

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM387854

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Waukesha Bearings Corporation		01/30/2013	Corporation: WISCONSIN

## RECEIVING PARTY DATA

<b>Name:</b>	Waukesha Bearings Corporation
<b>Street Address:</b>	W231 N2811 Roundy Circle East
<b>Internal Address:</b>	Suite 200
<b>City:</b>	Pewaukee
<b>State/Country:</b>	WISCONSIN
<b>Postal Code:</b>	53072
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	74010118	KMC
Serial Number:	74010333	DP
Serial Number:	74067599	KMC
Serial Number:	75384266	BPI
Serial Number:	85008773	WAUKESHA MAGNETIC BEARINGS
Serial Number:	85010046	HIPERAX
Serial Number:	85081977	ELEPHANTA
Serial Number:	85082910	CHINOOK
Serial Number:	85082898	ZEPHYR
Serial Number:	85097879	RDS
Serial Number:	85099131	ROTOR DELEVITATION SYSTEM
Serial Number:	85133666	LIQUALIGN
Serial Number:	85135715	DEFLECTION PAD
Serial Number:	85135735	FLEXURE PIVOT
Serial Number:	85138696	ISFD
Serial Number:	85885869	MAXALIGN
Serial Number:	85911370	MLSF
Serial Number:	85768578	WAUKESHA BEARINGS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85820639	WAUKESHA MAGNETIC BEARINGS

**CORRESPONDENCE DATA**

**Fax Number:**

*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.*

**Phone:** 5634410207  
**Email:** alex@hamiltoniplaw.com  
**Correspondent Name:** Alexander JSW Johnson  
**Address Line 1:** 201 W 2nd St  
**Address Line 2:** Suite 400  
**Address Line 4:** Davenport, IOWA 52801

<b>NAME OF SUBMITTER:</b>	Alexander JSW Johnson
<b>SIGNATURE:</b>	/s/alexanderjswjohnson/s/
<b>DATE SIGNED:</b>	06/14/2016

**Total Attachments: 18**

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CERTIFICATE OF INCORPORATION  
OF  
WAUKESHA BEARINGS CORPORATION

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 01/30/2013  
FILED 12:00 PM 01/30/2013  
SRV 130107708 - 5281965 FILE

WE, THE UNDERSIGNED, in order to form a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, hereby certify as follows:

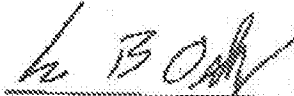
1. The name of the Corporation is Waukesha Bearings Corporation.
2. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware, 19808, and the name of the registered agent thereat is Corporation Service Company.
3. The nature of the business of the Corporation and the purposes to be conducted or promoted by it are as follows:
  - a. To acquire all or any part of the stock or other securities, goodwill, rights, property or assets of any kind and to undertake or assume all or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country, and to pay for the same in cash, stocks, bonds, debentures, notes, or other securities, secured or unsecured, of this or any other corporation or otherwise, in any manner permitted by law, and to conduct in any lawful manner all or any part of any business so acquired; and
  - b. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The aggregate number of shares which the Corporation is authorized to issue is 1,000 common shares having a par value of \$1.00 per share.
5. The names and mailing addresses of the incorporators are as follows:
 

Eric B. Oxley 1125 South 103 Street, Suite 800 Omaha, Nebraska 68124-1079	Christina J. Reynoldson 1125 South 103 Street, Suite 800 Omaha, Nebraska 68124-1079
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6. The number of directors of the Corporation shall be such as from time to time may be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be less than the minimum number authorized by the laws of the State of Delaware. Directors need not be stockholders. The election of directors need not be by ballot.
7. To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

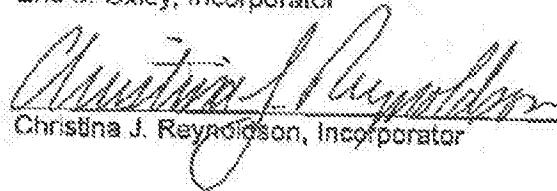
Any repeal or modification of this Article shall not result in any liability for a director with respect to any action or omission occurring prior to such repeal or modification.

8. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment thereto and the rights conferred on the stockholders hereunder are granted subject to this reservation.

30<sup>th</sup> IN WITNESS WHEREOF, we have made and signed this Certificate of Incorporation this day of January, 2013.



