



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)                      B. Trademark Reg. No.(s)  
\_\_\_\_\_                      2,525,635

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

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): \_\_\_\_\_

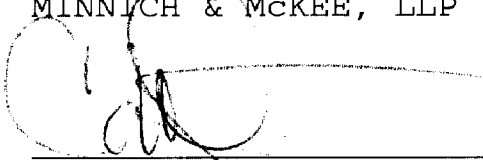
DO NOT USE THIS SPACE

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



March 13, 2003  
Date

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

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

**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 19<sup>th</sup> 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 23<sup>rd</sup> 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.



2211085 8100M

991559179

Edward J. Freel, Secretary of State

AUTHENTICATION: 0164549

DATE: 12-27-99