

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TB Wood's Enterprises, Inc.		12/20/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TB Wood's Inc.
Street Address:	440 North Fifth Ave.
City:	Chambersburg
State/Country:	PENNSYLVANIA
Postal Code:	17201
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2165737	ALL-PRO
Registration Number:	1409209	DECK
Registration Number:	0859264	DISC-O-TORQUE
Registration Number:	1116828	DURA-FLEX
Registration Number:	1361466	FIRST IN COUPLINGS
Registration Number:	2152362	FORM-FLEX
Registration Number:	3501631	G-FLEX
Registration Number:	2191918	POOLE
Registration Number:	2723745	QT POWER CHAIN
Registration Number:	0859263	ROTO-CAM
Registration Number:	0668649	SURE-FLEX
Registration Number:	0645415	SURE GRIP
Registration Number:	0646423	SURE-GRIP

CH \$440.00 2165737

Registration Number:	1109150	SURE-GRIP
Registration Number:	1001969	ULTRA-V
Registration Number:	1001970	ULTRA-V
Registration Number:	2059245	W TB WOOD'S

CORRESPONDENCE DATA

Fax Number: 2482030763
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 248-203-0755
Email: ipmail@dykema.com
Correspondent Name: Dykema Gossett PLLC, ATTN: Karen Feldman
Address Line 1: 39577 Woodward Ave.
Address Line 2: Suite 300
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	065516-0138
NAME OF SUBMITTER:	Karen E. Feldman
Signature:	/Karen E. Feldman/
Date:	05/22/2012

Total Attachments: 19
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PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU

Articles/Certificate of Merger
 (15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name
CORPORATION SERVICE COMPANY

Address

City AG State 034210 Zip Code 010

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 10 Page(s)



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
TB Wood's Incorporated

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o Corporation Service Company				Dauphin

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o				

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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2011 DEC 21 PM 4:30

PA. DEPT. OF STATE

2011 DEC 29 PM 1:12

PA. DEPT. OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
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TB Wood's Enterprises, Inc.	Delaware corporation not qualified in Pennsylvania		
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4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: Dec. 31, 2011 at 11:59 AM

Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
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TB Wood's Incorporated	Adopted by action of the board of directors of the Corporation pursuant to 15 Pa.C.S. Section 1924(b)(3)
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6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County
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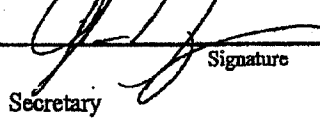
IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

20th day of December,

2011.

TB Wood's Incorporated

Name of Corporation/Limited Partnership



Signature

Secretary

Title

Name of Corporation/Limited Partnership

Signature

Title

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

(see attached)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 20, 2011 (the "Agreement"), by and between TB Wood's Incorporated, a Pennsylvania corporation ("TBW"), and TB Wood's Enterprises, Inc., a Delaware corporation and wholly-owned subsidiary of TBW ("Enterprises"). TBW and Enterprises are sometimes referred to herein as the "Constituent Entities."

RECITALS

A. TBW and Enterprises intend to effect a merger of Enterprises with and into TBW (the "Merger") in accordance with this Agreement, the Delaware General Corporation Law and the Pennsylvania Business Corporation Law. Upon consummation of the Merger, Enterprises will cease to exist and all shares of Enterprises Common Stock (as defined below) issued and outstanding immediately prior to the Effective Time (as defined below) will be canceled.

B. TBW is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and has an authorized capital of 2,500,000 shares of common stock, par value \$0.10 per share ("TBW Stock").

C. Enterprises is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 3,000 shares of common stock, par value \$0.01 per share, all of which are issued and outstanding (the "Enterprises Common Stock").

D. The Board of Directors of each of TBW and Enterprises has approved this Agreement and consented to the transactions contemplated hereby and have directed that this Agreement be executed by the undersigned persons.

E. This Agreement contemplates a tax-free merger of Enterprises with and into TBW in a reorganization pursuant to §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TBW and Enterprises hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Pennsylvania Business Corporation Law, Enterprises shall be merged with and into TBW and the separate existence of Enterprises shall cease. TBW shall be,

and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "TB Wood's Incorporated".

1.2 Filing and Effectiveness.

(a) The Merger shall become effective at 11:59 am on December 31, 2011 (the "Effective Time") when the following actions shall have been completed: (i) this Agreement shall have been adopted and approved by the directors of TBW in accordance with the requirements of the Pennsylvania Business Corporation Law and adopted and approved by the directors of Enterprises in accordance with the requirement of the Delaware General Corporation Law, (ii) an executed Certificate of Merger meeting the requirements of Delaware General Corporation Law shall have been filed with and accepted by the Secretary of State of State of Delaware; and (iii) an executed Articles of Merger meeting the requirements of the Pennsylvania Business Corporation Law, shall have been filed with and accepted by the Secretary of State of the Commonwealth of Pennsylvania.

