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01-15-1999

HEET



FORM PTO-1594

(Rev. 6-93)

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

100942818

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): 1-12-99
CPC Engineering Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Massachusetts
 Other

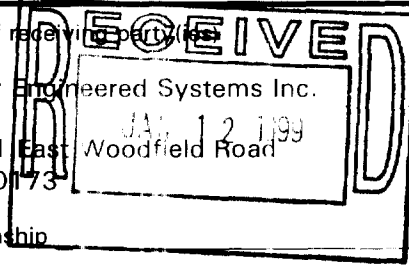
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: February 9, 1993

2. Name and address of receiving party(ies)
Name: Wheelabrator Engineered Systems Inc.
Internal Address:
Street Address: 1501 East Woodfield Road
Schaumburg, IL 60173
 Individual(s) 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,110,805

Additional numbers attached? Yes No

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

Name: Peter C. Lando
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved:..... [1]

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

01/14/1999 DNGUYEN 00000146 1:10805

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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.

Peter C. Lando

Name of Person Signing

[Signature]

Signature

January 7, 1999

Date

Total number of pages including cover sheet, attachments, and document: [6]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"C. P. C. ENGINEERING CORPORATION", A MASSACHUSETTS CORPORATION,

WITH AND INTO "WHEELABRATOR ENGINEERED SYSTEMS INC." UNDER THE NAME OF "WHEELABRATOR ENGINEERED SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF FEBRUARY, A.D. 1993, AT 10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2079727 8100M

960334233

AUTHENTICATION: 8195079

DATE: 11-15-96

TRADEMARK
REEL: 1839 FRAME: 0921

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 02/09/1993
733040053 - 2079727

STATE OF DELAWARE
Secretary of State

CERTIFICATE OF MERGER

OF

C. P. C. Engineering Corporation

INTO

Wheelabrator Engineered Systems Inc.

* * * *

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
C. P. C. Engineering Corporation	Massachusetts
Wheelabrator Engineered Systems Inc.	Delaware

SECOND: That an agreement or merger, attached hereto as Exhibit A, between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware and Chapter 156B, Section 114 of the General Laws of the State of Massachusetts.

THIRD: That the name of the surviving corporation of the merger is Wheelabrator Engineered Systems Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Wheelabrator Engineered Systems Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

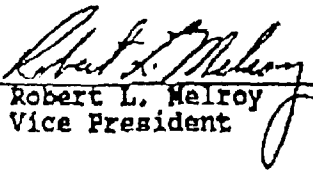
SEVENTH: The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value Per Share</u>
C. P. C. Engineering Corporation	Common	250	\$10.

Dated: January 20, 1993

WHEELABRATOR ENGINEERED
SYSTEMS INC.

By


Robert L. Melroy
Vice President

ATTEST:

By



Sally H. Gallup
Assistant Secretary

EXHIBIT A

December 31, 1992

PLAN OF MERGER

1. WHEELABRATOR ENGINEERED SYSTEMS INC., a Delaware corporation ("Surviving Corporation"), hereby merges into itself CPC ENGINEERING CORPORATION, a Massachusetts corporation ("Merging Corporation"); the Merging Corporation shall be and hereby is merged into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation in effect on the date of merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger until amended or repealed.

3. The by-laws of the Surviving Corporation as they shall exist on the effective date of merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

4. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

5. Each share of stock of the Surviving Corporation which shall be issued on the effective date of this Agreement shall remain issued. All of the issued shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation are to be issued in exchange therefor.

6. All the property, rights, privileges, powers and franchises of the Merging Corporation shall upon the effectiveness of the merger be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were theretofore held and enjoyed by the Merging Corporation and the Surviving Corporation shall thereupon assume all of the obligations of the

Merging Corporation.

7. The purpose of the Surviving Corporation is: to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

WHEELABRATOR ENGINEERED SYSTEMS INC.

By Robert L. Melroy
Robert L. Melroy
Vice President

ATTEST:

By Sally Gallup
Sally Gallup
Assistant Secretary

CPC ENGINEERING CORPORATION

By Robert L. Melroy
Robert L. Melroy
Vice President

ATTEST:

By Sally Gallup
Sally Gallup
Assistant Secretary