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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

1-12-99



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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.

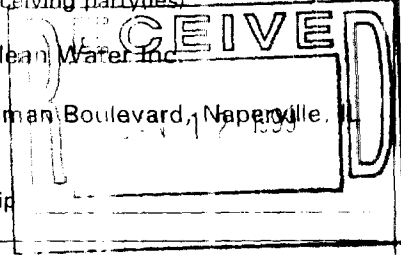
1. Name of conveying party(ies):
Wheelator Engineered Systems Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

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

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

Execution Date: May 25, 1995

2. Name and address of receiving party(ies):
Name: Wheelabrator Clean Water Inc.
Internal Address:
Street Address: 55 Shuman Boulevard, Naperville, IL 60563
 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: 23/28:5

01/14/1999 DNGUYEN 00000145 1110805

01 FC:461 40.00 DP

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

January 7, 1999
Date

Total number of pages including cover sheet, attachments, and document. [4]

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

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 AMENDMENT OF "WHEELABRATOR ENGINEERED SYSTEMS INC.", CHANGING ITS NAME FROM "WHEELABRATOR ENGINEERED SYSTEMS INC." TO "WHEELABRATOR CLEAN WATER INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1995, AT 2 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8782968

DATE: 12-01-97

TRADEMARK

REEL: 1839 FRAME: 0942

MAY-25-1995 13:48

603 929 3139
WHEELABRATOR

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 05/25/1995
950116293 - 2079727

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
WHEELABRATOR ENGINEERED SYSTEMS INC.

WHEELABRATOR ENGINEERED SYSTEMS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Law"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of WHEELABRATOR ENGINEERED SYSTEMS INC., by the unanimous written consent of its members pursuant to Section 141(f) of the Law, filed with the minutes of the proceedings of the Board, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, by the Board of Directors and the Stockholders of the Corporation that Article FIRST: of the Certificate of Incorporation of the Corporation be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is WHEELABRATOR CLEAN WATER INC. (hereinafter the "Corporation").

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and hereby is, for and on behalf of the Corporation, authorized to execute and deliver and shall cause to be filed, as appropriate, such certificates, instruments and other documents, and shall take such other actions as in their judgment may be necessary or advisable to effect the proposed amendment and the intent of these resolutions.

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SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the Law and that said consent has been filed with the minutes of the proceedings of the stockholders.

THIRD: That the aforesaid amendment of the Certificate of Incorporation was duly adopted pursuant to the applicable provisions of Section 141, 228 and 242 of the Law.

IN WITNESS WHEREOF, said WHEELABRATOR ENGINEERED SYSTEMS INC. has caused this instrument to be executed for and on its behalf by a Vice President, thereunto duly authorized, and attested by an Assistant Secretary, this 23rd day of May, 1995.

WHEELABRATOR ENGINEERED SYSTEMS INC.

By Mark Paul
Vice President

ATTEST:

Barbara Rindfleisch
Assistant Secretary