

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wheelabrator Clean Water Inc.		12/28/1995	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wheelabrator Water Technologies, Inc.
Street Address:	4 Liberty Lane West
City:	Hampton
State/Country:	NEW HAMPSHIRE
Postal Code:	03842
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	0505962	JOHNSON
Registration Number:	1286653	JOHNSON
Registration Number:	1286822	JOHNSON
Registration Number:	1288204	JOHNSON

CORRESPONDENCE DATA

Fax Number: (713)787-1440

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 7137871461

Email: mcwhirterj@howrey.com

Correspondent Name: Julie A. McWhirter

Address Line 1: 750 Bering Dr.

Address Line 4: Houston, TEXAS 77057

ATTORNEY DOCKET NUMBER: 13134.0117.TMUS02

NAME OF SUBMITTER: Julie A. McWhirter

Total Attachments: 3

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TRADEMARK
REEL: 002734 FRAME: 0671

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHEELABRATOR CLEAN WATER INC.", A DELAWARE CORPORATION,
"THE WHEELABRATOR CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "WHEELABRATOR CLEAN WATER SYSTEMS INC." UNDER THE NAME OF "WHEELABRATOR WATER TECHNOLOGIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1996.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2079727 8100M

AUTHENTICATION: 1319285

010427087

DATE: 08-29-01

TRADEMARK
REEL: 002734 FRAME: 0673

State of Delaware
Secretary of State

**CERTIFICATE OF MERGER
OF
THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.
INTO
WHEELABRATOR CLEAN WATER SYSTEMS INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Wheelabrator Clean Water Systems Inc.	Maryland
The Wheelabrator Corporation	Delaware
Wheelabrator Clean Water Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Wheelabrator Clean Water Systems Inc., which shall herewith be changed to Wheelabrator Water Technologies Inc., a Maryland corporation.

FOURTH: That the amendments or changes in the "Certificate of Incorporation" of Wheelabrator Clean Water Systems Inc., the surviving corporation, as are to be effected by the merger are as follows:

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Water Technologies Inc.

All other provisions of the surviving corporation's Articles of Incorporation in effect immediately preceding the Merger shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation.

FIFTH: The surviving corporation agrees that it may be served with process in the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any proceeding for the enforcement of any obligation of The Wheelabrator Corporation, Wheelabrator Clean Water Inc., or any obligation of the surviving corporation arising from the Merger. The address to which the Secretary of State may forward service of process is Liberty Lane, Hampton, New Hampshire 03842; Attention: General Counsel.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: That the effective date of the merger shall be January 1, 1996.

Dated: January 1, 1996

**WHEELABRATOR CLEAN WATER
SYSTEMS INC.**

By Mark P. Paul
Mark P. Paul
Vice President

ATTEST:

By Barbara Rindfleisch
Barbara Rindfleisch
Assistant Secretary