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12-23-1998

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ATTY. DOCKET NO. 718/24 & 718/26

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying part(ies)

THE CYRIL BATH COMPANY

MD 12-21-98

- Individual
- Association
- General Partnership
- Limited Partnership

Corporation - DELAWARE

Other limited liability company

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

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Effective Date August 6, 1998

(Designations must be a separate document from assignment)

2. Name and address of receiving party(ies)

Name: ALSTOM USA Inc.

Internal Address: Same as Street Address

Street Address: 4 Skyline Drive

City/State/Zip: Hawthorne, New York 10532-2160 USA

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State DELAWARE

Other Florida limited liability company

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

Additional name(s) & address attached? Yes No

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OPR/FINANCE

4. Application Number(s) or patent number(s):

A. Trademark Application No.(s)

75/418,406
75/418,407

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: J. Scott Evans, Esq.
ADAMS LAW FIRM, P.A.
2180 Two First Union Plaza
301 S. Tryon St.
Charlotte, NC 28282

6. Total Number of applications and registrations involved: 2

7. Total Fee (37 C.F.R. 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit for deficiencies

8. Deposit Account No. 01-0265

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.

J. Scott Evans, Esq.
Name of Person Signing

J. Scott Evans
Signature

December 16, 1998
Date

Total number of pages including cover sheet, attachments, and document: 9

12/22/1998 DMGUYEN 00000300 75418406

01 FC:481
02 FC:482

40.00 OP
25.00 OP

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: **BOX ASSIGNMENTS**, Assistant Commissioner for Patents & Trademarks, Washington, D.C. on 12/16/98. Date of Signature: 12/16/98.

Signature: Kristie R. Pierce
Kristie R. Pierce

TRADEMARK
REEL: 1831 FRAME: 0056

ALSTOM USA INC.
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF MEETING

In lieu of a meeting of the Board of Directors of ALSTOM USA Inc., a Delaware corporation (the "Corporation"), the undersigned being the all the Directors of the Corporation, do hereby consent to the actions hereafter set forth, and declare that said actions shall be and hereby are taken by Board of Directors of the Corporation as of the date hereof:

RESOLVED that the following persons be, and they hereby are elected to the offices set forth opposite their respective names, to serve until their respective successors shall be elected and shall qualify or until their earlier resignation or removal:


Paul J. Jancek	-	President
Tracey J. Smith	-	Vice President, Secretary and Treasurer
John Coonan	-	Assistant Secretary and Assistant Treasurer
Alfred R. Brady	-	Vice President and General Manager - Alstom Energy Systems
John J. Price	-	Assistant Secretary and Assistant Treasurer
Jorge A. Camacho	-	Vice President - Alstom Energy Systems
Richard Sawyer	-	Vice President and General Manager - Transformers
Bruce Deline	-	Assistant Secretary and Assistant Treasurer
Michael Kangas	-	General Manager - High Voltage Switchgear
Charles Drago	-	Assistant Secretary and Assistant Treasurer
Georges Montillet	-	Deputy General Manager - High Voltage Switchgear
A. Tyler Schilling	-	Vice President and General Manager - Automation Unit
Wesley D. Gerriets	-	Assistant Secretary
Leonel Sarrico	-	Assistant Treasurer
Joseph Hiteshue	-	Vice President and General Manager - Pressure Systems
Michael Zimmer	-	Assistant Secretary and Assistant Treasurer
James A. McNally	-	Vice President Sales - Pressure Systems
Jesse C. Ford	-	Vice President Engineering - Pressure Systems

IN WITNESS WHEREOF, the undersigned have duly executed this joint unanimous written consent of the Board of Directors of ALSTOM USA Inc., which consent may be executed in one or more counterparts, each of which has been deemed an original and all of which together shall constitute but one and the same instrument, effective as of 22 June 1998.