Eric B. Oxley, Incorporator



Christina J. Reynolds, Incorporator



# State of Delaware

SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 P.O. BOX 898  
 DOVER, DELAWARE 19903

130107708

9109813  
 KOLEY, JESSEN P.C. L.L.C.  
 1125 S 103RD ST STE 800  
 OMAHA

NE 68124

01-30-2013

ATTN: CHRISTINA REYNOLDSON X

DESCRIPTION	AMOUNT
<b>NAUKESHA BEARINGS CORPORATION</b>	
5281965 01028 Incorp Delaware Stock Co.	
Incorporation Fee	15.00
Receiving/Indexing	25.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
Expedite Fee, 24 Hour	50.00
<b>FILING TOTAL</b>	<b>148.00</b>
<b>TOTAL PAYMENTS</b>	<b>148.00</b>
<b>SERVICE REQUEST BALANCE</b>	<b>.00</b>

**UNANIMOUS WRITTEN CONSENT IN LIEU OF  
THE FIRST MEETING OF THE BOARD OF DIRECTORS OF  
WAUKESHA BEARINGS CORPORATION**

The undersigned, constituting all the directors of Waukesha Bearings Corporation, a Delaware corporation (the "Corporation"), hereby consent, pursuant to §141 of Delaware General Corporation Law, to the adoption hereof and do hereby adopt the following resolutions and declare them to be in full force and effect as if adopted at the first meeting of the directors of the Corporation:

RESOLVED, that all the actions taken by the Incorporators are hereby ratified, adopted and approved.

RESOLVED FURTHER, that the form of stock certificate attached to this Consent is hereby adopted as the stock certificate of the Corporation.

RESOLVED FURTHER, that the offer of Delaware Capital Holdings, Inc., a Delaware corporation, to subscribe to 1,000 shares of common capital stock of the Corporation is hereby accepted in accordance with the terms of the written Subscription Agreement submitted to the Corporation, which shall be made a part of the minute book.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to issue a stock certificate to the stockholder upon the terms of the Subscription Agreement.

RESOLVED FURTHER, that the following individuals be, and they hereby are, elected to hold all of the following offices set opposite their names until their successor or successors are elected and qualified:

William Spurgeon	President
Jay A. Burnette	Vice President
John Anderson	Secretary and Treasurer
Stacy A. Holland	Assistant Secretary and Assistant Treasurer

RESOLVED FURTHER, that the By-Laws as previously presented to the Board are hereby adopted as the By-Laws of the Corporation and shall be made a part of the minute book.

RESOLVED FURTHER, that the President of the Corporation is hereby authorized and empowered to enter into and execute for and on behalf of the Corporation, contracts, bids, offers, bonds, deeds, and conveyances of every kind for the carrying out of the authorized purposes of the Corporation.

RESOLVED FURTHER, that the Secretary is hereby authorized and directed to deliver signature cards and any other documents requested by any Bank where the Corporation is to do business, including corporate resolutions in the form requested by any such Bank, and that a copy of said resolutions shall be attached to and made a part of this Consent.

RESOLVED FURTHER, that the Corporation shall qualify to do business in any state, territory, dependency, or country wherein qualification is deemed advisable or necessary, and that the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of any necessary statutory office, to make and file, under the corporate seal, all necessary instruments as may be required by the laws of such state, territory, dependency, or country to authorize the Corporation to transact business therein, to incur and pay all such fees, taxes and other expenses as shall be necessary or expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority of the Corporation to do business in any such state, territory, dependency, or country.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all actions and deliver all documents necessary to implement the foregoing resolutions and to complete the organization of the Corporation and to commence the carrying on of its business, including, but not limited to, the execution of all papers or documents incidental thereto, and the payment of all expenses, including legal fees, organization fees and incorporation fees.

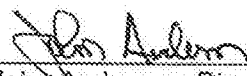
This Consent may be executed in counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

**[The Remainder of This Page Intentionally Left Blank and Signature Page Follows]**

Dated effective July 4, 2013.

  
\_\_\_\_\_  
William Spurgeon, Director

\_\_\_\_\_  
Jay A. Burnette, Director

  
\_\_\_\_\_  
John Anderson, Director

\_\_\_\_\_  
Stacy A. Holland, Director

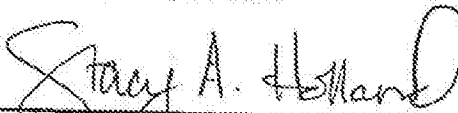


Dated effective July 4, 2013.

