



Form PTO-1594
1-31-92

RECORDAT

DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADL.....102209618

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

1. Name of conveying party(ies):
Wheelabrator Air Pollution Control, Inc. 08-2602

Individuals Association
 General Partnership Limited Partnership

Corporation - Maryland
 Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank Trust Company Americas
(f.k.a. Bankers Trust Company)

Internal Address: _____

Street Address: 700 Louisiana Street, Suite 1500

City: Houston State: TX Zip Code: 77002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: August 7, 2002

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

1634749 1647691
1268507

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

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-1705 (in case of deficiency)

(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.

Helen Bruno [Signature] August 26, 2002
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

08/30/2002 TDIAZI 00000174 1634749
 01 FC:481 40.00 OP
 02 FC:482 50.00 OP

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WHEELABRATOR AIR POLLUTION CONTROL, INC., a Maryland corporation (the "Grantor") with principal offices at 441 Smithfield Street, Pittsburgh, PA 15222, hereby assigns and grants to Deutsche Bank Trust Company Americas (f.k.a Bankers Trust Company), as Collateral Agent, with principal offices at 700 Louisiana Street, Suite 1500, Houston, TX 77002, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement or dilution of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 21, 2002 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

7th day of August, 2002.

WHEELABRATOR AIR POLLUTION
CONTROL, INC.,
Grantor

By _____

Name:

Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f.k.a. Bankers Trust Company),
as Collateral Agent and Grantee

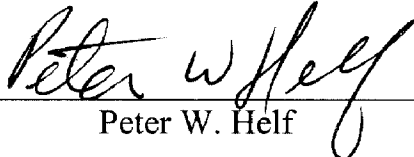
By Lalli B. Hayes

Name: Calli Hayes

Title: Managing Director

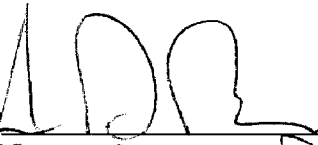
STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 7 day of August, 2002, before me personally came Calli Hayes who, being by me duly sworn, did state as follows: that she is Managing Director of DEUTSCHE BANK TRUST COMPANY AMERICAS (f.k.a. Bankers Trust Company),, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.


Peter W. Helf

Peter W. Helf
Notary Public, State of New York
Qualified in Suffolk County
No. 01HE6030586
Commission Expires 9/13/2005

WHEELABRATOR AIR POLLUTION
CONTROL, INC.,
Grantor

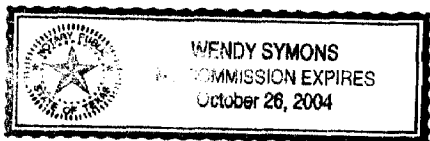
By 
Name: James P. Bennett
Title: VP

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f.k.a. Bankers Trust Company),
as Collateral Agent and Grantee

By _____
Name:
Title:

STATE OF Texas)
COUNTY OF Harris) ss.:

On this 7th day of August, 2002, before me personally came James Bennett who, being by me duly sworn, did state as follows: that [s]he is Vice President of WHEELABRATOR AIR POLLUTION CONTROL, INC., that [s]he is authorized to execute the foregoing Grant on behalf of said Corporation and that [s]he did so by authority of the Board of Directors of said Corporation.



Wendy Symons
Notary Public
Wendy Symons

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REGISTRATION DATE</u>
HARDE	1,634,749	February 12, 1991
JET III	1,268,507	February 28, 1984
A TRADITION OF QUALITY PRODUCTS FOR CLEAN AIR	1,647,691	June 11, 1991