

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	MERGER
------------------------------	--------

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
United Dominion Industries, Inc.		12/30/2003	CORPORATION:

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	SPX Corporation
<b>Street Address:</b>	13515 Ballantyne Corporate Place
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28277
<b>Entity Type:</b>	CORPORATION:

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2843427	MARLEY INDUSTRIAL PRODUCTS

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(202)861-1783
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	202.861.1500
<b>Email:</b>	trademarks@bakerlaw.com
<b>Correspondent Name:</b>	Baker & Hostetler, LLP
<b>Address Line 1:</b>	1050 Connecticut Avenue, N.W.
<b>Address Line 2:</b>	Washington Square, Suite 1100
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20036-5304

<b>ATTORNEY DOCKET NUMBER:</b>	87340.0025
--------------------------------	------------

<b>NAME OF SUBMITTER:</b>	John H. Weber
---------------------------	---------------

<b>Total Attachments: 5</b> source=United_D#page1.tif source=United_D#page2.tif source=United_D#page3.tif source=United_D#page4.tif
---

CH \$40.00 2843427



# Delaware

PAGE 1

*The First State*

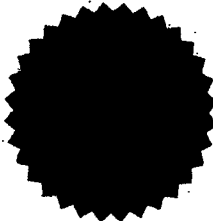
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UNITED DOMINION INDUSTRIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "SPX CORPORATION" UNDER THE NAME OF "SPX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 6:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 11 O'CLOCK A.M.

0681209 8100M

040058899



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2894592

DATE: 01-28-04

TRADEMARK  
REEL: 002945 FRAME: 0502

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
UNITED DOMINION INDUSTRIES, INC.  
INTO  
SPX CORPORATION**

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

SPX Corporation, a corporation organized and existing under the laws of the state of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 9<sup>th</sup> day of February 1968, pursuant to the General Corporation Law of the state of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of common stock, par value \$1.00 per share, of United Dominion Industries, Inc., a corporation incorporated on the 27<sup>th</sup> day of June 1968, pursuant to the General Corporation Law of the state of Delaware.

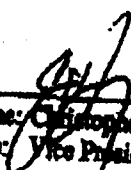
THIRD: That this Corporation, by resolutions of its board of directors attached hereto as Exhibit A, duly adopted at a meeting of its members on the 10<sup>th</sup> day of December 2003 and filed with the minute book of this Corporation, determined to merge United Dominion Industries, Inc. with and into this Corporation.

FOURTH: That the merger herein provided for shall be effective at 11:00 a.m. E.S.T. on December 30, 2003.

ESy03wllmra032804.2

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by  
Christopher J. Kearney, its Vice President and Secretary, this 29<sup>th</sup> day of December 2003.

SPX CORPORATION

By:   
Name: Christopher J. Kearney  
Title: Vice President and Secretary

SPX Corporation 12/29/03

Exhibit A

RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
SPX CORPORATION

MERGER OF UNITED DOMINION INDUSTRIES, INC. WITH AND INTO SPX CORPORATION

WHEREAS, SPX Corporation, a Delaware corporation (the "Company") is the direct owner of all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "UDII Stock"), of United Dominion Industries, Inc., a Delaware corporation ("UDII"); and

WHEREAS, the Company desires to merge UDII with and into the Company, with the Company to be the surviving corporation (such corporation in its capacity as the surviving corporation being hereinafter sometimes called the "UDII Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law (the "UDII Merger").

NOW, THEREFORE, BE IT HEREBY:

UDII Merger. Terms of the UDII Merger

RESOLVED, that, the Company shall cause to be filed an appropriate certificate of ownership and merger embodying these resolutions with the Secretary of State of the state of Delaware (the date and time of such filing, or such later date and time as set forth in such certificate, being hereinafter referred to as the "UDII Effective Time"), and at the UDII Effective Time, the Company shall merge UDII with and into the Company in accordance with the Delaware General Corporation Law.

RESOLVED, that the terms and conditions of the UDII Merger are as follows:

(1) At the UDII Effective Time, (a) the certificate of incorporation of the Company shall be the certificate of incorporation of the UDII Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Company shall be the bylaws of the UDII Surviving Corporation until thereafter changed or amended and (c) the directors of the Company shall be the directors of the UDII Surviving Corporation, and the officers of the Company shall be the officers of the UDII Surviving Corporation, in each case until their successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the UDII Surviving Corporation or as otherwise provided by law.

(2) At the UDII Effective Time, by virtue of the UDII Merger and without any action on the part of the Company, the UDII Surviving Corporation or UDII, each issued and outstanding share of UDII Stock shall be cancelled and retired without payment of any consideration for such cancelled share.

(3) At the UDII Effective Time, the UDII Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the UDII Merger, and shall be subject to all the debts, liabilities and duties of each of the constituent corporations in the same manner as if the UDII Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law.

(4) At any time prior to the UDII Effective Time, these resolutions and the UDII Merger may be amended or terminated by the board of directors of the Company (the "Board of Directors") as provided in section 253(c) of the Delaware General Corporation Law.

RESOLVED, that the President, any Vice President or other officer of the Company; such other persons as the Board of Directors may designate from time-to-time; and any additional persons as such officers or designated persons may further designate (each, an "Authorized Officer" and together, the "Authorized Officers") be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Company, a certificate of ownership and merger setting forth a copy of these resolutions providing for the UDII Merger, and to cause the same to be filed with the Secretary of State of the state of Delaware.

General Resolutions

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Company, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Authorized Officer in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.