

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wheelabrator Water Technologies Inc.		12/02/1996	CORPORATION: MARYLAND

RECEIVING PARTY DATA	
Name:	IP Holding Company
Street Address:	10 Technology Drive
City:	Lowell
State/Country:	MASSACHUSETTS
Postal Code:	01851
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	420013	HONITE
Registration Number:	410216	WHEELAPEEN

CORRESPONDENCE DATA	
Fax Number:	(617)395-7070
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	617-395-7000
Email:	awmtrademarks@ll-a.com
Correspondent Name:	Aaron W. Moore, Lowrie, Lando & Anastasi
Address Line 1:	One Main Street
Address Line 2:	Riverfront Office Park
Address Line 4:	Cambridge, MASSACHUSETTS 02142

ATTORNEY DOCKET NUMBER:	W0494-4000
--------------------------------	------------

NAME OF SUBMITTER:	Stephanie Godino
---------------------------	------------------

Total Attachments: 4
 source=Assignment WWT to IP Holding#page1.tif

CH \$65.00 420013

source=Assignment WWT to IP Holding#page2.tif

source=Assignment WWT to IP Holding#page3.tif

source=Assignment WWT to IP Holding#page4.tif

ASSIGNMENT

WHEREAS, Wheelabrator Water Technologies Inc., a corporation organized under the laws of the State of ~~Delaware~~ ^{Maryland} ~~located at 3003 Butterfield Road, Oak Brook, Illinois 60521~~ (hereinafter referred to as the "Wheelabrator") is the owner, either directly or indirectly through its wholly owned subsidiaries, of certain intellectual property rights which include without limitation any and all trademarks (including all goodwill associated therewith), trade names, inventions, patents (U.S. and foreign), patent applications, trade secrets and other know-how, copyrights, royalty rights, rights to relief for known or unknown past infringement, and all original records or other materials relating to the intellectual property shown in the attached Schedule A, including materials in the possession of Wheelabrator's attorneys, agents, contractors or other third parties, owned by Wheelabrator (hereinafter collectively referred to as the "Intellectual Property Rights");

WHEREAS, IP Holding Company, a corporation organized under the laws of the State of Delaware, located at 10 Technology Drive, Lowell, Massachusetts 01851 (hereinafter referred to as "IP Holding"), desires to acquire the Intellectual Property Rights;

WHEREAS, Wheelabrator has agreed to cause the ownership in the intellectual property cases listed in Schedule A to be transferred from it and its wholly owned subsidiaries to IP Holding;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wheelabrator has sold, assigned, and transferred, or caused its wholly owned subsidiaries to transfer, to IP Holding, its successors, legal representatives and assigns, Wheelabrator's entire right, title and interest in the Intellectual Property Rights, the same

TRADEMARK

REEL: 002982 FRAME: 0096

to be held and enjoyed by the IP Holding, for its own use and the use of its successors, legal representatives, and assigns forever and to the full end of the term or terms for which the Intellectual Property Rights are or may be granted, as fully and entirely as the same would have been held and enjoyed by Wheelabrator, had this Assignment not been made;

AND for the same consideration, Wheelabrator will, upon request of IP Holding, execute and deliver all papers, including applications for patents and registrations for copyrights, and do such other legal acts (all expenses to be jointly shared by IP Holding and Wheelabrator) as may be necessary to obtain and maintain proprietary rights in any and all countries and to vest title thereto in IP Holding.

The effective date of this Assignment is Dec 2, 1996.

Signed at Chicago, in the County of Cook, State of ILLINOIS, this 2nd day of December, 1996.

By: [Signature]
Wheelabrator Water Technologies Inc.

STATE OF)
COUNTY OF)

On this 2nd day of December, 1996 personally before me came Linda Winte, known to me, and known to me to be the person described and who signed the this Assignment, and, being duly sworn, acknowledged that he executed the same.

[Signature]
Notary Public

“OFFICIAL SEAL”
Christine A. Harper
Notary Public, State of Illinois
My Commission Expires 07/27/98

HONITE

USA

420013

486425

95264

Tuesday, November 12, 1996

Page 2 of 8

TRADEMARK

REEL: 002982 FRAME: 0098

WHEELAPEEN

USA

410216

470843

95041

Tuesday, November 12, 1996

Page 3 of 8

RECORDED: 11/29/2004

TRADEMARK
REEL: 002982 FRAME: 0099