\_\_\_\_\_  
William Spurgeon, Director

  
\_\_\_\_\_  
Jay A. Burnett, Director

\_\_\_\_\_  
John Anderson, Director

  
\_\_\_\_\_  
Stacy A. Holland, Director

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
WAUKESHA BEARINGS CORPORATION**

The undersigned, constituting all of the directors of Waukesha Bearings Corporation, a Wisconsin corporation (the "Corporation"), hereby consent, pursuant to the Wisconsin Business Corporation Act, to the adoption hereof and do hereby adopt the following resolutions and declare them to be in full force and effect as if adopted at a special meeting of the Board of Directors of the Corporation:

RESOLVED, that the Board of Directors hereby deems it advisable and in the best interests of the Corporation and its sole shareholder that the Corporation be merged with and into Waukesha Bearings Corporation, a Delaware corporation, pursuant to the terms and conditions set forth in the Agreement and Plan of Merger previously reviewed by the Board of Directors (the "Merger Agreement").

RESOLVED FURTHER, that the Board of Directors hereby approves the Merger Agreement, proposes the Merger Agreement for approval and adoption by the sole shareholder, and authorizes the officers of the Corporation to submit the Merger Agreement to the Corporation's sole shareholder for approval and adoption.

RESOLVED FURTHER, that upon the approval and adoption of the Merger Agreement by the sole shareholder of the Corporation, each officer of the Corporation is authorized and directed to execute the Merger Agreement on behalf of the Corporation, to execute and file the appropriate certificate or articles of merger, whichever is appropriate, with the Delaware and Wisconsin Secretaries of State, and to take any and all other actions as may be necessary to carry out the intent and purpose of the Merger Agreement and the foregoing resolutions.

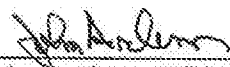
This Consent may be executed in counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

**[Remainder of This Page Intentionally Left Blank and Signature Page Follows]**

Dated effective: July 4, 2013.

  
\_\_\_\_\_  
William Spurgeon, Director

\_\_\_\_\_  
Jay A. Burnette, Director

  
\_\_\_\_\_  
John Anderson, Director

\_\_\_\_\_  
Stacy A. Holland, Director

Dated effective: July 4, 2013.

\_\_\_\_\_  
William Spurgeon, Director

  
\_\_\_\_\_  
Jay A. Burnette, Director

\_\_\_\_\_  
John Anderson, Director

  
\_\_\_\_\_  
Stacy A. Holland, Director

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
WAUKESHA BEARINGS CORPORATION**

The undersigned, constituting all of the directors of Waukesha Bearings Corporation, a Delaware corporation (the "Corporation"), hereby consent, pursuant to the General Corporation Law of the State of Delaware, to the adoption hereof and do hereby adopt the following resolutions and declare them to be in full force and effect as if adopted at a special meeting of the Board of Directors of the Corporation:

RESOLVED, that the Board of Directors hereby deems it advisable and in the best interests of the Corporation and its sole stockholder that Waukesha Bearings Corporation, a Wisconsin corporation, be merged with and into the Corporation, pursuant to the terms and conditions set forth in the Agreement and Plan of Merger previously reviewed by the Board of Directors (the "Merger Agreement").

RESOLVED FURTHER, that the Board of Directors hereby approves the Merger Agreement, proposes the Merger Agreement for approval and adoption by the sole stockholder, and authorizes the officers of the Corporation to submit the Merger Agreement to the Corporation's sole stockholder for approval and adoption.

RESOLVED FURTHER, that upon the approval and adoption of the Merger Agreement by the sole stockholder of the Corporation, each officer of the Corporation is authorized and directed to execute the Merger Agreement on behalf of the Corporation, to execute and file the appropriate certificate or articles of merger, whichever is appropriate, with the Delaware and Wisconsin Secretaries of State, and to take any and all other actions as may be necessary to carry out the intent and purpose of the Merger Agreement and the foregoing resolutions.

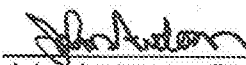
This Consent may be executed in counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

**[Remainder of This Page Intentionally Left Blank and Signature Page Follows]**

Dated effective: July 4, 2013.

