

06-06-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102466575

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): IP HOLDING COMPANY

6-4-03

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Delaware Other

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

3. Nature of conveyance:

- [X] Assignment Merger Security Agreement Change of Name Other

Execution Date: 8/13/02; 12/2/96; 1/1/96; and 5/23/95

2. Name and address of receiving party(ies) Name: United States Filter Corporation

Internal Address: Corporate Offices Street Address: 40-004 Cook Street City: Palm Desert State: CA Zip: 92211

- Individual(s) citizenship Association General Partnership Limited Partnership [X] Corporation-State Delaware Other

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)

B. Trademark Registration No.(s) 751,709

Additional number(s) attached [ ] Yes [XX] No

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

Name: Cheryl L. McGrath

Internal Address: Legal/Intellectual Property Department

Street Address: 75 Technology Drive

City: Lowell State: MA Zip: 01852

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- [ ] Enclosed [XX] Authorized to be charged to deposit account

8. Deposit account number:

50-0214

DO NOT USE THIS SPACE

9. Signature.

Cheryl L. McGrath Name of Person Signing

Signature

June 2, 2003 Date

Total number of pages including cover sheet, attachments, and document: 20

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/05/2003 TDIAZI 0000016 500214 751709

01 FC:0521 40.00 CH

OFFICE OF PATENT RECORDS 203 JUN -14 PM 2:54 FINANCE SECTION

TRADEMARK REEL: 002747 FRAME: 0213

Conveying Parties:

Wheelabrator Engineered Systems Inc. (A Delaware Corporation)

Wheelabrator Clear Water Inc. (A Delaware Corporation) and The  
Wheelabrator Corporation (Both Delaware Corporations)

Wheelabrator Water Technologies Inc. (Maryland)

**ASSIGNMENT**

WHEREAS, IP Holding Company, a Delaware corporation having an office and place of business at 40-004 Cook Street, Palm Desert, CA 92211, is the owner of the entire right, title and interest to the trademarks, patents, patent applications and inventions identified or set forth in the Schedule(s) attached hereto;

WHEREAS, United States Filter Corporation, a Delaware corporation having an office and place of business at 40-004 Cook Street, Palm Desert, California 92211, is desirous of acquiring said trademarks, patents, patent applications and inventions.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, IP Holding Company, without representations or warranties, does hereby assign unto the said United States Filter Corporation, all its rights, title and interest in and to the said trademarks, patents, patent applications and inventions, together with the goodwill of the business symbolized by said trademarks, patents, patent applications and inventions and including all rights to sue and recover for past infringement of said trademarks, patents, patent applications and inventions.

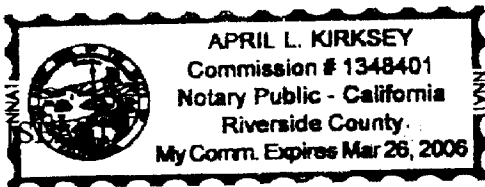
IP HOLDING COMPANY

August 13, 2002  
Date

By Stephen P. Stanczak  
Name: Stephen P. Stanczak  
Title: Vice President and Secretary

State of California  
County of Riverside

Subscribed to and sworn before me this 13<sup>th</sup> day of August, 2002.



Al Kirksey  
Notary Public  
My Commission Expires: 3/26/06

UNITED STATES FILTER CORPORATION

August 13, 2002  
Date

By Stephen P. Stanczak  
Name: Stephen P. Stanczak  
Title: Executive Vice President  
and General Counsel

State of California  
County of Riverside

Subscribed to and sworn before me this 13<sup>th</sup> day of August, 2002.



