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**I FORM COVER SHEET
MARKS ONLY**

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

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Wallace & Tiernan, 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 Delaware <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 type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: April 23, 1997</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter/Wallace & Tiernan, Inc. Internal Address: 1901 West Garden Road, Vineland, NJ 08360 Street Address: 1901 West Garden Road Vineland, NJ 08360</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) 1,989,310</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, P.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).....\$ 40.00 <input type="checkbox"/> Enclosed</p> <p>8. Deposit Account No. 500214</p>
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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* 15 July 2002
Name Signature Date

Total number of pages including cover sheet, attachments, and document: **[2]**

Mail documents to be recorded with required cover sheet information to:
Box Assignment, 2900 Crystal Drive, Arlington, VA 22202-3513

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WALLACE & TIERNAN, INC.


WALLACE & TIERNAN, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

By unanimous written consent, in accordance with Sections 228 and 141(f) of the General Corporation Law of the State of Delaware, the stockholders and directors of the Corporation have duly adopted, in accordance with the provisions of Section 242 of the said General Corporation Law of the State of Delaware, to be effective immediately, an amendment to the Certificate of Incorporation of the Corporation whereby the first Article thereof is change so that, as amended, said Article shall be and read as follows:


"1. The name of the Corporation is U.S. Filter/Wallace & Tiernan, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed this 23rd day of April, 1997.

WALLACE & TIERNAN, INC.

By: 
Andrew D. Seidel
President

Attest:


Damian C. Georgino
Secretary