

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eaton Yale Ltd.		01/23/2006	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Eaton Yale Company		
Street Address:	900-1959 Upper Water Street		
Internal Address:	Stewart McKelvey Stirling Scales		
City:	Halifax		
State/Country:	NOVA SCOTIA		
Postal Code:	B3J 2X2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2135917	SURGE PLANE	
Registration Number:	2727189	AEGIS	
CORRESPONDENCE DATA			
Fax Number:	(216)479-7015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	216-523-4131		
Email:	danielskalka@eaton.com		
Correspondent Name:	Daniel S. Kalka		
Address Line 1:	1111 Superior Avenue		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Daniel S. Kalka		
Signature:	/Daniel S. Kalka/		
Date:	01/30/2008		

CH \$65.00 2135917

Total Attachments: 15

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Nova Scotia

CERTIFICATE OF NAME CHANGE

Companies Act

Registry Number

2322522

Name of Company

EATON YALE LTD.

I hereby certify that the above-mentioned company has with approval of the Registrar of Joint Stock Companies changed its name to:

EATON YALE COMPANY

Kevin Richard

Deputy Registrar of Joint Stock Companies

January 23, 2006

Date of Name Change

TRADEMARK

REEL: 003707 FRAME: 0729



Nova Scotia

MEMORANDUM ALTERATION BY COURT ORDER

Companies Act

Registry Number

2322522

I Hereby Certify that

EATON YALE LTD.

has by order of the Supreme Court of Nova Scotia dated January 20, 2006,
altered its Memorandum of Association as set out in the attached Schedule "A".

Karen Richard

Deputy Registrar of Joint Stock Companies

January 23, 2006

Date of Alteration

SCHEDULE "A"

MEMORANDUM OF ASSOC
OF
Eaton Yale Company

1. The name of the Company is Eaton Yale Company.
2. There are no restrictions on the objects and powers of the Company and the Company shall expressly have the following powers:
 - (1) to sell or dispose of its undertaking, or a substantial part thereof;
 - (2) to distribute any of its property *in specie* among its members; and
 - (3) to amalgamate with any company or other body of persons.
3. The liability of the members is unlimited.

**PLAN OF ARRANGEMENT UNDER S. 130
OF THE COMPANIES ACT (NOVA SCOTIA)**

ARTICLE I: INTERPRETATION

1.1 Definitions

In this Plan of Arrangement, unless there is something in the subject matter or context inconsistent therewith, the following terms shall have the following meanings respectively:

- a. "Act" means the Companies Act, R.S.N.S. 1989, c.81 as amended;
- b. "Arrangement" means an arrangement under the provisions of s.130 of the Act on the terms and conditions set forth in this Plan of Arrangement and any amendment or variation hereto made in accordance with section 3.1 hereof;
- c. "Company" means Eaton Yale Ltd., a body corporate, continued under the laws of Nova Scotia;
- d. "Court" means the Supreme Court of Nova Scotia;
- e. "Effective Date" means the date a certified copy of the Final Order is delivered to the Registrar for registration giving effect to the Arrangement;
- f. "Final Order" means the final order of the Court approving the Arrangement; and
- g. "Registrar" means the Registrar of Joint Stock Companies under the Act.

1.2 Interpretation

The division of this Plan of Arrangement into articles, sections and other portions, and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Plan of Arrangement. The terms "this Plan of Arrangement", "hereof", "herein" and "hereunder" and similar expressions refer to this Plan of Arrangement and not to any particular article, section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number

Unless the context otherwise requires, words importing the singular number only shall include the plural, and vice-versa; words importing the use of any gender shall include all genders; and words importing persons shall include firms and corporations.

ARTICLE II: THE ARRANGEMENT

2.1 Alteration of Memorandum of Association of the Company

On the Effective Date, paragraph 3 of the Memorandum of Association of the Company shall be

deleted without any further act or formality and the words "The liability of the members of the Company is unlimited" shall be inserted in place thereof.

ARTICLE III: CORRESPONDING CHANGE

3.1 Change of Name of the Company

On the Effective Date the name of the Company shall be changed to *Eaton Yale Corp.*

3.2 Further Amendment and Restatement of Memorandum of Association of the Company

On the Effective Date the Memorandum of Association of the Company shall be further amended and restated in the form set out in Schedule "A" hereto.

3.3 Amendment and Restatement of Articles of Association of the Company

On or after the Effective Date the Articles of Association of the Company shall be further amended and restated in the form set out in Schedule "B" hereto.

ARTICLE IV: AMENDMENT

4.1 Amendment

The Company will, at its option, at any time prior to the granting by the Court of the Final Order, and without any further notice to or authorization on the part of any shareholder of the Company, be entitled to vary this Plan of Arrangement. This Plan of Arrangement may also be varied or amended by the Company in accordance with the Final Order in such manner as the Court may approve or require.

