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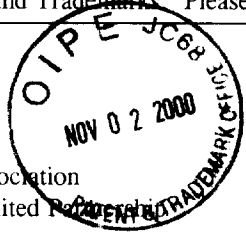
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

ABB C-E NUCLEAR POWER, INC.

- Individual(s)
- General Partnership
- Corporation-
- Association
- Limited Partnership
- Other:

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



2. Name and address of receiving party(ies)

Name: CE NUCLEAR POWER I.LC

Internal Address:

Street Address: 2000 Day Hill Road

City: Windsor, Connecticut Country: U.S.A.:

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other:

Execution Date: April 28, 2000

- Individual(s) Citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation
- Other:

Additional names(s) & address(es) attached? Yes No

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

A. Trademark Application No (s)

B. Trademark Registration No.(s)

651,435

Additional Numbers Attached? Yes No

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

Name: Ronald P. Kananen, Esq.

Internal Address: RADER, FISHMAN & GRAUER PLLC
Suite 501

Street Address: 1233 20th Street, NW

City: Washington, D.C. Zip: 20036

6. Total number of applications and registrations involved: (2)

7. Total fee (37 CFR 3.41)..... \$115.00

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit account number: 18-0013

(Attach duplicate copy of this page if paying by deposit account)

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.

Ronald P. Kananen

Signature

Nov. 2, 2000
Date

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

Attorney Docket No. 80008-999

12-16-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ABB C-E NUCLEAR POWER, INC.

INTO

ABB COMBUSTION ENGINEERING NUCLEAR POWER, INC.

ABB Combustion Engineering Nuclear Power, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns one hundred percent (100%) of the outstanding shares of each series of each class of stock of ABB C-E Nuclear Power, Inc., a corporation organized and existing under the laws of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 15 day of December, 1999, determined to merge into itself said ABB C-E Nuclear Power, Inc.:

RESOLVED, that ABB Combustion Engineering Nuclear Power, Inc. merge into itself its subsidiary ABB C-E Nuclear Power, Inc. pursuant to Section 253 of the Delaware Corporation Code, and assume all of the liabilities and obligations of said ABB C-E Nuclear Power, Inc.

FURTHER RESOLVED, that such merger shall be effective upon December 16, 1999

FURTHER RESOLVED, that, upon the effective date of such merger, the corporate name of ABB Combustion Engineering Nuclear Power, Inc. shall, pursuant to Section 251(b) of the Delaware Corporation Law, be changed to ABB C-E Nuclear Power, Inc.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said ABB C-E Nuclear Power, Inc. and to assume its liabilities and obligations, and the


date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said ABB Combustion Engineering Nuclear Power, Inc. has caused this Certificate to be signed by Michael F. Barnoski, its President, and attested by Robert S. Bell, Jr., its Secretary, this 15th day of December, 1989.

ABB Combustion Engineering Nuclear Power, Inc.

By: 
Michael F. Barnoski

ATTEST:

By: 
Robert S. Bell, Jr

JUN 29 10 14:32
DEC 16 1989

F-988 T-720 P-004
F-006 T-375 P-000

NUCLEAR SYSTEMS

8602853671
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TRADEMARK
REEL: 002183 FRAME: 0971

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:

"ABB C-E NUCLEAR POWER, INC.", A DELAWARE CORPORATION, WITH AND INTO "ABB COMBUSTION ENGINEERING NUCLEAR POWER, INC." UNDER THE NAME OF "ABB C-E NUCLEAR POWER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1999, AT 11:30 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0532461

DATE: 06-29-00