCKET NUMBER:	16576.00013		
NAME OF SUBMITTER:	Heather Carpenter		
Signature:	/Heather Carpenter/		

OP \$65.00 1980786

TRADEMARK

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REEL: 004289 FRAME: 0549

Date:

10/04/2010

Total Attachments: 5

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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

PROGRESSIVE EQUIPMENT, INC.
Domestic For-Profit Corporation
[File Number: 30200500]

Into

Coltec Industrial Products LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 800055629]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/23/2010

Effective: 09/23/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 623
 (Revised 12/08)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
 SEP 23 2010
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Coltec Industrial Products LLC

Name of Organization
 The organization is a limited liability company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
Delaware USA The file number, if any, is _____
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:
1209 Orange Street Wilmington Delaware USA
Street Address City State Country

Subsidiary 1

Progressive Equipment, Inc.

Name of Organization
 The organization is a: corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)
Texas USA The file number, if any, is 30200500
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
16,274	Common	N/A	16,274	100%

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization
 The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

_____ The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address City State Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

_____ *Name of Organization*
The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

_____ *State Country Texas Secretary of State file number*
The file number, if any, is: _____
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address City State Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.
The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.
The resolution was adopted by the parent organization on September 23, 2010
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

_____ *Name of New Organization 1 Jurisdiction Entity Type (See instructions)*

_____ *Principal Place of Business Address City State Zip Code*

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is accepted and filed by the secretary of state.

B. [] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

[] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: September 23, 2010

Coltec Industrial Products LLC

Parent Organization Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person



**UNANIMOUS WRITTEN CONSENT
OF THE MANAGERS OF
COLTEC INDUSTRIAL PRODUCTS LLC**

The undersigned, being all of the managers of Coltec Industrial Products LLC a Delaware limited liability company (the "Company"), do hereby adopt the following resolutions by signing their written consent hereto:

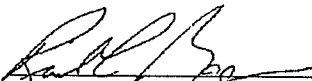
**Merger of Progressive Equipment, Inc.
into the Company**


WHEREAS, the Company desires to merge with Progressive Equipment, Inc., a Texas corporation ("Progressive"), with the Company as the surviving corporation and Progressive ceasing its existence following such merger (the "Merger"), all as set forth more fully in the Agreement and Plan of Merger attached hereto as **Annex A** (the "Plan of Merger").


NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Agreement and Plan of Merger are hereby approved, authorized and adopted; and

RESOLVED FURTHER, that, in furtherance of the foregoing resolutions, the President, Secretary, and other executive officers of the Company, acting singly or together, are hereby authorized and directed in the Company's behalf to take any and all such other actions, and to execute any and all agreements, documents and instruments necessary or advisable to carry out the foregoing resolutions, including without limitation the execution and delivery of any and all such agreements, documents and instruments as may be required or advisable in connection therewith, the execution and delivery of any such agreements, documents and instruments or the taking of any such actions to be conclusive evidence of the approval by such officers, or any of them, of the terms thereof.

This action is effective September 23, 2010.


Richard L. Magee


William Dries


Robert S. McLean

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