2006 No. SH
This is Exhibit "B" referred to in
the Affidavit of Earl R. Franklin
sworn before me this
13th day of January, 2006

Mary Grcic

A Notary Public in and for the
State of Ohio



Mary Grcic
Notary Public, State of Ohio
My Commission Expires August 16, 2010
Recorded in Lake County

404488

**APPLICATION FOR AUTHORIZATION TO CONTINUE IN ANOTHER JURISDICTION
DEMANDE D'AUTORISATION DE MAINTIEN
SOUS LE RÉGIME D'UNE AUTRE AUTORITÉ LÉGISLATIVE**

Form 7
Business
Corporations
Act
Formulaire
7
Loi
sur les
sociétés
par actions

1. Name of the corporation is: *Dénomination sociale de la société:*

E	A	T	I	O	N	Y	A	L	E	L	T	D							

2. Date of incorporation/amalgamation: *Date de la constitution/ou de la fusion:*

1978, December, 28

(Year, Month, Day)
(année, mois, jour)

3. The corporation is/is not offering securities to the public within the meaning of subsection 1(6) of the Business Corporations Act. *La société offre/n'offre pas des valeurs au public au sens du paragraphe 1(6) de la Loi sur les sociétés par actions.*
4. The corporation is not in default in filing notices and returns under the Corporations Information Act. *La société a déposé tous les avis requis par la Loi sur les renseignements exigés des personnes morales.*
5. There are no actions, suits or proceedings pending against the corporation and no unsatisfied judgements or orders outstanding against the corporation, except as follows: *Aucune action ni aucune instance n'est en cours contre la société et les jugements ou les ordonnances à l'encontre de la société ont été exécutés à l'exception de ce qui suit:*

Not applicable.

6. It is requested that the corporation be authorized under section 181 of the Business Corporations Act to apply to the proper office for an instrument of continuance continuing the corporation as if it had been incorporated under the laws of *La société demande l'autorisation aux termes de l'article 181 de la Loi sur les sociétés par actions de s'adresser au fonctionnaire compétent pour obtenir un certificat de maintien la maintenant de la même façon que si elle avait été constituée en vertu des lois de/du* 2

the Companies Act (Nova Scotia)

7. The necessity therefor is as follows: *La présente demande se fonde sur les motifs suivants:*
to permit the Corporation to carry on business under the provisions of the Companies Act (Nova Scotia).
8. The laws of the jurisdiction to which the corporation will apply for an instrument of continuance provide in effect that *Les lois de l'autorité législative à laquelle la société demandera un certificat de maintien prévoient ce qui suit:*
- (a) The property of the corporation continues to be the property of the body corporate; *(a) les biens de la société deviennent les biens de la personne morale;*
 - (b) The body corporate continues to be liable for the obligations of the corporation; *(b) la personne morale continue d'être tenue des obligations de la société;*
 - (c) An existing cause of action, claim or liability to prosecution is unaffected; *(c) le maintien n'a pas de conséquence sur les causes d'action, les créances et les poursuites dont la sociétés est passible;*
 - (d) A civil, criminal, or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and *(d) les instances civiles, pénales ou administratives auxquelles la société est partie peuvent être continuées par la personne morale ou contre elle; et*
 - (e) A conviction against the corporation may be enforced against the body corporate or a ruling, order or judgement in favour of or against the corporation may be enforced by or against the body corporate. *(e) les condamnations prononcées à l'encontre de la société sont susceptibles d'exécution à l'encontre de la personne morale et les ordonnances ou les jugements prononcés en faveur de la société ou contre elle sont susceptibles d'exécution par la personne morale ou contre elle.*
9. This application has been authorized by a special resolution. *La présente demande a été autorisée par résolution spéciale.*
10. This application is accompanied by the consent of: *La présent demande est accompagnée du consentement :*
- (a) The Corporations Tax Branch of the Ministry of Finance and *(a) d'une part, de la Direction de l'imposition des corporations du ministère des Finances;*
 - (b) The Ontario Securities Commission *(b) d'autre part, de la Commission des valeurs mobilières de l'Ontario*

This application is signed in duplicate.

La présente demande est signée en double exemplaire.

EATON YALE LTD.

(Name of Corporation)
(Dénomination sociale de la société)

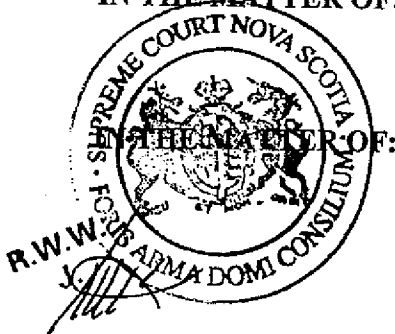
By E. R. Franklin Vice President and Secretary
(Signature) (Description of Office)
(Signature) (Fonction)
E. R. Franklin

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF:

The application of Eaton Yale Ltd.