Al Kirksey  
Notary Public  
My Commission Expires: 3/26/06

**SCHEDULE**

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Class</u>
MICROFLOC(and Design)	USA	751,709	11

## ASSIGNMENT

**WHEREAS**, Wheelabrator Water Technologies Inc., a corporation organized under the laws of the State of ~~Delaware~~ <sup>Maryland</sup> ~~located at 3003 Butterfield Road, Oak Brook, Illinois 60521~~ (hereinafter referred to as the "Wheelabrator") is the owner, either directly or indirectly through its wholly owned subsidiaries, of certain intellectual property rights which include without limitation any and all trademarks (including all goodwill associated therewith), trade names, inventions, patents (U.S. and foreign), patent applications, trade secrets and other know-how, copyrights, royalty rights, rights to relief for known or unknown past infringement, and all original records or other materials relating to the intellectual property shown in the attached Schedule A, including materials in the possession of Wheelabrator's attorneys, agents, contractors or other third parties, owned by Wheelabrator (hereinafter collectively referred to as the "Intellectual Property Rights");

**WHEREAS**, IP Holding Company, a corporation organized under the laws of the State of Delaware, located at 10 Technology Drive, Lowell, Massachusetts 01851 (hereinafter referred to as "IP Holding"), desires to acquire the Intellectual Property Rights;

**WHEREAS**, Wheelabrator has agreed to cause the ownership in the intellectual property cases listed in Schedule A to be transferred from it and its wholly owned subsidiaries to IP Holding;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wheelabrator has sold, assigned, and transferred, or caused its wholly owned subsidiaries to transfer, to IP Holding, its successors, legal representatives and assigns, Wheelabrator's entire right, title and interest in the Intellectual Property Rights, the same

to be held and enjoyed by the IP Holding, for its own use and the use of its successors, legal representatives, and assigns forever and to the full end of the term or terms for which the Intellectual Property Rights are or may be granted, as fully and entirely as the same would have been held and enjoyed by Wheelabrator, had this Assignment not been made;

AND for the same consideration, Wheelabrator will, upon request of IP Holding, execute and deliver all papers, including applications for patents and registrations for copyrights, and do such other legal acts (all expenses to be jointly shared by IP Holding and Wheelabrator) as may be necessary to obtain and maintain proprietary rights in any and all countries and to vest title thereto in IP Holding.

The effective date of this Assignment is Dec 2, 1996.

Signed at Chicago, in the County of Cook, State of Illinois, this 2<sup>nd</sup> day of December, 1996.

By: [Signature]  
Wheelabrator Water Technologies Inc.

STATE OF )  
COUNTY OF )

On this 2<sup>nd</sup> day of December, 1996 personally before me came Linda Winte, known to me, and known to me to be the person described and who signed the this Assignment, and, being duly sworn, acknowledged that he executed the same.

Christine A. Harper  
Notary Public

“OFFICIAL SEAL”  
Christine A. Harper  
Notary Public, State of Illinois  
My Commission Expires 07/27/98

# Trademarks - Wheelabrator Water Technologies

Business Group BLAST GROUP

Division Wheelabrator Corporation

Mark	Country	Reg No.	Application No.	Case No.
BLASTCO	USA	1271181	404873	95113
BLASTRAC	Portugal	260775	260775	941208
BLASTRAC	Slovak Rep.	0	111396	951357
BLASTRAC	Singapore	0	22492	95053
BLASTRAC	Poland	0	153828	951251
BLASTRAC	Norway	0	943649	95258
BLASTRAC	New Zealand	0	213589	941207
BLASTRAC	HUNGARY	0	9503324	951250
BLASTRAC	Czech Rep.	0	110582	951249
BLASTRAC	Germany	1052267	22507	95026
BLASTRAC	Taiwan	585412	48668	941330
BLASTRAC	Switzerland	319261	2124	941331
BLASTRAC	Sweden	182846	821857	95028
BLASTRAC	Spain	1002027	1002027	941280
BLASTRAC	Slovenia	0	0	951253
BLASTRAC	Portugal	215691	215691	95259
BLASTRAC	Russia	0	95712996	951252
BLASTRAC	Mexico	413588	131517	95051
BLASTRAC	Japan	2706205	9531991	95034
BLASTRAC	Italy	405956	827582	95257
BLASTRAC	Hong Kong	831994	9492	95052
BLASTRAC	Great Britain	1171607	1171607	941329
BLASTRAC	France	1200912	626235	95025
BLASTRAC	Denmark	388982	821333	95112
BLASTRAC	USA	993371	10542	95256
BLASTRAC	Australia	565163	565163	941334