BOARD OF DIRECTORS:


Paul Jancek


Tracey Smith


Bertrand Verd de Saint Julien


Etienne De

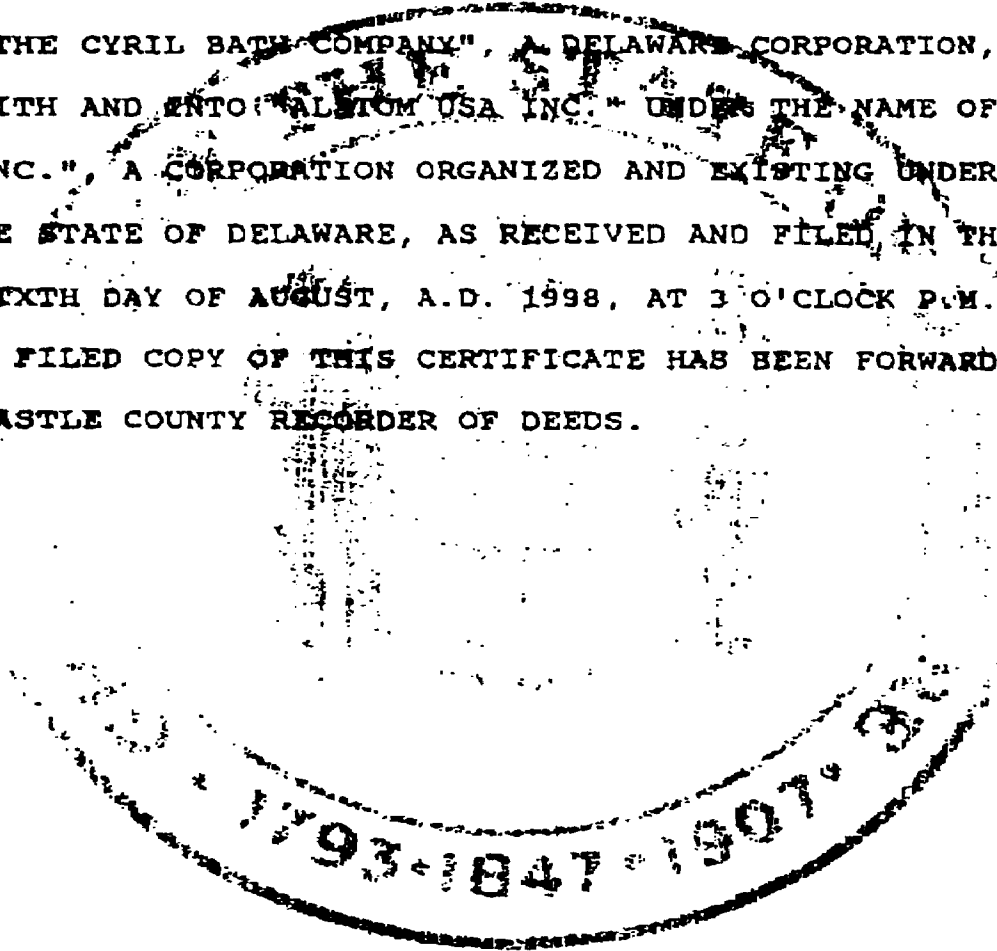

Lucien Fischer

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:

"THE CYRIL BATH COMPANY", A DELAWARE CORPORATION, WITH AND INTO "ALSTOM USA INC." UNDER THE NAME OF "ALSTOM USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 1998, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE CYRIL BATH COMPANY

INTO

ALSTOM USA INC.

ALSTOM USA Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on December 2, 1983, pursuant to the Delaware Corporation Law.

SECOND: That the Corporation owns all of the outstanding shares of each class of issued stock of The Cyril Bath Company, a corporation incorporated on September 18, 1991, pursuant to the Delaware Corporation Law ("Cyril Bath").

THIRD: That the merger of Cyril Bath into the Corporation was approved and adopted by resolutions of the board of directors of the Corporation on July 1, 1998, a copy of which is attached hereto as Exhibit A.

