

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wallace & Tiernan, Inc.		04/23/1997	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. Filter/Wallace & Tiernan, Inc.		
Street Address:	1901 West Garden Road		
City:	Vineland		
State/Country:	NEW JERSEY		
Postal Code:	08360		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0945204	W & T	
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:	10 Technology Drive		
Address Line 4:	Lowell, MASSACHUSETTS 01851		
ATTORNEY DOCKET NUMBER:	DIV/9155 -U02-00075US		
NAME OF SUBMITTER:	JoAnn M. Sherman		
Total Attachments: 2			
source=W&T to USFW&T#page1.tif			
source=W&T to USFW&T#page2.tif			

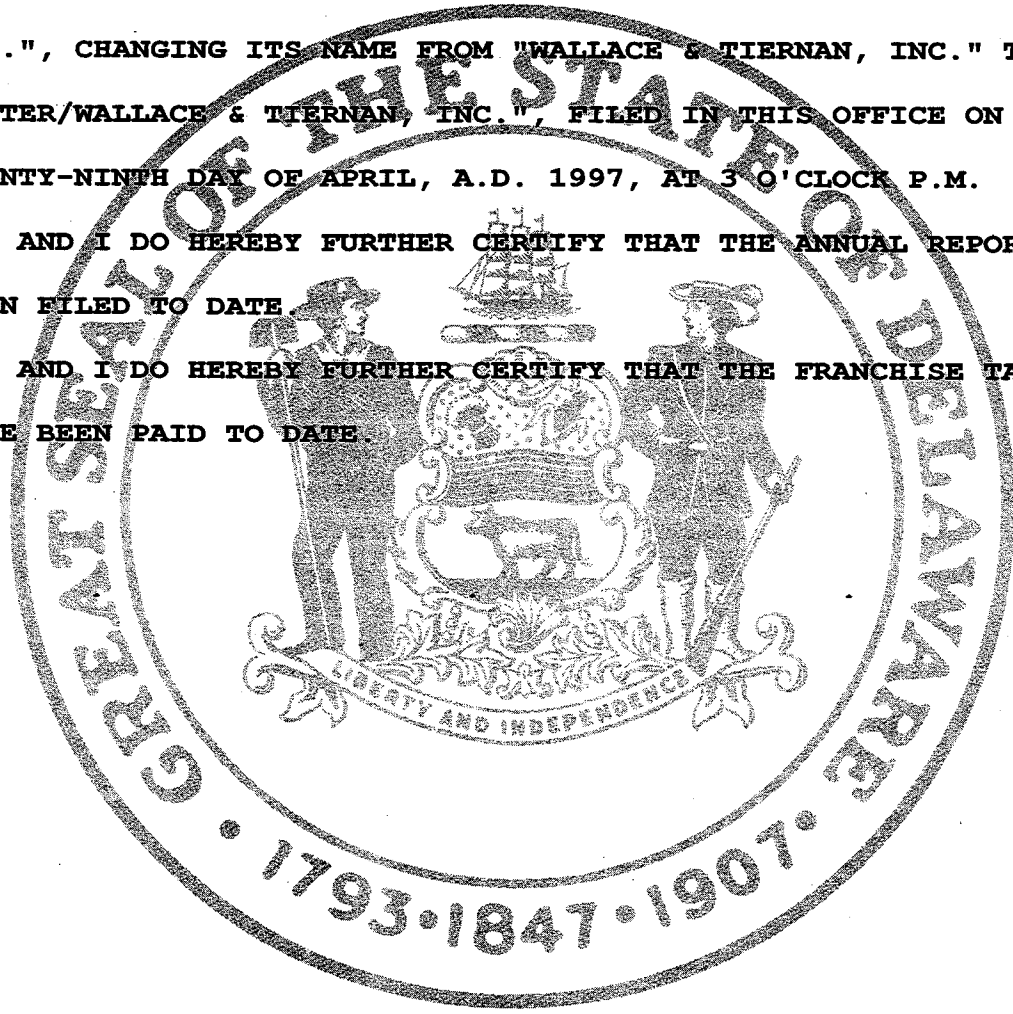
CH \$40.00 0945204

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 "WALLACE & TIERNAN, INC.", CHANGING ITS NAME FROM "WALLACE & TIERNAN, INC." TO "U.S. FILTER/WALLACE & TIERNAN, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2682812 8100

001306103

0501744

AUTHENTICATION:

DATE: 06-16-00
TRADEMARK

REEL: 002948 FRAME: 0226

4-29-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WALLACE & TIERNAN, INC.


WALLACE & TIERNAN, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

By unanimous written consent, in accordance with Sections 228 and 141(f) of the General Corporation Law of the State of Delaware, the stockholders and directors of the Corporation have duly adopted, in accordance with the provisions of Section 242 of the said General Corporation Law of the State of Delaware, to be effective immediately, an amendment to the Certificate of Incorporation of the Corporation whereby the first Article thereof is change so that, as amended, said Article shall be and read as follows:

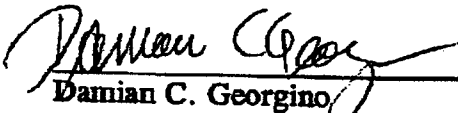
"1. The name of the Corporation is U.S. Filter/Wallace & Tiernan, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed this 23rd day of April, 1997.

WALLACE & TIERNAN, INC.

By: 
Andrew D. Seidel
President

Attest:


Damian C. Georgino
Secretary