Tuesday, November 12, 1996

Page 1 of 3

TRADEMARK  
REEL: 002747 FRAME: 0219

BLASTRAC	Benelux	381463	649388	95027
BLASTRAC	Brazil	16618801	16618801	941208
BLASTRAC	Canada	412348	691475	941333
BLASTRAC	S. Korea	231540	6051890	941332
BLASTRAC & design	Denamrk	389082	821334	95111
BLASTRAC & design	Germany	1052284	22517	95031
BLASTRAC & design	Switzerland	319439	2125	95262
BLASTRAC & design	Sweden	182847	821858	95036
BLASTRAC & design	Norway	0	943650	95261
BLASTRAC & design	Portugal	215692	215692	95110
BLASTRAC & design	Italy	405957	827682	95260
BLASTRAC & design	Great Britain	1171608	1171608	941328
BLASTRAC & design	France	1201204	626234	95030
BLASTRAC & design	Spain	1002026	1002026	941279
BLASTRAC & design	USA	1083208	130901	95147
BLASTRAC & design	Benelux	381462	649387	95029
CIRCLON	USA	1153687	240406	95146
CONIFORM	USA	814237	234291	941324
DELTA LINE & design	USA	1144743	193936	95145
ENVIROBRATOR	USA	0	0	98047
GRANAL	USA	671050	32793	95105
HONITE	USA	420013	486425	95264
JET III (stylized)	USA	1268507	249226	95103
LONG-LYFE	USA	657738	32794	95265
PIRATE PARTS & design	USA	1694858	107960	941278
RADIALOK	Brazil	6547508	443576	95268
RADIALOK	Australia	294685	294685	95058
RADIALOK	S. Africa	812566	812566	95016
RADIALOK	Argentina	1335948	1658331	95067
RADIALOK	Canada	223988	395306	95269
RADIALOK	Japan	2383826	8134889	95065



RADIALOK	India	122748	313736	95271
RADIALOK	Mexico	196296	98485	95068
The Molder design	USA	996927	422557	941322
The Molder design	USA	1273327	369523	95066
The Molder design	Canada	6341536	0	95263
WHEELAPEEN	USA	410216	470843	95041

*Division*                      *Wheelabrator Corporation Ca*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
MPF	USA	1511684	3674764	95140

**Business Group**            **JOHNSON**

*Division*                      *Johnson Screens*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
AGRI-SCREEN	USA	1418145	590729	941336
Arrow design	USA	1229541	317440	941323
CHANNEL-PACK	USA	1578607	764919	941327
Copyright Reg.	USA	371708	0	95341
Copyright Reg.	USA	397787	0	95297
HYDROBURST	Great Britain	1446849	1446849	941319
HYDROSPHERE	Mexico	265285	187478	941317
HYDROSPHERE	USA	1189910	273802	941270
HYDROSPHERE	Canada	0	0	95062
IRRIGATOR	USA	946179	417214	941315
J & design	Canada	419689	720272	941196
J & design	Great Britain	1462459	1462459	941192
J & design	Australia	555180	555180	941312
J & design	Great Britain	1462458	1462458	941193
J & design	Australia	555181	555181	941313
J & design	Brazil	6879357	10096	941311
J & design	USA	1789038	211137	941199
J & design	France	1738370	283076	941197
J & design	Ireland	152974	238291	941195

J & design	Ireland	152973	238191	941198
J & design	Japan	0	8631991	941194
J & design	Indonesia	255143	0	941359
J & design	USA	1329235	486985	941314
JOHNETHANE	Australia	396232	396232	941309
JOHNSON	Venezuela	113476	10794	941274
JOHNSON	Australia	132019	132019	941351
JOHNSON	Chile	423375	261937	941281
JOHNSON	Algeria	41108	41100	941352
JOHNSON	Chile	343309	125092	941344
JOHNSON	Saudi Arabia	10781	4010	941339
JOHNSON	S. Africa	736639	736639	941305
JOHNSON	S. Africa	736638	736638	941304
JOHNSON	Peru	20836	0	95012
JOHNSON	O.A.P.I.	8428	58523	941353
JOHNSON	Mexico	95168	83513	95014
JOHNSON	Chile	343308	125091	941345
JOHNSON	Singapore	81481	81481	941338
JOHNSON	France	1470033	932207	941354
JOHNSON	USA	1288204	394548	941355
JOHNSON	USA	1286822	394545	941356
JOHNSON	USA	1286653	394544	941357
JOHNSON	USA	505962	528573	941358
JOHNSON	Thailand	62022	89485	95071
JOHNSON	Indonesia	258680	0	941343
JOHNSON	Argentina	0	1756410	95102
JOHNSON	Brazil	80100948	10094	941348
JOHNSON	Japan	1287968	3331987	941341
JOHNSON	Ireland	83429	139273	941342
JOHNSON	Great Britain	1082315	1082315	941308
JOHNSON	Ecuador	98	809	85310
JOHNSON	New Zealand	B148785	148785	941340

