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



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OMMERCE
Office

To the Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Wheelabrator Water Technologies Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Maryland <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: December 2, 1996</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: IP Holding Company Internal Address: Street Address: 10 Technology Drive Lowell, Massachusetts 01851</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s)</p>	<p>B. Trademark Registration No.(s) 1,587,648</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando Address: WOLF, GREENFIELD & SACKS, F.C Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41).....\$ 25 00 <input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 500214</p>
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05/01/2000 TT011 00000198 500214 1587648
01 FC:481 40.00 CH

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 *Peter C. Lando* 3/20/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [5]

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

ASSIGNMENT

WHEREAS, Wheelabrator Water Technologies Inc., a corporation organized under the laws of the State of Delaware, located at 3003 Butterfield Road, Oak Brook , Illinois 60521 (hereinafter referred to as the "Wheelabrator") is the owner, either directly or indirectly through its wholly owned subsidiaries, of certain intellectual property rights which include without limitation any and all trademarks (including all goodwill associated therewith), trade names, inventions, patents (U.S. and foreign), patent applications, trade secrets and other know-how, copyrights, royalty rights, rights to relief for known or unknown past infringement, and all original records or other materials relating to the intellectual property shown in the attached Schedule A, including materials in the possession of Wheelabrator's attorneys, agents, contractors or other third parties, owned by Wheelabrator (hereinafter collectively referred to as the "Intellectual Property Rights");

WHEREAS, IP Holding Company, a corporation organized under the laws of the State of Delaware, located at 10 Technology Drive, Lowell, Massachusetts 01851 (hereinafter referred to as "IP Holding"), desires to acquire the Intellectual Property Rights;

WHEREAS, Wheelabrator has agreed to cause the ownership in the intellectual property cases listed in Schedule A to be transferred from it and its wholly owned subsidiaries to IP Holding;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wheelabrator has sold, assigned, and transferred, or caused its wholly owned subsidiaries to transfer, to IP Holding, its successors, legal representatives and assigns, Wheelabrator's entire right, title and interest in the Intellectual Property Rights, the same

to be held and enjoyed by the IP Holding, for its own use and the use of its successors, legal representatives, and assigns forever and to the full end of the term or terms for which the Intellectual Property Rights are or may be granted, as fully and entirely as the same would have been held and enjoyed by Wheelabrator, had this Assignment not been made;

AND for the same consideration, Wheelabrator will, upon request of IP Holding, execute and deliver all papers, including applications for patents and registrations for copyrights, and do such other legal acts (all expenses to be jointly shared by IP Holding and Wheelabrator) as may be necessary to obtain and maintain proprietary rights in any and all countries and to vest title thereto in IP Holding.

The effective date of this Assignment is Dec 2, 1996.

Signed at Chicago, in the County of Cook, State of Illinois, this 2nd day of December, 1996.

By: [Signature]
Wheelabrator Water Technologies Inc.

STATE OF)
COUNTY OF)

On this 2nd day of December, 1996 personally before me came Linda White, known to me, and known to me to be the person described and who signed the this Assignment, and, being duly sworn, acknowledged that he executed the same.

[Signature]
Notary Public

“OFFICIAL SEAL”
Christine A. Harper
Notary Public, State of Illinois
My Commission Expires 07/27/98

THIN-PACK	France	1743523	313338	941210
ULTRA-PACK	USA	1377874	542502	941255
VARIFLO	USA	1220738	287131	941254
VEE-WIRE	Ireland	152975	238391	941178
VEE-WIRE	Canada	413352	683856	941244
VEE-WIRE	USA	1776228	210610	941243
VEE-WIRE	Ireland	143968	238491	941179
VEE-WIRE	Australia	555184	555184	941181
VEE-WIRE	USA	1252834	273812	941253
VEE-WIRE	France	1738372	283078	941180
VEE-WIRE	Mexico	265286	187480	941252
VEE-WIRE	Great Britain	1462457	1462457	941178
VEE-WIRE	Great Britain	1462456	1462456	941177
VEE-WIRE	Australia	555183	555183	941182

Business Group WATER GROUP

Division CPC Engineering

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
CPC	USA	710200	57054	95107

Division HPD

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
THERMAPRILL	USA	831402	243409	95455

Division Johnson Screens

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
AQUARIUS	Canada	195930	353678	941335

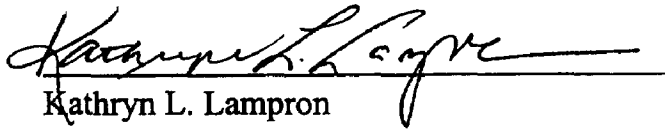
Division Memtek

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
IXER	USA	1666625	147384	95151
MEMCLEAN	USA	1478567	673032	95153
MEMTEK	USA	1587648	819758	95155
MEMTEK	Taiwan	488049	7853581	95158
TOTALTREAT	USA	1671678	147385	95150

NOTARIAL CERTIFICATE

Commonwealth of Massachusetts)
) ss.
County of Middlesex)

I, Kathryn L. Lampron, hereby certify that the attached document is a true and correct copy of the Assignment executed by Linda Witte on December 2, 1996, assigning all right, title and interest in the intellectual property of Wheelabrator Water Technologies Inc. to IP Holding Company.



Kathryn L. Lampron

Notary Public

My Commission Expires: December 4, 2003

SEAL