

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wheelabrator Engineered Systems, Inc.		05/25/1995	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Wheelabrator Clean Water, Inc.
Street Address:	55 Shuman Boulevard
City:	Naperville
State/Country:	ILLINOIS
Postal Code:	60563
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1301484	TRIDENT
Registration Number:	1534167	TRI-MITE

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

ATTORNEY DOCKET NUMBER:	USF/DIV/9155 - SIEMENS DI
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NAME OF SUBMITTER:	JoAnn Sherman
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Total Attachments: 3  
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 source=ENG to CLN#page2.tif

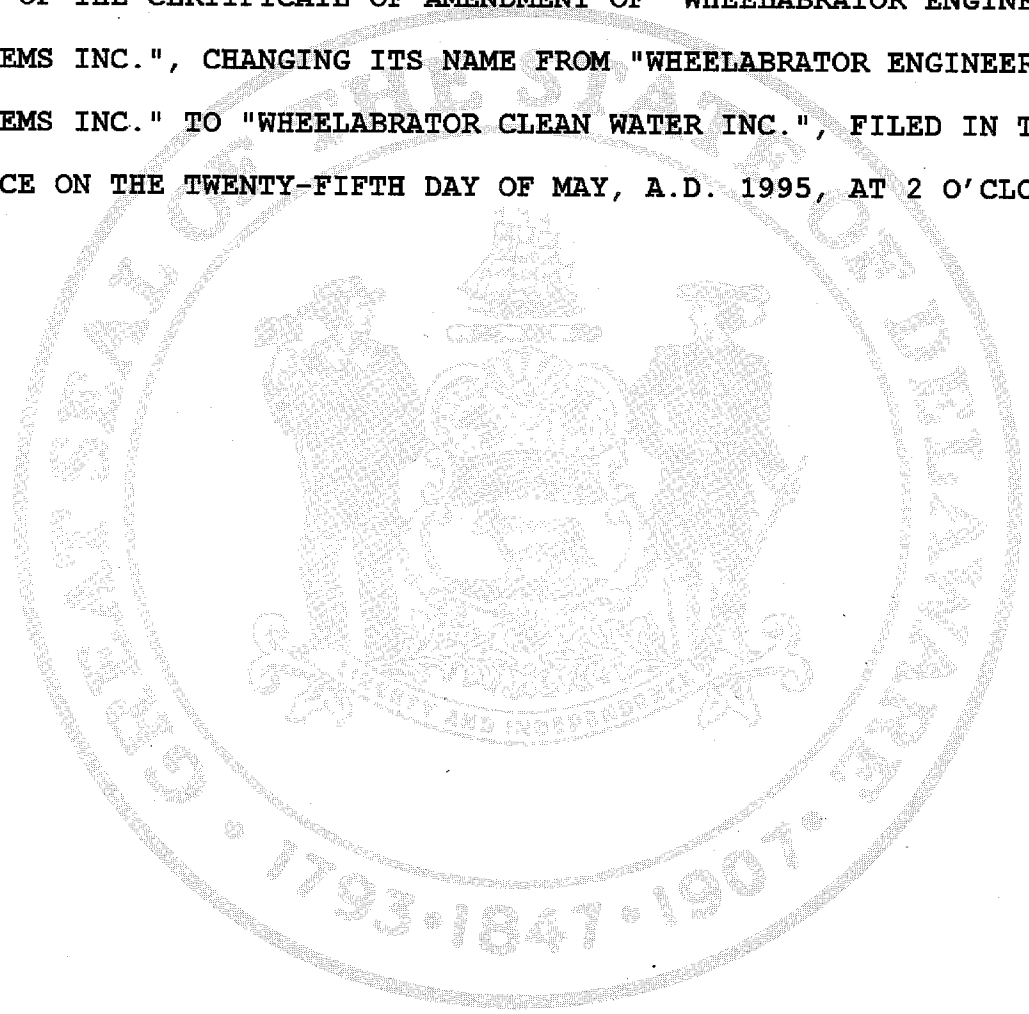
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Office of the Secretary of State

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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.



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Edward J. Freel, Secretary of State

9706836

AUTHENTICATION:

04-26-99

DATE:

TRADEMARK

REEL: 002919 FRAME: 0837

MAY-25-1995 13:48

603 929 3139  
WHEELABRATOR

STATE OF DELAWARE  
~~SECRETARY~~ 089 STATE 02  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 05/25/1995  
950116293 - 2079727

**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 J. Tavel  
Vice President

ATTEST:

Barbara Rindfleisch  
Assistant Secretary