

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Areva T&D Energy Automation & Information Corporation		10/29/2004	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Areva T&D, Inc.
Street Address:	1 International Plaza
Internal Address:	Suite 300
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19113
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1404443	ESCA
Registration Number:	1251562	HABITAT

CORRESPONDENCE DATA

Fax Number: (212)894-5765
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-940-6365
Email: bret.danow@kmzr.com
Correspondent Name: Bret J. Danow
Address Line 1: 575 Madison Avenue
Address Line 4: New York, NEW YORK 10022-2585

ATTORNEY DOCKET NUMBER:	333148-00001
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NAME OF SUBMITTER:	Bret J. Danow
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Total Attachments: 3
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CERTIFICATE OF MERGER

OF

AREVA T&D ENERGY AUTOMATION & INFORMATION CORPORATION
(a Washington corporation)

INTO

AREVA T&D, INC.
(a New York corporation)

Under Section 905
of the
New York Business Corporation Law

We, the undersigned, AREVA T&D, INC., a New York corporation and AREVA T&D ENERGY AUTOMATION & INFORMATION CORPORATION, a Washington corporation, do hereby certify the following:

- (1) Areva T&D, Inc., a New York corporation (the "Parent") owns all of the outstanding shares of Areva T&D Energy Automation & Information Corporation, a Washington corporation (the "Sub"). The name of the surviving corporation is Areva T&D, Inc., a New York corporation (hereinafter sometimes referred to as the "Surviving Corporation").
- (2) The number and designation of outstanding shares of the Sub is 12,071,051 shares of common stock having no par value, all of which are entitled to vote. All of the outstanding shares of the Sub are owned by the Parent.
- (3) The Certificate of Incorporation of the Parent was filed with the Department of State of the State of New York on November 29, 1988, under the name of Burndy Acquisition Corp.
- (4) The Certificate of Incorporation of the Sub was filed by the Department of State of the State of Washington on November 17, 1981. An application for authority to do business in the State of New York was filed with by Corporation with the Department of State of New York on March 19, 2001.
- (5) The Certificate of Incorporation of the Parent shall remain the Certificate of Incorporation of the Surviving Corporation.
- (6) The Sub has complied with the applicable provisions of the laws in the State of Washington in which it is incorporated and this merger is

permitted by such laws. The merger was authorized and the plan of merger was adopted by unanimous written consent of the board of directors of the Sub in accordance with applicable Washington law.

- (7) The merger was authorized and the plan of merger was adopted by unanimous written consent of the board of directors of the Surviving Corporation.
- (8) Upon the filing of this Certificate of Merger by the State of New York, the merger shall become effective.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate of Merger to be duly executed by their respective officers thereunto duly authorized as of this ____ day of October, 2004.

AREVA T&D ENERGY AUTOMATION & INFORMATION CORPORATION., a Washington Corporation

By: Anthony M. D'Iorio
Name: Anthony M. D'Iorio
Title: Secretary

AREVA T&D INC., a New York Corporation

By: Anthony M. D'Iorio
Name: Anthony M. D'Iorio
Title: Secretary

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