

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM358447

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Altra Power Transmission, Inc.		12/31/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Altra Industrial Motion Corp		
<b>Street Address:</b>	300 Granite Street, Suite 201		
<b>City:</b>	Braintree		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02184		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3360155	ALTRA INDUSTRIAL MOTION	
<b>Registration Number:</b>	3146781	A	
<b>Registration Number:</b>	4061095	TORSI-LOCK	
<b>Registration Number:</b>	4018722	STIEBER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2486894071		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	248 786 0157		
<b>Email:</b>	kolakowski@reising.com		
<b>Correspondent Name:</b>	William F. Kolakowski III		
<b>Address Line 1:</b>	755 West Big Beaver Road, Suite 1850		
<b>Address Line 4:</b>	Troy, MICHIGAN 48084		
<b>ATTORNEY DOCKET NUMBER:</b>	8352.3000.000		
<b>NAME OF SUBMITTER:</b>	William F. Kolakowski III		
<b>SIGNATURE:</b>	/William F. Kolakowski III/		
<b>DATE SIGNED:</b>	10/13/2015		
<b>Total Attachments: 4</b>			

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# 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:

"ALTRA POWER TRANSMISSION, INC.", A DELAWARE CORPORATION, WITH AND INTO "ALTRA INDUSTRIAL MOTION CORP." UNDER THE NAME OF "ALTRA INDUSTRIAL MOTION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2014, AT 11:59 O'CLOCK A.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. 2014, AT 11:59 O'CLOCK P.M.

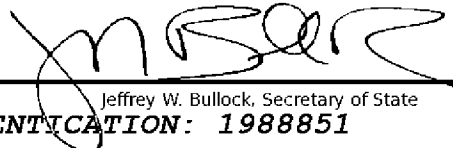
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3870357 8100M

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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1988851

DATE: 12-24-14

TRADEMARK  
REEL: 005643 FRAME: 0984

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ALTRA POWER TRANSMISSION, INC.  
(a Delaware corporation)**

**WITH AND INTO**

**ALTRA INDUSTRIAL MOTION CORP.  
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law of the State of Delaware, on this 22nd day of December, 2014, Altra Industrial Motion Corp., a Delaware corporation (the "Company"), for the purpose of effecting the merger of Altra Power Transmission, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("Subsidiary"), with and into the Company, does hereby certify:

**FIRST:** The Company and the Subsidiary are incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** The Company owns all of the outstanding shares of capital stock of the Subsidiary.

**THIRD:** On November 21, 2013, the Board of Directors of the Company duly adopted the resolutions attached as Exhibit A hereto providing for the merger (the "Merger") of the Subsidiary with and into the Company pursuant to Section 253 of the DGCL, which resolutions have not been amended or rescinded and are in full force and effect.

**FOURTH:** The Company shall be the surviving corporation in the Merger.

**FIFTH:** The Second Amended and Restated Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the surviving corporation.

**SIXTH:** This Certificate of Ownership and Merger shall be effective as of 11:59 p.m. Eastern Standard Time on December 31, 2014 (the "Effective Time").

[Signature page follows]

IN WITNESS WHEREOF, undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer on the date first written above.

ALTRA INDUSTRIAL MOTION CORP.

By:  \_\_\_\_\_

Name: Carl Christenson

Title: President

**EXHIBIT A**

**BOARD RESOLUTIONS**

**WHEREAS**, the Company owns 100% of issued and outstanding shares of the capital stock of Altra Power Transmission, Inc., a Delaware corporation (the "Subsidiary").

**WHEREAS**, the Board deems it to be advisable and in the best interest of the Company and its stockholders to merge the Subsidiary with and into the Company pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), with the Company being the surviving entity (the "Merger").

**WHEREAS**, the Board deems it advisable to file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware effecting the Merger with an effective time (the "Effective Time") as determined by an officer of the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that the Merger be, and hereby is, authorized and approved.

**RESOLVED FURTHER**, that the Certificate of Ownership and Merger shall be filed by the Company with the Secretary of State of the State of Delaware in accordance with the provisions of Section 253 of the Delaware Code to be effective at the Effective Time.

**RESOLVED FURTHER**, that at the Effective Time the Subsidiary shall be merged with and into the Company, the legal existence of the Subsidiary as a separate legal entity shall cease and the Company shall continue its existence as the surviving corporation.

**RESOLVED FURTHER**, that, upon the Effective Time, the Company shall assume all of the Subsidiary's liabilities and obligations and be possessed of all of the assets, property, rights, powers, franchises and privileges of the Subsidiary.

**RESOLVED FURTHER**, that, upon the Effective Time, each issued and outstanding share of the capital stock of the Subsidiary shall be cancelled and extinguished and cease to be outstanding, without any payment being made in respect thereof, inasmuch as the Company is the owner of all issued and outstanding shares of capital stock of the Subsidiary.

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, 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, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, the filing of a Certificate of Ownership and Merger in accordance with Section 253 of the Delaware Code and any other forms and documents with such agencies as may be required or advisable by them or by law, to effectuate the purposes of the foregoing resolutions and to carry out and consummate the Merger.