JOHNSON	Chile	343307	125000	941348
JOHNSON	Canada	190601	348777	95081
JOHNSON & design	Venezuela	113459	10795	941275
JOHNSON SUPER-WEL	Venezuela	113463	10982	941276
JOHNSON WELL SCREE	Argentina	1145072	1418554	941272
JOHNSON WELL SCREE	Argentina	1248768	1422207	941307
JOHNSON WELL SCREE	Chile	340136	123865	95013
JOHNSON WELL SCREE	Colombia	43240	0	941308
NU-WELL	USA	909409	322655	941271
NU-WELL	Australia	268260	268260	95084
RED HEAD & design	USA	326612	363328	941216
REVERT	France	1470032	932206	941268
REVERT	Canada	0	0	95061
REVERT	Mexico	274685	187465	95011
REVERT	Brazil	6762174	14193	95015
REVERT	Australia	268261	268261	95083
REVERT	Great Britain	1083204	1083204	941266
REVERT	New Zealand	148784	148784	941267
REVERT	USA	843941	262222	941273
SUPER WELD	USA	1259801	349888	941263
SUPER-WELD	Canada	302699	478028	941262
SUPER-WELD	India	0	650233	941185
SUPER-WELD	France	1738371	283077	941186
SUPER-WELD HT	Canada	310066	478029	941261
SUPER-WELD HT	Venezuela	113465	10985	941258
SUPER-WELD HT	USA	1259110	383150	941260
THIN-PACK	Benelux	505679	770410	941259
THIN-PACK	Venezuela	0	2125791	95328
THIN-PACK	Great Britain	1479365	1479365	941183
THIN-PACK	Norway	0	915157	941365
THIN-PACK	USA	1721376	180479	941257

THIN-PACK	France	1743523	313338	941210
ULTRA-PACK	USA	1377874	542502	941255
VARIFLO	USA	1220738	287131	941254
VEE-WIRE	Ireland	152975	238391	941178
VEE-WIRE	Canada	413352	683858	941244
VEE-WIRE	USA	1776228	210810	941243
VEE-WIRE	Ireland	143968	238491	941179
VEE-WIRE	Australia	555184	555184	941181
VEE-WIRE	USA	1252834	273812	941253
VEE-WIRE	France	1738372	283078	941180
VEE-WIRE	Mexico	265286	187480	941252
VEE-WIRE	Great Britain	1462457	1462457	941176
VEE-WIRE	Great Britain	1462456	1462456	941177
VEE-WIRE	Australia	555183	555183	941182

**Business Group WATER GROUP**

*Division CPC Engineering*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
CPC	USA	710200	57054	95107

*Division HPD*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
THERMAPRILL	USA	831402	243409	95455

*Division Johnson Screens*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
AQUARIUS	Canada	195930	353878	941335

*Division Memtek*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
IXER	USA	166625	147384	95151
MEMCLEAN	USA	1478567	673032	95153
MEMTEK	USA	1587648	819758	95155
MEMTEK	Taiwan	488049	7853581	95158
TOTALTREAT	USA	1671678	147385	95150

