

09-01-1999

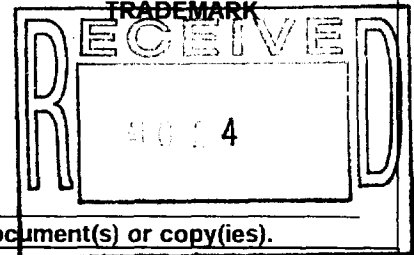
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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/31/1999 MTHAI1 00000242 500785 75520349

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 001951 FRAME: 0411

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75-520,349"/>	<input type="text" value="75-369,997"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,069,438"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

MICHELLE P. GOOLSBY

Name of Person Signing



Signature

8/24/99

Date Signed

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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 "CF NORTHERN, INC.", CHANGING ITS NAME FROM "CF NORTHERN, INC." TO "NORTHERN FALLS WATER COMPANY, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2949612 8100

981388151

AUTHENTICATION:

9342778

DATE:

10-07-98

TRADEMARK  
REEL: 001951 FRAME: 0413

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

CF Northern, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"),

DOES HEREBY CERTIFY:

**FIRST:** that the Board of Directors of the Corporation, acting by written consent of the Sole Director, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that said amendment be submitted to the sole stockholder of the Corporation for its consideration. The resolutions setting forth the proposed amendment is as follows:

**RESOLVED,** that the Board of Directors hereby recommends that, effective upon the closing under the Purchase Documents, Article I of the Company's certificate of incorporation be amended and restated in its entirety as follows:

"The name of the Corporation is Northern Falls Water Company, Inc."

**RESOLVED,** that each officer of the Company is hereby authorized and directed, on behalf of the Company, to submit the proposed amendment to the Company's sole stockholder for approval.

**RESOLVED,** that upon approval of the proposed amendment by the Company's sole stockholder, each officer of the Company is hereby authorized and directed, on behalf of the Company, to execute, deliver and file a Certificate of Amendment to the Company's Certificate of Incorporation with the Secretary of State of Delaware and to take all such other actions as they may deem necessary or advisable to carry into effect the foregoing resolutions.

**SECOND:** that thereafter, the sole stockholder of the Corporation, which holds the necessary number of shares as required by statute, duly adopted and approved said amendment by written consent pursuant to Section 228 of the Delaware General Corporation Law.

**THIRD:** that said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

009346.00072:0383191.01

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Certificate of Amendment to be signed by J. Michael Lewis, its Vice President, as of October 5, 1998.

CF NORTHERN, INC.

By: J. Michael Lewis  
J. Michael Lewis,  
Vice President

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