

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/15/2008
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Western Filter Corporation	11/21/2008
<b>RECEIVING PARTY DATA</b>	
Name:	Donaldson Company, Inc.
Street Address:	1400 West 94th Street
Internal Address:	P.O. Box 1299
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55440-1299
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Patent Number:	5702592
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(612)746-4781
Phone:	(612)746-4780
Email:	sboerboom@pdsdlaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Pauly, Devries Smith & Deffner, L.L.C.
Address Line 1:	45 South Seventh Street
Address Line 2:	Plaza Seven, Suite 3000
Address Line 4:	Minneapolis, MINNESOTA 55402-1630
ATTORNEY DOCKET NUMBER:	758.7175USPA
NAME OF SUBMITTER:	Katherine M. DeVries Smith

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**PATENT**  
**REEL: 027049 FRAME: 0302**

**Total Attachments: 5**

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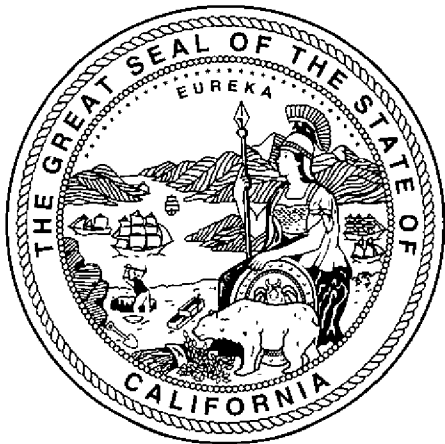
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**State of California**  
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 17 2008

DEBRA BOWEN  
Secretary of State

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**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

# Delaware

*The First State*

DEC 15 2008

PAGE 1 EFFECTIVE  
DATE  
JAN 01 2009

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.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 7024932

DATE: 12-15-08

PATENT  
REEL: 027049 FRAME: 0305

**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

**EXHIBIT A**

**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.

