

12-27-2000



COVER SHEET  
ONLY

12-8-00

101563033

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or cop(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 12/10/1999

DEC 8

Conveying Party

Name Waste Management of North America, Inc.  
Formerly \_\_\_\_\_

Mark if additional names of conveying parties attached

Execution Date \_\_\_\_\_

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

Receiving Party

Name Waste Management Holdings, Inc.

Mark if additional names of receiving parties attached

Address (line 1) 1001 Fannin, Suite 4000  
 Address (line 2) Houston TX 77002  
 City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name \_\_\_\_\_  
Address (line 1) \_\_\_\_\_

Correspondent Name and Address

Area Code and Telephone Number 713/223-2900

Name Ben D. Tobor (87741.06)  
 Address (line 1) Bracewell & Patterson, L.L.P.  
 Address (line 2) 711 Louisiana, Suite 2900, Houston, TX 77002

Pages Enter the total number of pages of the attached conveyance document including any attachments 2

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

Mark if additional numbers attached

Either enter the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers)

Trademark Application Number (s)

Registration Number(s)

1,843,258

Number of Properties Enter the total number of properties involved. 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed  Deposit Account  Authorization to charge additional fees: Yes  No

Deposit Account Number-enter for payment by deposit account or if additional fees can be charged to the account 50-0259

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.

Ben D. Tobor

Name of Person Signing

Signature

12/5/00

Date Signed

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 12/15/1999  
991539670 - 0687719

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
WASTE MANAGEMENT OF NORTH AMERICA, INC..  
(an Illinois corporation)  
into  
WASTE MANAGEMENT HOLDINGS, INC.,  
(a Delaware corporation)

It is hereby certified that:

1. Waste Management Holdings, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Waste Management of North America, Inc., which is a business corporation of the State of Illinois.
3. The laws of the jurisdiction of organization of Waste Management of North America, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Waste Management of North America, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on Dec. 10, 1999 by the Board of Directors of the Corporation to merge the said Waste Management of North America, Inc. into the Corporation:

RESOLVED that Waste Management of North America, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Waste Management of North America, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Waste Management of North America, Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of Waste Management of North America, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Illinois, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Waste Management of North America, Inc. and of this Corporation and in any other appropriate jurisdiction.

Executed on Dec 10, 1999

WASTE MANAGEMENT HOLDINGS, INC.

By: Robert G. Simpson  
Robert G. Simpson, Vice President