

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
BIO GRO SYSTEMS, INC.		02/25/1994	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	WHEELABRATOR CLEAN WATER SYSTEMS, INC..		
Street Address:	180 Admiral Cochrane Drive		
Internal Address:	Suite 305		
City:	Annapolis		
State/Country:	MARYLAND		
Postal Code:	21401		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1760881	ALL GRO	
CORRESPONDENCE DATA			
Fax Number:	7134257952		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7137528652		
Email:	jHUDSON@CCJ-LAW.COM		
Correspondent Name:	James E. Hudson III		
Address Line 1:	1401 McKinney		
Address Line 2:	Suite 1700		
Address Line 4:	Houston, TEXAS 77010		
ATTORNEY DOCKET NUMBER:	82956-2		
NAME OF SUBMITTER:	James E. Hudson III		
Signature:	/James E. Hudson III/		

CH \$40.00 1760881

Date:

03/25/2013

Total Attachments: 9

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FEB 28 1994

ARTICLES OF MERGER
OF
ARIZONA SOILS COMPOSTING, INC.
An Arizona Corporation

240563-7 FILED BY Lonia Sney
TERM _____
DATE 2/29/94

N-93430

INTO

BIO GRO SYSTEMS, INC.
A Maryland Corporation

Pursuant to the provisions of Section 10-077 of the Arizona Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Arizona Soils Composting, Inc.	Arizona
AllGro, Inc.	Delaware
IPS International, Inc.	Delaware
International Process Systems, Inc.	Delaware
IPS Pompano Inc.	Delaware
IPS Rochester Inc.	Delaware
IPS Sterling Inc.	Delaware
IPS Torrington Inc.	Delaware
Bio Gro Systems, Inc.	Maryland

SECOND: The laws of the States of Delaware and Maryland, under which the foreign corporations are organized permit such merger.

THIRD: The name of the surviving corporation is Bio Gro Systems, Inc., which shall herewith be changed to Wheelabrator Clean Water Systems, Inc., a Maryland corporation.

FOURTH: The attached Agreement and Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Arizona Business Corporation Act and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the states under which they are organized.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and numbers of outstanding shares of each class or series entitled to vote as a class or series on such Agreement and Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Arizona Soils Composting, Inc.	1,000	Common	100,000
AllGro, Inc.	900	Common	1,000
IPS International, Inc.	1,000	Common	1,000
International Process Systems, Inc.	1,000	Common	1,000
IPS Pompano Inc.	1,000	Common	1,000
IPS Rochester Inc.	1,000	Common	1,000
IPS Sterling Inc.	1,000	Common	1,000
IPS Torrington Inc.	1,000	Common	1,000
Bio Gro Systems, Inc.	1,000	Common	1,000

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Agreement and Plan of Merger, respectively, and, as to each class or series entitled to vote thereon as a class or series the number of shares of such class or series voted for and against such Agreement and Plan of Merger, respectively are as follows:

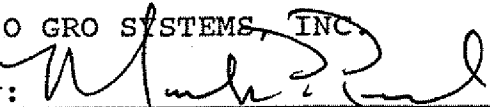
<u>Name of Corporation</u>	<u>Number of Shares</u>		<u>Entitled to Vote as a Class or Series</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>		<u>Voted For</u>	<u>Voted Against</u>
Arizona Soils Composting, Inc.	1,000	-0-	Common	1,000	-0-
AllGro, Inc.	900	-0-	Common	900	-0-
IPS International, Inc.	1,000	-0-	Common	1,000	-0-
International Process Systems, Inc.	1,000	-0-	Common	1,000	-0-
IPS Pompano Inc.	1,000	-0-	Common	1,000	-0-
IPS Rochester Inc.	1,000	-0-	Common	1,000	-0-
IPS Sterling Inc.	1,000	-0-	Common	1,000	-0-
IPS Torrington Inc.	1,000	-0-	Common	1,000	-0-
Bio Gro Systems, Inc.	1,000	-0-	Common	1,000	-0-


SEVENTH: Bio Gro Systems, Inc., the surviving corporation, agrees that it may be served with process in Arizona in any proceeding for the enforcement of any obligation of the domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation.

Bio Gro Systems, Inc., the surviving corporation, irrevocably appoints the Arizona Corporation Commission as its agent to accept service of process in any such proceeding.

