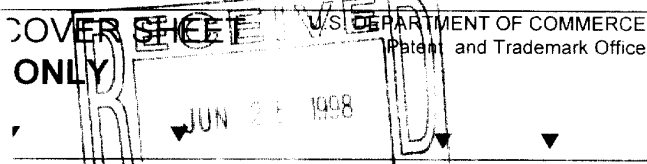


06-29-1998



OMB No. 0651-0011 (exp. 4/94)



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To the Honorable Com. 100750479

Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

U.S. FILTER Wastewater Group, Inc.
40-004 Cook Street
Palm Desert, CA 92211

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

United Sates Filter Corporation.
40-004 Cook Street
Palm Desert, CA 92211

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporate-State of Delaware
 Other

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: April 23, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 771,025, 836,575, 934,087; 626,766; 1,631,485, 286,793; 1,838,559

Additional numbers attached? Yes No

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

Attorney Name: Christine R. Ethridge, Esq.
Firm Name: Kirkpatrick & Lockhart LLP
1500 Oliver Building
Pittsburgh, PA 15222-2312

6. Total number of applications and/or registrations involved: 7

7. Total fee (37 CFR 3.41): \$190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number: 11-1110
(Attach duplicate of this page 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.

Christine R. Ethridge
Name of Person Signing

Christine R. Ethridge
Signature

6/23/98
Date

Total number of pages including cover sheet, attachments, and document _____

06/26/1998 BNGUYEN 00000139 771025

01 FC:481
02 FC:482

40.00 OP
150.00 OP

SCHEDULE A

MARK	REGISTRATION DATE	REGISTRATION NO.
ADJUSTAIR	June 9, 1964	771,025
DEFLECTOFUSER	October 10, 1967	836,575
DISCFUSER	November 23, 1971	934,087
FLEXOFUSER	May 15, 1976	626,766
FLEXOPLATE	January 15, 1981	1,631,485
STRAIGHTLINE	September 1, 1931	286,793
TRAVALIFT	June 7, 1994	1,838,559

ASSIGNMENT AGREEMENT

U.S. Trademark

WHEREAS, U.S. FILTER WasteWater Group, Inc., a corporation organized under the laws of the State of Delaware, having a place of business at 40-004 Cook Street, Palm Desert, California 92211, (hereinafter "Assignor"), is the owner of the United States Trademarks and Trademark applications which are specifically identified and listed in Schedule A attached hereto, incorporated herein and made a part hereof (the "Trademarks"); and

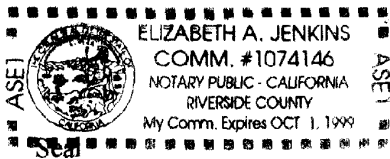
WHEREAS, United States Filter Corporation, a corporation organized under the laws of the State of Delaware, having a place of business at 40-004 Cook Street, Palm Desert, California 92211, (hereinafter "Assignee"), is desirous of acquiring all of Assignor's right, title and interest in the Trademarks and the goodwill associated therewith, including its right to sue for and collect for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which by Assignor is hereby acknowledged, and intending to be legally bound hereby, the said Assignor does hereby sell, assign, transfer and set over unto said Assignee its entire right, title and interest in and to the Trademarks and the goodwill associated therewith, including Assignor's right to sue for and collect damages and other recoveries for past infringement thereof; the same to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made.

And for the consideration aforesaid, Assignor agrees that it will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful acts deemed necessary by said Assignee to record the assignment of Trademarks and to otherwise carry out the terms of this Agreement.

EXECUTED this 23rd day of ~~March~~ ^{April}, 1998.

U.S. FILTER WasteWater Group, Inc.



By: [Signature]
Name: Michael E. Hulme, Jr.
Title: Vice President & Asst. Sec.

State of Riverside California
County of Riverside

Before me, a Notary Public, personally appeared Michael E. Hulme, Jr. who is known to me to be the Vice President & Asst. Sec. of U.S. FILTER WasteWater Group, Inc and who signed the foregoing on behalf of U.S. FILTER WasteWater Group, Inc.

[Signature]
Notary Public