(b) The Constituent Entities do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania and the State of Delaware and that they will cause to be performed all necessary acts to effectuate the Merger herein provided for, subject, however, to any provision or provisions hereinafter contained for abandoning this Agreement before or after the adoption of the same on their behalf. The Board of Directors and officers of the Constituent Entities are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to effectuate the Merger and to carry out or put into effect any of the provisions of this Agreement.

1.3 Effect of the Merger. Upon the Effective Time, the separate existence of Enterprises shall cease, and TBW, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall succeed, without other transfer, to all of the assets, rights, powers and property of Enterprises, (c) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time, and (d) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Enterprises in the same manner as if Enterprises had itself incurred them, all as more fully provided under the applicable provisions of Pennsylvania law and Delaware law.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of TBW as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

2.2 By-laws. The By-laws of TBW as in effect immediately prior to the Effective Time shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors. The directors of TBW, from and after the Effective Time, shall be the directors of TBW immediately prior to the Effective Time, each of whom shall serve until their successor has been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

2.4 Officers. The officers of the TBW, from and after the Effective Time, shall be the officers of TBW immediately prior to the Effective Time, each of whom shall serve until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

ARTICLE III

MANNER OF CONVERSION OF SHARES

3.1 Shares of TBW Common Stock. As of the Effective Time, each share of TBW Stock issued and outstanding immediately prior thereto shall remain issued and outstanding by virtue of the Merger.

3.2 Shares of Enterprises Common Stock. No consideration shall be paid to the holders of shares of Enterprises Common Stock on account of the Merger. Each share of Enterprises Common Stock issued and outstanding at and as of the Effective Time, without further action by or on behalf of any party, will be canceled as of the Effective Time and shall not for any purpose be deemed to be outstanding or to have any rights after the Effective Time.

ARTICLE IV

GENERAL

4.1 Further Assurances. From time to time, as and when required by TBW or by its successors or assigns, there shall be executed and delivered on behalf of Enterprises such assignments, deeds and other instruments, and there shall be taken or caused to be taken by TBW and Enterprises, such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by TBW the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Enterprises and otherwise to carry out the purposes of this Agreement, and the officers and directors of TBW are fully authorized in the name and on behalf of Enterprises or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of

Directors of TBW and Enterprises, notwithstanding the approval of this Agreement by the Board of Directors of TBW and Enterprises.

4.3 Amendment. The Board of Directors of TBW may amend this Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania and the Certificate of Merger with the Secretary of State of the State of Delaware in any manner as may be determined in the judgment of the Board of Directors of TBW to be necessary, desirable and expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes or intent of this Agreement.

4.4 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 440 North Fifth Avenue, Chambersburg, Pennsylvania, and copies thereof will be furnished to any stockholder or beneficial owner of either Constituent Entity, as the case may be, upon request and without cost.

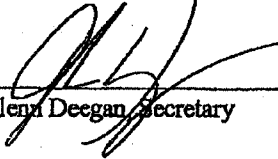
4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the Commonwealth of Pennsylvania.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

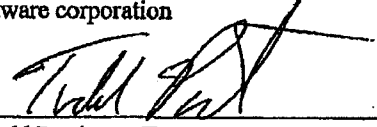
[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Board of Directors of each of TBW and Enterprises, is hereby executed on behalf of the Constituent Entities and attested by their respective officers thereunto duly authorized.

TB WOOD'S INCORPORATED
a Pennsylvania corporation

By: 
Glenn Deegan, Secretary

TB WOOD'S ENTERPRISES, INC.
a Delaware corporation

By: 
Todd Patriacca, Treasurer

[Signature Page to Agreement and Plan of Merger]

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"TB WOOD'S ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "TB WOOD'S INCORPORATED" UNDER THE NAME OF "TB WOOD'S INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 3:54 O'CLOCK P.M.

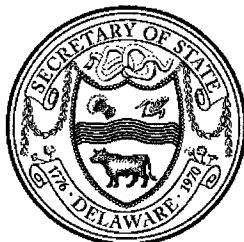
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

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

5084549 8100M

111323463

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9272208

DATE: 01-04-12

TRADEMARK
REEL: 004784 FRAME: 0963

CERTIFICATE OF OWNERSHIP AND MERGER

OF

TB WOOD'S ENTERPRISES, INC.