  
\_\_\_\_\_  
William Spurgeon, Director

\_\_\_\_\_  
Jay A. Burnette, Director

  
\_\_\_\_\_  
John Anderson, Director

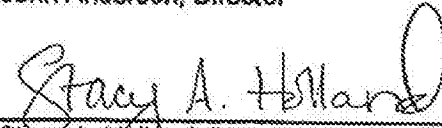
\_\_\_\_\_  
Stacy A. Holland, Director

Dated effective: July 4, 2013.

\_\_\_\_\_  
William Spurgeon, Director

  
\_\_\_\_\_  
Jay A. Edmette, Director

\_\_\_\_\_  
John Anderson, Director

  
\_\_\_\_\_  
Stacy A. Holland, Director

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF  
THE SOLE SHAREHOLDER OF  
WAUKESHA BEARINGS CORPORATION**

The undersigned, constituting the sole shareholder of Waukesha Bearings Corporation, a Wisconsin corporation (the "Corporation"), hereby consents, pursuant to the Wisconsin Business Corporation Act, to the adoption hereof and does hereby adopt the following resolutions and declares them to be in full force and effect as if adopted at a special meeting of the sole shareholder of the Corporation:

RESOLVED, that it is advisable and in the best interests of the Corporation and its sole shareholder that the Corporation be merged with and into Waukesha Bearings Corporation, a Delaware corporation, pursuant to the terms and conditions set forth in the Agreement and Plan of Merger previously reviewed by the sole shareholder (the "Merger Agreement"), and the sole shareholder hereby approves said merger and approves and adopts the Merger Agreement.

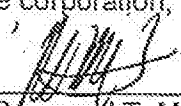
RESOLVED FURTHER, that each officer of the Corporation is authorized and directed to execute the Merger Agreement on behalf of the Corporation, to execute and file the appropriate certificate or articles of merger, whichever is appropriate, with the Delaware and Wisconsin Secretaries of State, and to take any and all other actions as may be necessary to carry out the intent and purpose of the Merger Agreement and the foregoing resolutions.

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Dated effective: July 4, 2013.

DELAWARE CAPITAL HOLDINGS, INC., a  
Delaware corporation,

By:   
Name: Raymond T. McKay, Jr.  
Title: President

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF  
THE SOLE STOCKHOLDER OF  
WAUKESHA BEARINGS CORPORATION**

The undersigned, constituting the sole stockholder of Waukesha Bearings Corporation, a Delaware corporation (the "Corporation"), hereby consents, pursuant to the General Corporation Law of the State of Delaware, to the adoption hereof and does hereby adopt the following resolutions and declares them to be in full force and effect as if adopted at a special meeting of the sole stockholder of the Corporation:

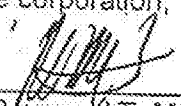
RESOLVED, that it is advisable and in the best interests of the Corporation and its sole stockholder that Waukesha Bearings Corporation, a Wisconsin corporation, be merged with and into the Corporation, pursuant to the terms and conditions set forth in the Agreement and Plan of Merger previously reviewed by the sole stockholder (the "Merger Agreement"), and the sole stockholder hereby approves said merger and approves and adopts the Merger Agreement.

RESOLVED FURTHER, that each officer of the Corporation is authorized and directed to execute the Merger Agreement on behalf of the Corporation, to execute and file the appropriate certificate or articles of merger, whichever is appropriate, with the Delaware and Wisconsin Secretaries of State, and to take any and all other actions as may be necessary to carry out the intent and purpose of the Merger Agreement and the foregoing resolutions.

**[Remainder of This Page Intentionally Left Blank and Signature Page Follows]**

Dated effective: July 4, 2013.

DELAWARE CAPITAL HOLDINGS, INC., a  
Delaware corporation,

By:   
Name: Raymond T. McKay, Jr.  
Title: President

CERTIFICATION STATEMENT

"I, (a) Stacy Holland, being the (b) Chief Financial Officer of (c) Waukesha Bearings Corporation, have been duly authorized by the Company to state that the attached document is a true copy of the original."

Signature: Stacy Holland Date: 30 June 2014  
CHIEF FINANCIAL OFFICER

(Note: (a) insert name of executing officer; (b) insert title of executing officer; (c) insert name of the company.)