

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AirCel Corporation		02/28/2006	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Donaldson Company, Inc.
Street Address:	1400 West 94th Street
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55431
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1881387	AIRCEL SYSTEMS
Registration Number:	2430188	COLD CYCLE
Registration Number:	2780713	VARICEL
Registration Number:	3016320	N2CEL

CORRESPONDENCE DATA

Fax Number: (612)332-9081
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: vdenbeste@merchant-gould.com
 Correspondent Name: Mara E.DeBoe
 Address Line 1: P. O. Box 2910
 Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:	758.00000055
NAME OF SUBMITTER:	Mara E. DeBoe

TRADEMARK

CH \$115.00 1881387

Signature:	/Mara E. DeBoe/
Date:	05/05/2006
Total Attachments: 1 source=TN-merger-doc#page1.tif	

FILED
STATE OF TENNESSEE
2006 MAR -1 PM 4: 23
RILEY BARNELL
SECRETARY OF STATE

ARTICLES OF MERGER

Pursuant to Tennessee Business Corporation Act, T.C.A. §48-21-107, Donaldson Company, Inc. hereby delivers to the Secretary of State these Articles of Merger:

1. The name of the parent corporation is Donaldson Company, Inc., a Delaware corporation ("Parent"), and the name of its wholly owned subsidiary is AirCel Corporation, a Tennessee corporation ("Subsidiary").
2. At the effective time of the Merger, the shares of Subsidiary will be extinguished and the assets of Subsidiary will become assets of Parent.
3. The shares of Parent will not otherwise be affected by this merger.
4. As to Parent, the Plan of Merger and performance of its terms was duly approved and adopted by the Board of Directors of the Parent as of January 27, 2006, in compliance with the Tennessee Business Corporation Act and Delaware General Corporation Law.
5. AirCel Corporation is a wholly owned subsidiary of Parent, therefore no other director or shareholder action of Parent or Subsidiary is required under Tennessee or Delaware law.
6. The merger will be effective at the time of filing on the date these Articles of Merger are filed by the Secretary of State pursuant to T.C.A. §48-21-105, as evidenced by the Secretary of State's date and time endorsement on these Articles of Merger.
7. The Plan of Merger is on file at 1400 West 94th Street, Bloomington, Minnesota 55431, the place of business of Parent.
8. The Parent agrees that it may be served with process in the State of Tennessee in any proceeding for enforcement of any obligation of the Parent arising from this merger, and irrevocably appoints the Secretary of State of Tennessee as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Parent at 1400 West 94th Street, Bloomington, Minnesota 55431.

WITNESS our hands this 28th day of February, 2006.

DONALDSON COMPANY, INC.

By: William M. Cook
William M. Cook
Title: Chairman, President and
Chief Executive Officer

Penny H Whaley, Register
Blount County Tennessee

ec #: 307427
ec'd: 5.00 Instrument #: 485289
tate: 0.00
lark: 0.00 Recorded
DP: 2.00 3/3/2006 at 4:06 PM
dtal: 7.00 in
Record Book 2098 Pgs 1593-1593

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