- and -

THE COMPANIES ACT, R.S.N.S. 1989, c. 81,
amended, and in particular, Section 130 thereofORDER

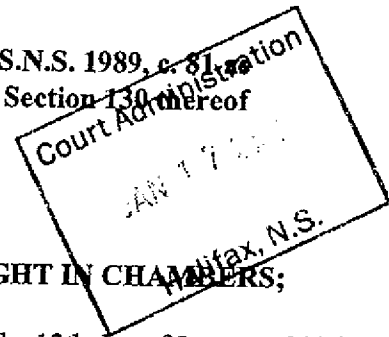
BEFORE THE HONOURABLE JUSTICE ROBERT W. WRIGHT IN CHAMBERS;

UPON HEARING READ the Affidavit of Earl R. Franklin, sworn the 13th day of January, 2006;

AND UPON HEARING counsel in support of the application;

AND UPON MOTION IT IS HEREBY ORDERED THAT:

1. Eaton Yale Ltd. (the "Company") call, hold and conduct a meeting of all the shareholders of the Company (the "Shareholders") to consider, and if deemed advisable, to pass with or without variation, the Arrangement (the "Arrangement") between the Company and the Shareholders as described in the Plan of Arrangement attached as Exhibit "A" to the Affidavit of Earl R. Franklin;
2. The date of the meeting shall be such date as of which seven days notice may be given to the Shareholders, or any earlier date of which the Shareholders may waive notice, which meeting shall be called, held and conducted in accordance with the *Companies Act*, R.S.N.S. 1989, c. 81 (the "Act"), as amended, and the Memorandum and Articles of Association of the Company and, without restricting the generality of the foregoing, the provisions of s. 130 of the Act shall apply with respect to the vote required to pass the resolution and the provisions of the Articles of Association of the Company shall apply with respect to the quorum required at the meeting or any adjournment thereof;
3. Notice of Meeting and a copy of the Plan of Arrangement shall be provided to the Shareholders of record on January 16, 2006 (or their successors by amalgamation);
4. The form of Notice of Meeting shall be as may be further directed by this court provided that no notice shall be required if the each shareholder waives notice substantially in the form attached as Exhibit "B" to the Affidavit of Earl R. Franklin;
5. The Shareholders, or their duly appointed proxies or authorized representatives, shall be entitled to receive notice of and to attend the meeting, and the only persons entitled to be represented and vote at the meeting are the Shareholders registered as of 5:00 PM Eastern Standard Time on the 16th day of January, 2006;



6. Upon approval of the Arrangement by the Shareholders in the manner set forth in this Order, the Company may apply to this Court on such date as counsel may advise by interlocutory notice (Ex Parte Application). Delivery to the Shareholders of the material referred to in paragraph 3 of this Order shall constitute good and sufficient service of such notice of the application upon all persons who are entitled to receive such notice pursuant to this Order and no other form of service need be made and no other material need be served on such person in respect of these proceedings, and such notice shall be effective on the fifth day after the said notice is mailed PROVIDED THAT the Shareholders may waive such notice, and evidence of the giving of such notice or the waiver thereof by the Shareholders shall be delivered to this Court with such application.

Dated at Halifax, Nova Scotia, this 17th day of January, 2006.

K. J. Brown
Deputy Prothonotary

I hereby certify that the foregoing document
is a true copy of the original.

Dated 17 day of Jan, 06
K. J. Brown
Deputy Prothonotary

2006

S.H. No.

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF:

The Application of **Eaton Yale Ltd.**

- and -

IN THE MATTER OF:

THE COMPANIES ACT, R.S.N.S. 1989, c.81 as amended, and in particular, Section 130 thereof

ORDER

Charles S. Reagh
STEWART MCKELVEY STIRLING SCALES
Suite 900
1959 Upper Water Street
Halifax, Nova Scotia
B3J 2X2
File No. NS2272-654

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF: **The application of Eaton Yale Ltd.**

- and -

IN THE MATTER OF: **THE COMPANIES ACT, R.S.N.S. 1989, c. 81 as amended,
and in particular, Section 130 thereof**

AFFIDAVIT

I, Earl R. Franklin, of Pepper Pike in the State of Ohio, make oath and say that:

1. I am the Secretary of Eaton Yale Ltd. (the "**Company**") and as such have personal knowledge of the matters hereinafter deposed to, except where the same are stated to be by way of information and belief.
2. The Company is a body corporate, continued and existing under the *Companies Act*, R.S.N.S., 1989, c.81.
3. The authorized and issued capital of the Company consists of 1,000,000 common shares without nominal or par value, 1,000,000 Class A preferred shares without nominal or par value and 1,000,000 special shares without nominal or par value of which 80,000 Class A preferred shares, 562,721 common shares and 100,000 special shares are issued and outstanding.
4. It has been determined by the Company with the assistance of its advisors that it would be advantageous to the Company and to its shareholder if an arrangement between the Company and its shareholder (the "**Arrangement**") was effected under Section 130 of the *Companies Act* of Nova Scotia in accordance with the Plan of Arrangement in the form set forth as Exhibit "A" to this Affidavit.
5. In order to effect such an Arrangement, the Company is applying for an interim order directing the summoning of a meeting of the holders of shares of the Company to consider and, if deemed advisable, approve the Arrangement.
6. The Company expects to obtain waiver of notice of such meeting from its shareholder in the form set out in Exhibit "B" hereto.
7. The Company has had no shareholders, other than its present shareholder, since at least January 1, 2005 other than related companies which will consent to the Arrangement.
8. The Company has no creditors other than related companies and persons paid in the ordinary course of business.

9. I swear this Affidavit in support of an application to this Honourable Court for such interim order.

SWORN TO in Cleveland, in the State of Ohio)
this 13th day of January, 2006 before me)
)
)
)
)
)
)

Mary Grcic
A Notary Public in and for the State of Ohio

Earl R. Franklin
Earl R. Franklin

Mary Grcic
Notary Public, State of Ohio
My Commission Expires August 16, 2010
Recorded in Lake County



2006 No. SH
This is Exhibit "A" referred to in
the Affidavit of Earl R. Franklin
sworn before me this
13th day of January, 2006

Mary Greic

A Notary Public in and for the
State of Ohio



Mary Greic
Notary Public, State of Ohio
My Commission Expires August 16, 2010
Recorded in Lake County

NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
FORM 25

New
Nouveau  Brunswick

NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 25

APPOINTMENT OF ATTORNEY FOR SERVICE
OR CHANGE OF ATTORNEY FOR SERVICE
EXTRA-PROVINCIAL CORPORATION
Subsection 196(2) or
Subsections 203(1) and (3)

NOMINATION DU PROCUREUR POUR FIN DE
SIGNIFICATION OU CHANGEMENT DU
PROCUREUR POUR FIN DE SIGNIFICATION
CORPORATION EXTRAPROVINCIALE
Paragraphe 196(2) ou
Paragraphe 203(1) et (3)

1. Name of Extra-Provincial Corporation / Nom de la corporation extraprovinciale EATON YALE LTD.	2. Number / Numéro 074500	3. <input type="checkbox"/> First Attorney Premier procureur <input checked="" type="checkbox"/> Change Changement
4. Address of Registered Office / Adresse du bureau enregistré 1 First Canadian Place, 42nd Floor Toronto, Ontario M5X 1B2		
5. Mailing Address (if different from registered office) / Adresse postale (si différente de l'adresse du bureau enregistré)		

6. The above-mentioned corporation has appointed

6. La corporation mentionnée ci-dessus a nommé

SMSS Corporate Services (NB) Inc.

as the corporation's attorney for service in New Brunswick. All legal steps have been taken to effect the said appointment in the jurisdiction of incorporation and that person has consented to act as attorney for service, and is authorized to accept on behalf of the corporation service of process and any notices required to be served on the corporation in New Brunswick.

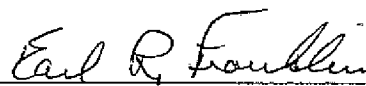
en qualité de procureur pour fin de signification de la corporation au Nouveau-Brunswick. Toutes mesures légales ont été prises en vue d'effectuer ladite nomination sous le régime de l'autorité législative en vertu de laquelle la constitution en corporation a été réalisée; la personne ainsi nommée a consenti à agir à ce titre et elle est autorisée à accepter au nom de la corporation tout acte de procédure et tout avis dont la signification est requise à l'égard de la corporation au Nouveau-Brunswick.

7. Address of Attorney for Service / Adresse du procureur pour fin de signification Attn: Lynne M. Burnham 44 Chipman Hill, Suite 1000, P.O. Box 7289, Stn. "A" Saint John, New Brunswick E2L 4S6
8. Name and address of previous attorney for service (if applicable) / Nom et adresse de l'ancien procureur pour fin de signification, (le cas échéant) Frederick D. Toole, 44 Chipman Hill, Suite 1000 P.O. Box 7289, Stn. "A" Saint John, New Brunswick E2L 4S6

Date

30 JUNE, 2004

Signature


Earl R. Franklin

Position in the Corporation
Fonction dans la corporation

Vice-President and Secretary

45-3652 (6/01)

RECORDED: 01/30/2008

TRADEMARK
REEL: 003707 FRAME: 0743