W6-NY981260.431

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TRADEMARK
REEL: 1831 FRAME: 0059

IN WITNESS WHEREOF, ALSTOM USA Inc. has caused this Certificate of Merger to be signed by the undersigned on its behalf as of this 15th day of July, 1998.

ALSTOM USA INC.

By: Paul Jancek
Name: Paul Jancek
Title: President

ATTEST

By: Tracey J. Smith
Tracey J. Smith
Secretary

W6-NY980920.491

TRADEMARK
REEL: 1831 FRAME: 0060

ALSTOM USA INC.

Written Consent of the Board of Directors

The undersigned being all the members of the Board of Directors (the "Board") of ALSTOM USA Inc., a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions:

RESOLVED, that The Cyril Bath Company (the "Subsidiary"), a Delaware corporation and a wholly owned subsidiary of the Corporation, be merged with and into the Corporation, by which action the separate corporate existence of the Subsidiary shall cease and the Corporation shall succeed to the ownership of all the assets and assume all of the obligations of the Subsidiary (the "Merger"); and further

RESOLVED, that the Merger shall become effective upon the filing with the Secretary of State of Delaware of a Certificate of Ownership and Merger in accordance with Section 253 of the Delaware Corporation Law; and further

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

1. Upon the effectiveness of the Merger, each outstanding share of stock of the Subsidiary shall be canceled and cease to exist without any payment with respect thereto;
2. Upon the effectiveness of the Merger, each outstanding share of stock of the Subsidiary shall remain outstanding as a share of the surviving corporation;
3. The Certificate of Incorporation, By-Laws, directors and officers of the Corporation immediately prior to the effectiveness of the Merger shall continue as such for the surviving corporation;
4. At any time prior to the effectiveness of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of the Corporation may rescind these resolutions and determine not to effect the Merger, and further
5. At any time prior to the effectiveness of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of the Corporation may amend such Certificate.

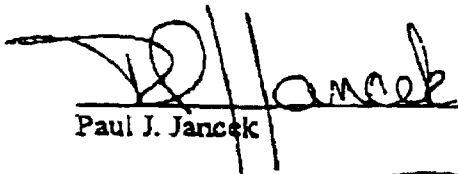
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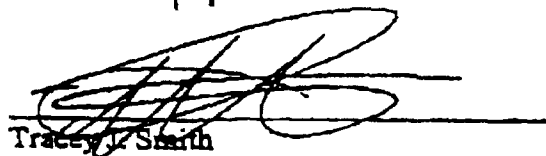
RESOLVED, that the officers of the Corporation be and each hereby is authorized and directed to take any and all actions including the execution of all such documents as they, with the advice of counsel, may deem necessary or desirable in order to carry out the full intent and purposes of the foregoing resolutions.

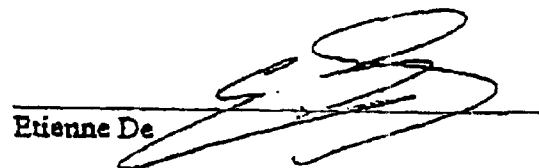
RESOLVED, that all action heretofore taken, or caused to be taken, by the officers of the Corporation in connection with the transactions contemplated by these resolutions be and hereby are in all respects ratified, approved and affirmed.

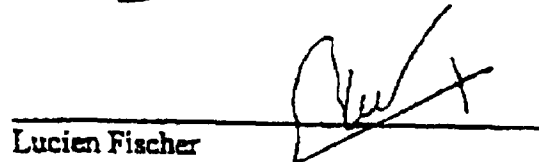
IN WITNESS WHEREOF, this Written Consent has been executed by the undersigned on this 1st day of July, 1998.


Paul J. Jancek


Bertrand verd de Saint Julien


Tracey J. Smith


Etienne De


Lucien Fischer