

08-08-2002



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EXPRESS MAIL CERTIFICATE

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Date of Deposit: **July 31, 2002**
I hereby certify that this **Recordation Form Cover Sheet and Fee**
are being deposited with the United States Postal Service
as "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.110 on
the date indicated above and is addressed to Box Assignment,
Commissioner for Patents and Trademarks, Washington, D.C. 20231

Christine A. Hutter
By: Christine A. Hutter

MAD
7-31-02

TRADEMARKS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANT : Westinghouse Air Brake Company
FOR THE MARK : **ESP**
APPLICATION NO. : 75/707,235
FILING DATE :
ATTORNEY DOCKET :

DOCUMENT 1 OF 2

Box Assignment
Commissioner :
Washington, D

Dear Sir:

Please
thereof.

1. Name of conveying Party(ies):

WESTINGHOUSE AIR BRAKE COMPANY

Entity:

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware

Other
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FINANCE SECTION
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RECORDS

TRADEMARK
REEL: 002557 FRAME: 0456

2. Name and Address of receiving Party(ies):

Name: Westinghouse Air Brake Technologies Corporation

Internal Address: _____

Street Address: 1001 Air Brake Avenue

City: Wilmerding

State: Pennsylvania ZIP: 15148-0001

Entity:

Individual-Citizenship Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name

Security Agreement Merger

Other _____

Execution Date: December 23, 1999

4. Application number(s) or registration number(s).

Additional sheet attached? Yes No

A. Trademark Appl. No.(s) 75/707,235 B. Trademark Reg. No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christopher B. Fagan

Firm: Fay, Sharpe, Fagan, Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41): \$ 40.00

Enclosed

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): 06-0308

DO NOT USE THIS SPACE

9. Statement and signature.

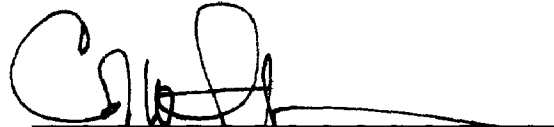
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP

7-31-02

Date


Christopher B. Fagan
Colleen Flynn Goss
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 8

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WABCO MERGER SUBSIDIARY, INC.
INTO
WESTINGHOUSE AIR BRAKE COMPANY**

Westinghouse Air Brake Company ("WABCO"), a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That WABCO was incorporated on the 19th day of October, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That WABCO owns all of the outstanding shares of the stock of WABCO Merger Subsidiary, Inc. , a corporation incorporated on the 23rd day of December, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That WABCO, by the following resolutions of its Board of Directors, duly adopted at a meeting held on November 11, 1999, filed with the minutes of the Board, determined to merge into itself said WABCO Merger Subsidiary, Inc.:

RESOLVED, that WABCO Merger Subsidiary, Inc. be incorporated as a Delaware corporation and wholly-owned subsidiary of WABCO (the "Subsidiary"), and that Subsidiary be merged with and into WABCO and that WABCO assume all of its obligations;

RESOLVED FURTHER, that the merger shall be effective upon filing with the Secretary of State of Delaware;

RESOLVED FURTHER, that the proper officers of WABCO be and they are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Subsidiary and assume its liabilities and obligations, 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 such other acts and things and to execute, sign, verify, acknowledge, deliver, file and record all such other instruments, returns and documents, in the name and on behalf of WABCO and under its corporate seal or otherwise, as they in their judgment shall deem necessary, proper or advisable in order to effect said merger;


RESOLVED FURTHER, that WABCO change its corporate name by changing Article FIRST of its Restated Certificate of Incorporation to read as follows:

Article FIRST: The name of the Corporation is Westinghouse Air Brake Technologies Corporation.

RESOLVED FURTHER, that if in connection with the merger and action referred to above, any specific form of resolution is required to be adopted, such resolution be and the same hereby is adopted, and the Secretary be, and he hereby is, authorized and directed to certify such resolution as having been adopted and to attach a copy thereof hereto.

IN WITNESS WHEREOF, said Westinghouse Air Brake Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer this 23rd day of December, 1999.

WESTINGHOUSE AIR BRAKE COMPANY


 By _____
 Name Robert S. Brooks
 Title VP & Sec.

CERTIFICATION

I hereby certify that the Certificate of Ownership and Merger Merging Wabco Merger Subsidiary, Inc. into Westinghouse Air Brake Company and changing the name of the corporation from Westinghouse Air Brake Company to Westinghouse Air Brake Technologies Corporation is a true and exact copy of the original Certificate of Ownership.

July 26, 2002
Date

Angelina F. Beyerl
Angelina F. Beyerl

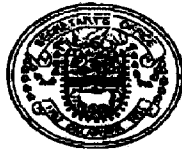
Notarial Seal
Angelina F. Beyerl, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Sept. 24, 2004
Member, Pennsylvania Association of Notaries

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"WABCO MERGER SUBSIDIARY, INC.", A DELAWARE CORPORATION, WITH AND INTO "WESTINGHOUSE AIR BRAKE COMPANY" UNDER THE NAME OF "WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 10:31 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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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

0164549

DATE:

12-27-99