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
ADSORPTION CLARIFIE	USA	1741137	176124	941337
AQUARITROL	USA	1190549	302075	95038
AQUARIUS	USA	981603	411429	95080
Copyright Reg.	USA	403961	0	95139
FLOMATCHER	USA	668280	42015	95306
HYDROPERM	USA	1219882	315250	941269
INTERNALIFT	USA	1110805	154778	941316
LOAD CEL	USA	772194	170904	95308
MICROFLOC	Great Britain	972770	0	95082
MICROFLOC	Mexico	341927	32417	95092
MICROFLOC & design	Canada	152434	294973	941301
MICROFLOC & design	USA	751709	140150	941310
MICROFLOC & design	Venezuela	73696	4958	941286
MICROFLOC & design	Venezuela	70862	4960	941285
MICROFLOC & design	Peru	10821	0	941290
MICROFLOC & design	Peru	10820	0	941291
MICROFLOC & design	S. Korea	259233	9012749	941299
MICROFLOC & design	Paraguay	128289	185960	941288
MICROFLOC & design	Australia	233573	233573	941303
MICROFLOC & design	Paraguay	128290	185960	941289
MICROFLOC & design	Finland	59407	474069	95309
NAUTILUS	USA	1092229	106675	941284
RECLA-MATE	USA	972818	399185	95085
TRI-MITE	USA	1534167	748625	941242
TRI-MITE	Great Britain	0	0	95303
TRI-MITE	Canada	0	0	95302
TRI-MITE	Australia	0	0	95301
TRICON	Canada	0	0	95298
TRICON	USA	0	0	941209

TRIDENT	USA	1301484	453456	941256
TRIDENT	Canada	0	0	941211
TRIDENT	Australia	0	0	95299
TRIDENT	Great Britain	0	0	95300
WATER BOY	Chile	402937	221179	941175
WATER BOY	USA	851452	267650	941251
WATER BOY	Canada	186003	346348	941250
WATER BOY	Venezuela	70309	8060	941249

*Division Nichols Engineering*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
MONOHEARTH	USA	397232	451987	95141

*Division Wiseman*

<i>Mark</i>	<i>Country</i>	<i>Reg No.</i>	<i>Application No.</i>	<i>Case No</i>
WIESE-FLO	USA	1635853	14808	941221

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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*

AUTHENTICATION: 1319289

DATE: 08-29-01

2079727 8100M

010427087

TRADEMARK  
REEL: 002747 FRAME: 0227

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:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
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

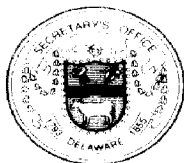
**ATTEST:**

By Barbara Rindfleisch  
Barbara Rindfleisch  
Assistant Secretary

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 AMENDMENT OF "WHEELABRATOR ENGINEERED SYSTEMS INC.", CHANGING ITS NAME FROM "WHEELABRATOR ENGINEERED SYSTEMS INC." TO "WHEELABRATOR CLEAN WATER INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1995, AT 2 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State  
9563622

AUTHENTICATION: 02-08-99

DATE:

2079727 8100

991048739

TRADEMARK  
REEL: 002747 FRAME: 0230

**CERTIFICATE OF AMENDMENT  
of  
CERTIFICATE OF INCORPORATION  
of  
WHEELABRATOR ENGINEERED SYSTEMS INC.**

WHEELABRATOR ENGINEERED SYSTEMS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Law"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of WHEELABRATOR ENGINEERED SYSTEMS INC., by the unanimous written consent of its members pursuant to Section 141(f) of the Law, filed with the minutes of the proceedings of the Board, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, by the Board of Directors and the Stockholders of the Corporation that Article FIRST: of the Certificate of Incorporation of the Corporation be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is WHEELABRATOR CLEAN WATER INC. (hereinafter the "Corporation").

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and hereby is, for and on behalf of the Corporation, authorized to execute and deliver and shall cause to be filed, as appropriate, such certificates, instruments and other documents, and shall take such other actions as in their judgment may be necessary or advisable to effect the proposed amendment and the intent of these resolutions.

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SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the Law and that said consent has been filed with the minutes of the proceedings of the stockholders.

THIRD: That the aforesaid amendment of the Certificate of Incorporation was duly adopted pursuant to the applicable provisions of Section 141, 228 and 242 of the Law.

IN WITNESS WHEREOF, said WHEELABRATOR ENGINEERED SYSTEMS INC. has caused this instrument to be executed for and on its behalf by a Vice President, thereunto duly authorized, and attested by an Assistant Secretary, this 23rd day of May, 1995.

WHEELABRATOR ENGINEERED SYSTEMS INC.

By Mark Staud  
Vice President

ATTEST:

Barbara Rindfleisch  
Assistant Secretary