

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Western Filter Corporation		11/21/2008	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Donaldson Company, Inc.		
Street Address:	1400 W 94th Street		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55431		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2454871	WESTERN FILTER CORP.	
CORRESPONDENCE DATA			
Fax Number:	(419)255-9639		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(419) 255-5900		
Email:	macmillan@mstfirm.com		
Correspondent Name:	Richard S. MacMillan		
Address Line 1:	720 Water Street		
Address Line 2:	One Maritime Plaza, Fifth Floor		
Address Line 4:	Toledo, OHIO 43604		
ATTORNEY DOCKET NUMBER:	1-21948		
NAME OF SUBMITTER:	Richard S. MacMillan		
Signature:	/richardsmacmillan/		

CH \$40.00 2454871

Date:

05/31/2011

Total Attachments: 5

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FILED TRM

in the office of the Secretary of State
of the State of California

Delaware

PAGE 1 DEC 15 2008

The First State

I, HARRIET SMITH WINDSOR, 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:

"WESTERN FILTER CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "DONALDSON COMPANY, INC." UNDER THE NAME OF "DONALDSON COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2008, AT 12:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:01 O'CLOCK A.M.

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



0355127 8100M

081195050

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7024932

DATE: 12-15-08

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

TRADEMARK
REEL: 004550 FRAME: 0883

**CERTIFICATE OF OWNERSHIP AND MERGER OF
WESTERN FILTER CORPORATION
WITH AND INTO
DONALDSON COMPANY, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned, Thomas R. VerHage, Chief Financial Officer of Donaldson Company, Inc., a Delaware corporation, hereby certifies that on November 21, 2008, the Board of Directors of Donaldson Company, Inc. duly adopted the resolutions attached hereto as Exhibit A that approved the merger of Western Filter Corporation, a California corporation and a wholly owned subsidiary of Donaldson Company, Inc., with and into Donaldson Company, Inc., and further certifies as follows:

1. The constituent corporations are: Donaldson Company, Inc., a Delaware corporation and Western Filter Corporation, a California corporation.
2. Donaldson Company, Inc. owns one hundred percent (100%) of the outstanding capital stock of Western Filter Corporation.
3. The surviving corporation shall be Donaldson Company, Inc.
4. The certificate of incorporation of Donaldson Company, Inc. shall be the certificate of incorporation of the surviving corporation.
5. The merger shall be effective at 12:01 a.m. on January 1, 2009.

IN WITNESS WHEREOF, Donaldson Company, Inc. has caused this certificate to be executed by Thomas R. VerHage, its Chief Financial Officer, this 15th day of December, 2008.

DONALDSON COMPANY, INC.

By: Thomas R. VerHage
Name: Thomas R. VerHage
Title: Chief Financial Officer

RESOLUTIONS
OF
BOARD OF DIRECTORS
OF
DONALDSON COMPANY, INC.

MERGER OF WESTERN FILTER CORPORATION WITH AND INTO DONALDSON COMPANY, INC.

WHEREAS, Donaldson Company, Inc., a Delaware Corporation (the "Donaldson"), owns 100% of the issued and outstanding capital stock of Western Filter Corporation, a California Corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of Donaldson deems it to be in the best interest of Donaldson and its stockholders to merge the Subsidiary with and into Donaldson, effective as of 12:01 a.m. on January 1, 2009 (the "Effective Time"), pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "Delaware Code") and Sections 1100 and 1108 of the California Corporation Code (the "California Code"), with Donaldson being the surviving entity (the "Merger").

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

FURTHER RESOLVED, that, upon the filing of a form of Certificate of Ownership and Merger (the "Merger Certificate") with the Secretary of State of the State of Delaware in accordance with the provisions of Section 253 of the Delaware Code, and the subsequent filing of a certified copy of the Merger Certificate with the Secretary of State of the State of California in accordance with the provisions of Section 1108 of the California Code, Subsidiary shall be merged with and into Donaldson as of the Effective Time, the legal existence of Subsidiary as a separate legal entity shall cease and Donaldson shall continue its existence as the surviving corporation.

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

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

FURTHER RESOLVED, that the Officers and/or employees of Donaldson are hereby authorized, empowered and directed, in the name and on behalf of Donaldson, to take such steps, and do all acts and things, including, without limitation, the execution and delivery of any and all

documents, agreements, certificates or instruments, as are or may become necessary or appropriate, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, the drafting and filing of a Merger Certificate in accordance with Section 253 of the Delaware Code and filing of a certified copy of the Merger Certificate in accordance with Section 1108 of the California 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.

FURTHER RESOLVED, all actions taken by any Officer or employee of Donaldson prior to the date hereof to effect the Merger are hereby ratified, approved and adopted.



I hereby certify that the foregoing transcript of 29 page(s) *RM* is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 10 2011

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State