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03-27-2001



To the Honorable Commissioner of Patents... **101649555** ... original documents or copy thereof.

1. Name of conveying party(ies):
Ecolaire Corp. **3.9.01**

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

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

2. Name and address of receiving party(ies):
Alstom USA Inc.
4 Skyline Drive
Hawthorne, NY 10532-2160

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other

MAY - 9 2001

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: August 6, 1998

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)
 3/26/2001 6TON11 00000191 265768
 1 FC:481 40.00 OP
 2 FC:482 75.00 OP

B. Trademark registration No.(s)
 265,768 155,972
 154,038 255,506

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Perla M. Kuhn, Esq.
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004-1482
 (212) 837-6550

6. Total number of applications and registrations involved: 4

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

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.

Name of Person Signing Perla M. Kuhn March 8, 2001
 Perla M. Kuhn Date

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

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Washington, D.C. 20231

CERTIFICATE OF MAILING

Express Mail Certificate No.: EK840388894US
 I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 03/08/01 (Date of Deposit).

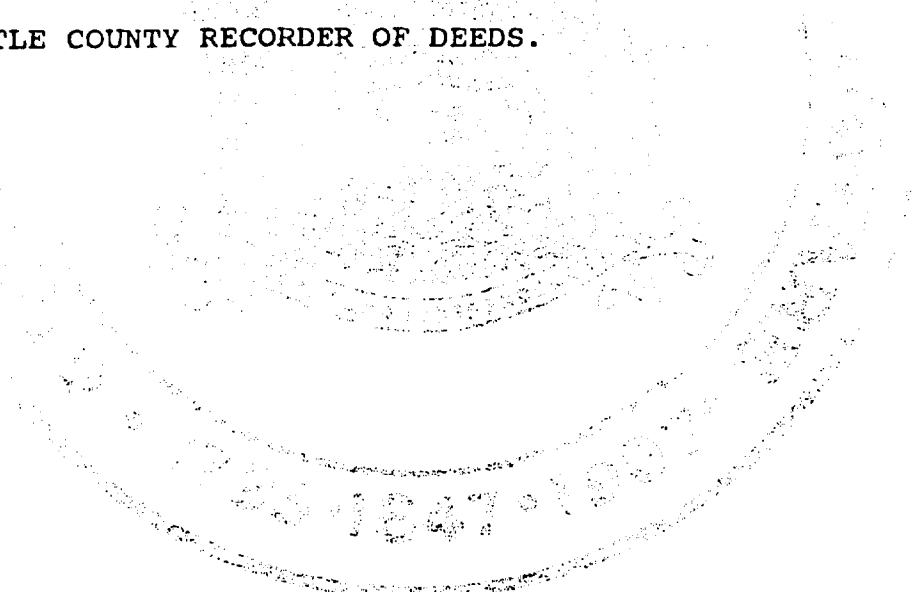
Elaine S. Parker March 8, 2001
 Name Signature Date of Signature

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:

"ECOLAIRE CORP.", A DELAWARE CORPORATION, WITH AND INTO "ALSTOM USA INC." UNDER THE NAME OF "ALSTOM USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 1998, AT 3:01 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2022421 8100M

DATE: 9240401

981309225

08-07-98

TRADEMARK
REEL: 002258 FRAME: 0280

ALSTOM USA INC.

Written Consent of the Board of Directors

The undersigned being all the members of the Board of Directors (the "Board") of ALSTOM USA Inc., a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions:

RESOLVED, that Ecolaire Corp. (the "Subsidiary"), a Delaware corporation and a wholly owned subsidiary of the Corporation, be merged with and into the Corporation, by which action the separate corporate existence of the Subsidiary shall cease and the Corporation shall succeed to the ownership of all the assets and assume all of the obligations of the Subsidiary (the "Merger"); and further

RESOLVED, that the Merger shall become effective upon the filing with the Secretary of State of Delaware of a Certificate of Ownership and Merger in accordance with Section 253 of the Delaware Corporation Law; and further


RESOLVED, that the terms and conditions of the Merger are as follows:

1. Upon the effectiveness of the Merger, each outstanding share of stock of the Subsidiary shall be canceled and cease to exist without any payment with respect thereto;
2. Upon the effectiveness of the Merger, each outstanding share of stock of the Subsidiary shall remain outstanding as a share of the surviving corporation;
3. The Certificate of Incorporation, By-Laws, directors and officers of the Corporation immediately prior to the effectiveness of the Merger shall continue as such for the surviving corporation;
4. At any time prior to the effectiveness of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of the Corporation may rescind these resolutions and determine not to effect the Merger; and further
5. At any time prior to the effectiveness of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of the Corporation may amend such Certificate.

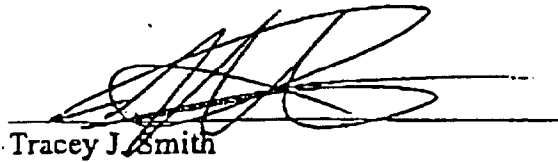
RESOLVED, that the officers of the Corporation be and each hereby is authorized and directed to take any and all actions including the execution of all such documents as they, with the advice of counsel, may deem necessary or desirable in order to carry out the full intent and purposes of the foregoing resolutions.

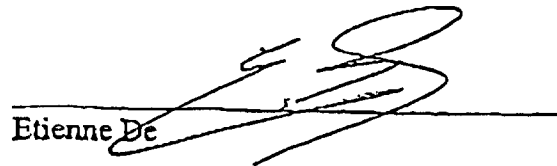
RESOLVED, that all action heretofore taken, or caused to be taken, by the officers of the Corporation in connection with the transactions contemplated by these resolutions be and hereby are in all respects ratified, approved and affirmed.

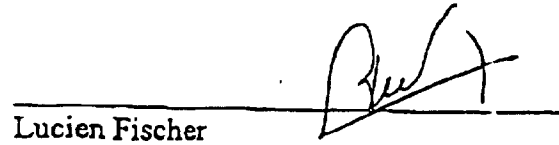
IN WITNESS WHEREOF, this Written Consent has been executed by the undersigned on this 1st day of July, 1998.


Paul J. Janpek


Bertrand verd de Saint Julien


Tracey J. Smith


Etienne De


Lucien Fischer

SCHEDULE OF TRADEMARKS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
G-FIN	265,768	01/07/1930
G-R	154,038	04/04/1922
G-R	155,972	06/13/1922
K-FIN	255,506	04/23/1929

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RECORDED: 03/09/2001

TRADEMARK
REEL: 002258 FRAME: 0283