

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/07/2002
CONVEYING PARTY DATA	
Name	Execution Date
Reliance Electric Industrial Company	05/07/2002
RECEIVING PARTY DATA	
Name:	Reliance Electric Company
Street Address:	6040 Ponders Court
City:	Greenville
State/Country:	SOUTH CAROLINA
Postal Code:	29615
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6313556
CORRESPONDENCE DATA	
Fax Number:	(314)552-7179
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(314) 552-6000
Email:	ipdocket@thompsoncoburn.com, svarney@thompsoncoburn.com
Correspondent Name:	Caroline G. Chicoine
Address Line 1:	One U.S. Bank Plaza
Address Line 4:	St. Louis, MISSOURI 63101
ATTORNEY DOCKET NUMBER:	37125/63148
NAME OF SUBMITTER:	Caroline G. Chicoine

Total Attachments: 3
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RELIANCE ELECTRIC COMPANY

INTO

RELIANCE ELECTRIC INDUSTRIAL COMPANY

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

RELIANCE ELECTRIC COMPANY, a corporation organized and existing under the laws of Delaware ("Parent"), DOES HEREBY CERTIFY THAT:

FIRST: Parent is a corporation organized and existing under the General Corporation Law of the State of Delaware, and its Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on December 12, 1986. Parent was incorporated under the name Reliance Acquisition Corporation.

SECOND: Reliance Electric Industrial Company ("REIC") is a corporation organized and existing under the General Corporation Law of the State of Delaware and its Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on December 22, 1986. REIC was incorporated under the name REC Acquisition Corporation.

THIRD: Parent owns 100% of the outstanding shares of Common Stock of REIC, which is the only class of stock of REIC outstanding.

FOURTH: Parent, by the following resolutions of its Board of Directors duly adopted by unanimous written consent dated April 30, 2002, determined to merge itself into and with REIC:

RESOLVED, that effective at the Effective Time (as hereinafter defined), but subject to the approval of Rockwell Automation, Inc., the sole stockholder of the Corporation, the Corporation, which is the owner of all the outstanding stock of Reliance Electric Industrial Company, a Delaware corporation ("REIC"), be merged into and with REIC upon the terms and conditions set forth below, with REIC being the surviving corporation (the "Surviving Corporation") following such merger, in a reorganization pursuant to Internal Revenue Code Section 368(a)(1)(D); and further

RESOLVED, that the terms and conditions of such merger shall be as follows:

(a) At the Effective Time, by virtue of the merger and without any action on the part of the Corporation or REIC:

(1) REIC shall succeed to all of the rights, privileges, powers, franchises, patents, trademarks, licenses, registration and other property and assets of every kind and description of the Corporation, and REIC shall assume all of the liabilities of the Corporation, including without limitation, the Corporation's obligations under the Indenture dated as of April 1, 1993 between Reliance Electric Company and Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as Trustee, as supplemented by the First Supplemental Indenture dated as of April 14, 1993.

(2) Each outstanding share of Common Stock of REIC owned by the Corporation shall be cancelled with no payment being made with respect thereto.

(3) Each outstanding share of Common Stock of the Corporation shall be converted into and become one fully paid and nonassessable share of Common Stock of the Surviving Corporation and the Surviving Corporation will continue as a wholly-owned subsidiary of Rockwell Automation, Inc.

(b) Subject to approval of such merger by the Corporation's sole stockholder, such merger shall be effective at 5:00 p.m. (EDT) on May 7, 2002 (the "Effective Time").

(c) The Certificate of Incorporation and Bylaws of REIC in effect at and as of the Effective Time will be the Certificate of Incorporation and Bylaws of the Surviving Corporation upon and following the merger, provided that on the Effective Date, Paragraph 1 of the Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"1. Name. The name of the Corporation is Reliance Electric Company".

(d) The directors and officers of REIC in office at and as of the Effective Time will be the directors and officers of the Surviving Corporation upon and following the merger and shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified; and further

RESOLVED, that it is hereby directed that the merger be submitted to the sole stockholder of this Corporation for its consideration and approval by written consent; and further


RESOLVED, that the appropriate officers of this Corporation be, and each of them hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Corporation into and with REIC, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

FIFTH: The merger of Parent into and with REIC has been approved by the sole stockholder of Parent by written consent dated May 7, 2002 in accordance with Sections 253 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Reliance Electric Company has caused this Certificate of Ownership and Merger to be signed by its officers thereunto duly authorized this 7th day of May, 2002.

RELIANCE ELECTRIC COMPANY

By: 
W. J. Calise, Jr.
Vice President

Attest: 
K. A. Balistreri
Secretary

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