

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	Merger and Name Change
------------------------------	------------------------

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wheelabrator Clean Water, Inc.		12/29/1995	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Wheelabrator Water Technologies, Inc.
<b>Street Address:</b>	3003 Butterfield Road
<b>City:</b>	Oak Brook
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60521
<b>Entity Type:</b>	CORPORATION: MARYLAND

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	0981603	AQUARIUS

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(978)454-6094
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	978-614-7431
<b>Email:</b>	shermanj@usfilter.com
<b>Correspondent Name:</b>	JoAnn M. Sherman
<b>Address Line 1:</b>	75 Technology Drive
<b>Address Line 4:</b>	Lowell, MASSACHUSETTS 01851

<b>ATTORNEY DOCKET NUMBER:</b>	W-00039 - AQUARIUS
--------------------------------	--------------------

<b>NAME OF SUBMITTER:</b>	JoAnn M. Sherman
---------------------------	------------------

<b>Total Attachments: 4</b>
source=CLN to WWT#page1.tif
source=CLN to WWT#page2.tif
source=CLN to WWT#page3.tif
source=CLN to WWT#page4.tif

CH \$40.00 0981603

ARTICLES OF MERGER  
 OF  
 THE WHEELABRATOR CORPORATION  
 (A DE CORP.)  
 AND  
 WHEELABRATOR CLEAN WATER INC.  
 (A DE CORP.)  
 INTO  
 WHEELABRATOR CLEAN WATER SYSTEMS INC.  
 (A MD CORP.) SURVIVOR  
 CHANGING ITS NAME TO:  
 WHEELABRATOR WATER TECHNOLOGIES INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
 OF MARYLAND DECEMBER 29, 1995 AT 10:12 O'CLOCK A.M. AS IN CONFORMITY  
 WITH LAW AND ORDERED RECORDED. (EFFECTIVE DATE: 01/01/96)

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00	\$ _____

D0907717

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

THE CORPORATION TRUST  
 INCORPORATED  
 32 SOUTH STREET  
 BALTIMORE MD 21202

131C3095307

**STATE OF MARYLAND**      A 509090

I hereby certify that this is a true and complete copy of the  
 page document on file in this office. DATED: 6-16-98 4  
 RECORDED IN THE RECORDS OF THE  
 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
 BY: [Signature] STATE DEPARTMENT OF ASSESSMENTS, Custodian  
 This stamp replaces our previous certification system. Effective: 6/95

Effective 1/1/96

ARTICLES OF MERGER  
OF

THE WHEELABRATOR CORPORATION  
and  
WHEELABRATOR CLEAN WATER INC.

12-29-95 10/20/95

WITH AND INTO

WHEELABRATOR CLEAN WATER SYSTEMS INC.

UNDER SECTION 3-102  
OF

THE MARYLAND GENERAL CORPORATION LAW

(nlcom  
p. 2)

Wheelabrator Clean Water Systems Inc., a Maryland corporation, The Wheelabrator Corporation, a Delaware corporation, and Wheelabrator Clean Water Inc., a Delaware corporation, hereby make these Articles of Merger in accordance with the requirements of Section 3-109 of the General Corporation Law of Maryland and do hereby certify as follows:

1. Wheelabrator Clean Water Systems Inc. ("WCWS" sometimes referred to as the "Surviving Corporation"), The Wheelabrator Corporation ("TWC") and Wheelabrator Clean Water Inc. ("WCW") each agree that TWC and WCW shall merge with and into WCWS and that WCWS shall be the successor corporation in such merger (the "Merger"). TWC and WCW own no interest in any real property in the State of Maryland.

2. WCWS was incorporated in Maryland on August 31, 1978; its principal office in Maryland is located in Anne Arundel County. TWC was incorporated in Delaware on June 23, 1984, and WCW was incorporated in Delaware on December 27, 1985, and neither have principal offices located in Delaware.

3. The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by each corporation party hereto by the vote required by its charter and the Maryland General Corporation Law, and the General Corporation Law of Delaware. The terms and conditions of the merger were authorized and declared advisable by written consent of the Board of Directors of WCWS on January 1, 1996, and were approved by the stockholders of WCWS by unanimous written consent on January 1, 1996. The terms and conditions of the Merger were authorized and declared advisable by written consent of the Board of Directors of TWC and WCW on January 1, 1996, and were approved by the stockholders of TWC and WCW on January 1, 1996.

RECEIVED  
JAN 29 1996  
ESS.

60038080

60038081

60038079

4. Prior to the Merger, the total number of shares of stock that WCWS has authority to issue is 1,000 shares, all of which are Common Stock with a par value of \$1.00. Upon and after the Merger, the total number of shares that WCWS shall have authority to issue is 1,000, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

5. The total number of shares that TWC has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

The Total number of shares that WCW has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$.01 per share, all of which are issued and outstanding.

6. WCWS, TWC and WCW have agreed to merge in accordance with the terms of an Agreement and Plan of Merger, dated as of January 1, 1996, by and between WCWS, TWC and WCW. In consummation of the Merger:

a. On the date of Merger all of the issued and outstanding shares of capital stock of TWC and WCW shall be cancelled, and no shares of WCWS shall be issued, or other consideration paid, in exchange therefor.

b. On the date of Merger the Articles of Incorporation of WCWS shall be amended as set forth below:

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

The provisions of WCWS's Articles of Incorporation in effect immediately preceding the Merger, other than those set forth above, 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 until the same shall be altered, amended or repealed as provided for therein and under the Maryland General Corporation Law.

7. The name and address of the resident agent of the Surviving Corporation within the State of Maryland shall be The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

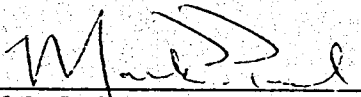
8. TWC and WCW own no property in the State of Maryland.

9. This Merger shall be effective on January 1, 1996. ✓

IN WITNESS WHEREOF, these Articles of Merger have been signed by each of WCWS TWC and WCW by its President, or Vice President, each such officer acknowledges the same to be the act of such corporation and the Secretary or an Assistant Secretary of each has attested to the execution and acknowledgment hereof.

WHEELABRATOR CLEAN WATER  
SYSTEMS INC.

Attested by:



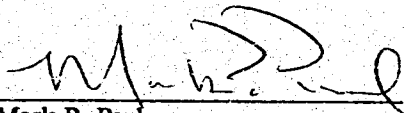
Mark P. Paul  
Vice President



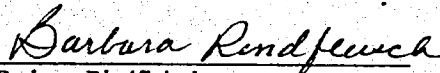
Barbara Rindfleisch  
Assistant Secretary

THE WHEELABRATOR CORPORATION

Attested by:



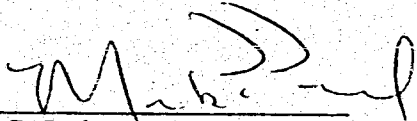
Mark P. Paul  
Vice President



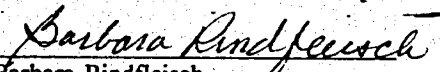
Barbara Rindfleisch  
Assistant Secretary

WHEELABRATOR CLEAN WATER INC.

Attested by:



Mark P. Paul  
Vice President



Barbara Rindfleisch  
Assistant Secretary