WITH AND INTO

TB WOOD'S INCORPORATED

December 20, 2011

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned, the duly elected and acting Secretary of TB Wood's Incorporated, a Pennsylvania Corporation (the "Company"), hereby certifies to the following information relating to the merger (the "Merger") of TB Wood's Enterprises, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company:

FIRST: The Company was incorporated in the Commonwealth of Pennsylvania on January 4, 1906.

SECOND: The Company owns all of the issued and outstanding shares of capital stock of TB Wood's Enterprises, Inc., the Subsidiary, which was incorporated in the State of Delaware on September 27, 1999.

THIRD: The laws of the jurisdiction of organization of the Company permit the merger of a business corporation incorporated in the jurisdiction with a business corporation incorporated in another jurisdiction.

FOURTH: Subsidiary is hereby merged with and into the Company.

FIFTH: On December 20, 2011, the board of directors of the Company duly adopted the resolutions attached hereto as Exhibit A in connection with the Merger, with the Company to be the surviving corporation (the "Surviving Corporation").

SIXTH: 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 the Surviving Corporation resulting from the Merger, including suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at c/o Altra Industrial Motion, Inc., 300 Granite Street, Suite 201, Braintree, MA 02184.

SEVENTH: That this Certificate of Merger shall be effective as of 11:59 am on December 31, 2011.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and merger as of the date first written above.

TB WOOD'S INCORPORATED



Glenn Deegan, Secretary

RESOLUTIONS

Merger

RESOLVED, that Carl Christenson, President of the Corporation, Christian Storch, Chief Financial Officer of the Corporation, Glenn Deegan, Secretary of the Corporation, Todd Patriacca, Treasurer of the Corporation, and any other officer appointed by the Corporation from time to time (individually, an "Authorized Officer" and, collectively, the "Authorized Officers"), is hereby authorized and directed to enter into, execute, seal and deliver, by and on behalf of the Corporation, that certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit A, whereby TB Wood's Enterprises, Inc., a Delaware corporation, shall be merged with and into the Corporation, in compliance with the provisions of the laws of the State of Delaware and the Commonwealth of Pennsylvania.

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments which are or become necessary, proper or convenient to carry out or put into effect any of the provisions of the said Agreement and Plan of Merger or of the merger provided for therein.

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and directed to enter into, execute, acknowledge, seal, deliver and record, by and on behalf of the Corporation, any documents to be executed and delivered to the Secretary of State of the Commonwealth of Pennsylvania (the "Secretary of State") and any recordable instrument purporting to affect any interest in real property.

FURTHER RESOLVED, that the Articles of Merger, in a form acceptable for filing by the Secretary of State and setting forth the terms of the approved merger, be executed by any Authorized Officer of the Corporation and submitted to the Secretary of State for filing, together with the proper filing fee.

General

RESOLVED, that any and all other actions heretofore taken on behalf of the Corporation in connection with the transactions contemplated by the foregoing resolutions, and all acts of any Authorized Officer that are in conformity with the purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver, and file all such further instruments, agreements, assignments and documents in the name and on behalf of the Corporation, to pay all fees and expenses, and to take other actions, as in such person's judgment shall be necessary, proper and advisable to fully carry out the intent and accomplish the purposes of the foregoing resolutions, and the execution by an Authorized Officer of any of the foregoing or the doing of any such act or thing shall be conclusive evidence of a determination in that respect and approval thereof.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

(see attached)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 20, 2011 (the "Agreement"), by and between TB Wood's Incorporated, a Pennsylvania corporation ("TBW"), and TB Wood's Enterprises, Inc., a Delaware corporation and wholly-owned subsidiary of TBW ("Enterprises"). TBW and Enterprises are sometimes referred to herein as the "Constituent Entities."

RECITALS

A. TBW and Enterprises intend to effect a merger of Enterprises with and into TBW (the "Merger") in accordance with this Agreement, the Delaware General Corporation Law and the Pennsylvania Business Corporation Law. Upon consummation of the Merger, Enterprises will cease to exist and all shares of Enterprises Common Stock (as defined below) issued and outstanding immediately prior to the Effective Time (as defined below) will be canceled.

B. TBW is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and has an authorized capital of 2,500,000 shares of common stock, par value \$0.10 per share ("TBW Stock").

C. Enterprises is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 3,000 shares of common stock, par value \$0.01 per share, all of which are issued and outstanding (the "Enterprises Common Stock").

D. The Board of Directors of each of TBW and Enterprises has approved this Agreement and consented to the transactions contemplated hereby and have directed that this Agreement be executed by the undersigned persons.

E. This Agreement contemplates a tax-free merger of Enterprises with and into TBW in a reorganization pursuant to §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TBW and Enterprises hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Pennsylvania Business Corporation Law, Enterprises shall be merged with and into TBW and the separate existence of Enterprises shall cease. TBW shall be,

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and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "TB Wood's Incorporated".

