

**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
Continental Penfield Corporation		03/29/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Filter/Ionpure Inc.
Street Address:	10 Technology Drive
City:	Lowell
State/Country:	MASSACHUSETTS
Postal Code:	01851
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	0831423	
Registration Number:	1541413	MODULAB
Registration Number:	1410933	WORLD LEADER IN HIGH PURITY WATER
Registration Number:	0807803	CONTINENTAL
Registration Number:	1541414	MODULAB

CORRESPONDENCE DATA

Fax Number: (978)454-6094  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 978-614-7431  
 Email: shermanj@usfilter.com  
 Correspondent Name: JoAnn M. Sherman  
 Address Line 1: 75 Technology Drive  
 Address Line 4: Lowell, MASSACHUSETTS 01851

ATTORNEY DOCKET NUMBER:	USF/DIV/9155
NAME OF SUBMITTER:	JoAnn M. Sherman

CH \$140.00 0831423

**Total Attachments: 6**

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H/S  
Examiner

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

081

## ARTICLES OF \*CONSOLIDATION / \*MERGER (General Laws, Chapter 156B, Section 79)

~~\*Consolidation~~ / \*merger of  
(A) Continental Penfield Corporation,  
a Delaware corporation and  
(B) U.S. Filter/Ionpure Inc.,  
a Massachusetts corporation

the constituent corporations, into

(M) U.S. Filter/Ionpure Inc.

~~\*New corporation~~ / \*one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~\*consolidation~~ / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~\*resulting~~ / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~\*consolidation~~ / \*merger determined pursuant to the agreement of ~~\*consolidation~~ / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

### 3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

### (For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C  
P  
M  
R.A.

6

*\*Delete the inapplicable words.  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address (*post office boxes are not acceptable*) of the ~~resulting~~ surviving corporation in Massachusetts is:

10 Technology Drive, Lowell, MA 01851

\*\* If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:	(See attached)	
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ surviving corporation shall end on the last day of the month of: March

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ surviving corporation is:

CT Corporation System, 2 Oliver St., Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

~~5- The resulting/surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting/surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

**FOR MASSACHUSETTS CORPORATIONS**

The undersigned ~~President~~ Vice President and ~~Clerk~~ Assistant Clerk of U.S. Filter/Ionpure Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Damian C. Georgino, ~~President~~ Vice President  
Damian C. Georgino

Cynthia A. Bacon, ~~Clerk~~ Assistant Clerk  
Cynthia A. Bacon

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, † Vice President and †† Assistant Secretary

of Continental Penfield Corporation, a corporation organized under the laws of

Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly adopted by such corporation in the manner required by the laws of Massachusetts Delaware

\*Delete the inapplicable words.  
†Specify the officer bearing powers and duties corresponding to those of the presidents or vice presidents of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer bearing powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Kevin L. Spence  
Kevin L. Spence  
†† Dorrie B. Osborne  
Dorrie B. Osborne

U. S. FILTER/IONPURE INC.

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Nicholas C. Memmo	President & General Manager	104 Carlton Ln. N. Andover, MA 01845
Kevin L. Spence	Vice President & Chief Financial Officer	43-717 Via Majorca Palm Desert, CA 92260
James W. Dierker	Vice President, Assistant Controller & Treasurer	44-375 King's Canyon Ln. Palm Desert, CA 92260
Damian C. Georgino	Vice President & Clerk	76-512 Begonia Ln. Palm Desert, CA 92211
William L. Brennen	Vice President- Service Operations	4 Kirsi Cr. Westford, MA 01886
Andrew Bergdoll	Vice President- Capital Operations	13 Lakeside St. Salem, NH 03079
Christopher T. Lavin	Vice President- Marketing	36 High St. Medfield, MA 02052
Michael F. Welch	Vice President- Finance, Controller, Assistant Clerk & Assistant Treasurer	3 Steeple Chase Cr. Westford, MA 01886
Duane R. Huennekens	Assistant Treasurer	39-540 Kirkwood Ct. Rancho Mirage, CA 92270
Lisabeth W. Huddleston	Assistant Treasurer	17 Mason Rd. New Boston, NH 03070
Dorrie B. Osborne	Assistant Clerk	3184 Cajon Cr. Palm Springs, CA 92264
Cynthia A. Bacon	Assistant Clerk	100 Brookside Dr. Andover, MA 01810

TRADEMARK

REEL: 002901 FRAME: 0436

**DIRECTORS:**

<u>Name</u>	<u>Residence Address</u>
Richard J. Heckmann	72-551 Clancy Ln. Rancho Mirage, CA 92270
Kevin L. Spence	43-717 Via Majorca Palm Desert, CA 92260
Nicholas C. Memmo	104 Carlton Ln. N. Andover, MA 01845

532289

THE COMMONWEALTH OF MASSACHUSETTS SECRETARY OF THE COMMONWEALTH

ARTICLES OF \*CONSOLIDATION / \*MERGER MAR 29 PM 3:43  
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of Consolidation / Merger and, the filing fee in the amount of \$ 250.00, having been paid, said articles are deemed to have been filed with me this 29th day of MARCH, 19 96.

Effective date \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 1-8-97 CLERK [Signature]

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
C T Corporation System  
2 Oliver Street  
Boston, Massachusetts 02109  
\_\_\_\_\_  
\_\_\_\_\_  
Telephone: \_\_\_\_\_