1.2 Filing and Effectiveness.

(a) The Merger shall become effective at 11:59 am on December 31, 2011 (the "Effective Time") when the following actions shall have been completed: (i) this Agreement shall have been adopted and approved by the directors of TBW in accordance with the requirements of the Pennsylvania Business Corporation Law and adopted and approved by the directors of Enterprises in accordance with the requirement of the Delaware General Corporation Law, (ii) an executed Certificate of Merger meeting the requirements of Delaware General Corporation Law shall have been filed with and accepted by the Secretary of State of State of Delaware; and (iii) an executed Articles of Merger meeting the requirements of the Pennsylvania Business Corporation Law, shall have been filed with and accepted by the Secretary of State of the Commonwealth of Pennsylvania.

(b) The Constituent Entities do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania and the State of Delaware and that they will cause to be performed all necessary acts to effectuate the Merger herein provided for, subject, however, to any provision or provisions hereinafter contained for abandoning this Agreement before or after the adoption of the same on their behalf. The Board of Directors and officers of the Constituent Entities are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to effectuate the Merger and to carry out or put into effect any of the provisions of this Agreement.

1.3 Effect of the Merger. Upon the Effective Time, the separate existence of Enterprises shall cease, and TBW, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall succeed, without other transfer, to all of the assets, rights, powers and property of Enterprises, (c) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time, and (d) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Enterprises in the same manner as if Enterprises had itself incurred them, all as more fully provided under the applicable provisions of Pennsylvania law and Delaware law.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of TBW as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

2.2 By-laws. The By-laws of TBW as in effect immediately prior to the Effective Time shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors. The directors of TBW, from and after the Effective Time, shall be the directors of TBW immediately prior to the Effective Time, each of whom shall serve until their successor has been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

2.4 Officers. The officers of the TBW, from and after the Effective Time, shall be the officers of TBW immediately prior to the Effective Time, each of whom shall serve until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

ARTICLE III

MANNER OF CONVERSION OF SHARES

3.1 Shares of TBW Common Stock. As of the Effective Time, each share of TBW Stock issued and outstanding immediately prior thereto shall remain issued and outstanding by virtue of the Merger.

3.2 Shares of Enterprises Common Stock. No consideration shall be paid to the holders of shares of Enterprises Common Stock on account of the Merger. Each share of Enterprises Common Stock issued and outstanding at and as of the Effective Time, without further action by or on behalf of any party, will be canceled as of the Effective Time and shall not for any purpose be deemed to be outstanding or to have any rights after the Effective Time.

ARTICLE IV

GENERAL

4.1 Further Assurances. From time to time, as and when required by TBW or by its successors or assigns, there shall be executed and delivered on behalf of Enterprises such assignments, deeds and other instruments, and there shall be taken or caused to be taken by TBW and Enterprises, such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by TBW the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Enterprises and otherwise to carry out the purposes of this Agreement, and the officers and directors of TBW are fully authorized in the name and on behalf of Enterprises or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of

Directors of TBW and Enterprises, notwithstanding the approval of this Agreement by the Board of Directors of TBW and Enterprises.

4.3 Amendment. The Board of Directors of TBW may amend this Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania and the Certificate of Merger with the Secretary of State of the State of Delaware in any manner as may be determined in the judgment of the Board of Directors of TBW to be necessary, desirable and expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes or intent of this Agreement.

4.4 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 440 North Fifth Avenue, Chambersburg, Pennsylvania, and copies thereof will be furnished to any stockholder or beneficial owner of either Constituent Entity, as the case may be, upon request and without cost.

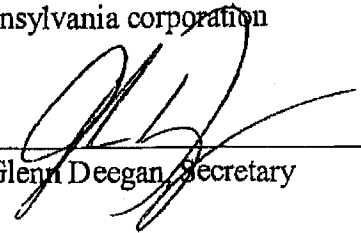
4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the Commonwealth of Pennsylvania.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

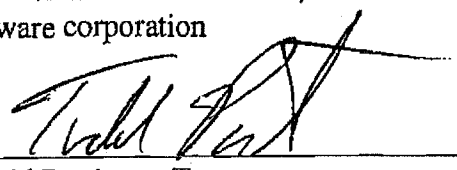
[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Board of Directors of each of TBW and Enterprises, is hereby executed on behalf of the Constituent Entities and attested by their respective officers thereunto duly authorized.

TB WOOD'S INCORPORATED
a Pennsylvania corporation

By: 
Glenn Deegan, Secretary

TB WOOD'S ENTERPRISES, INC.
a Delaware corporation

By: 
Todd Patriacca, Treasurer

[Signature Page to Agreement and Plan of Merger]