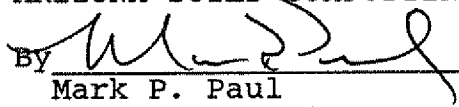
Bio Gro Systems, Inc., the surviving corporation, agrees that it will pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Arizona Business Corporation Act with respect to the rights of dissenting shareholders.

BIO GRO SYSTEMS, INC.

By: 
Mark P. Paul
Its Vice President

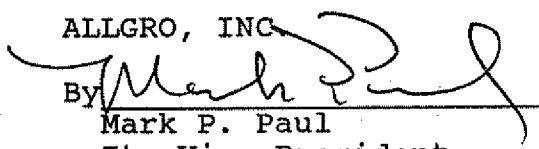
and 
Barbara Rindfleisch
Its Assistant Secretary

ARIZONA SOILS COMPOSTING, INC.

By: 
Mark P. Paul
Its Vice President


and 
Barbara Rindfleisch
Its Assistant Secretary

ALLGRO, INC.

By: 
Mark P. Paul
Its Vice President

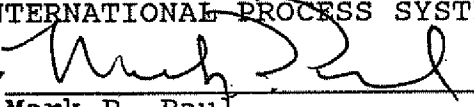
and 
Barbara Rindfleisch
Its Assistant Secretary

IPS INTERNATIONAL, INC.

By: 
Mark P. Paul
Its Vice President

and 
Barbara Rindfleisch
Its Assistant Secretary

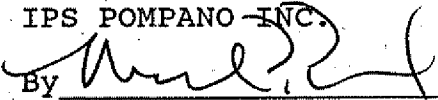
INTERNATIONAL PROCESS SYSTEMS, INC.

By: 
Mark P. Paul
Its Vice President


and 
Barbara Rindfleisch
Its Assistant Secretary

IPS POMPANO INC.

By

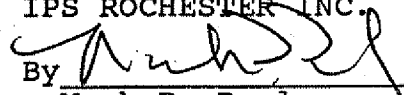

Mark P. Paul
Its Vice President

and

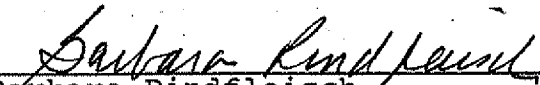

Barbara Rindfleisch
Its Assistant Secretary

IPS ROCHESTER INC.

By



Mark P. Paul
Its Vice President

and



Barbara Rindfleisch
Its Assistant Secretary

IPS STERLING INC.

By

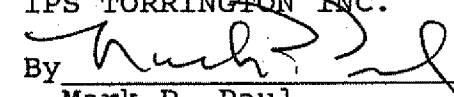

Mark P. Paul
Its Vice President

and



Barbara Rindfleisch
Its Assistant Secretary

IPS TORRINGTON INC.

By


Mark P. Paul
Its Vice President

and


Barbara Rindfleisch
Its Assistant Secretary

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger is made and entered into this 1st day of January, 1994 by and between Bio Gro Systems, Inc., a Maryland corporation ("Bio Gro" or the "Surviving Corporation"), Arizona Soils Composting, Inc., an Arizona corporation ("Arizona"), AllGro, Inc., a Delaware corporation ("AllGro"), IPS International, Inc., a Delaware corporation ("IPS International"), International Process Systems, Inc., a Delaware corporation ("IPS"), IPS Pompano Inc., a Delaware corporation ("Pompano"), IPS Rochester Inc., a Delaware corporation ("Rochester"), IPS Sterling Inc., a Delaware corporation ("Sterling") and IPS Torrington Inc., a Delaware corporation ("Torrington"). Bio Gro, Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington are sometimes referred to herein collectively as the "Constituent Corporations."

WHEREAS, Bio Gro has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to Wheelabrator Clean Water Systems Inc., a Delaware corporation ("WCWS");

WHEREAS, Arizona has an authorized capital of 100,000 shares of common stock, par value \$1.00, 1,000 of which are issued and outstanding and owned by WCWS;

WHEREAS, AllGro has an authorized capital of 1,000 shares of common stock, par value \$.01, 900 of which are issued and outstanding and owned by IPS International;

WHEREAS, IPS International has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to WCWS;

WHEREAS, IPS has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS International;

WHEREAS, Pompano has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Rochester has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Sterling has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Torrington has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, the respective laws of the State of Maryland, Arizona and Delaware permit the merger of a domestic corporation with a corporation organized under the laws of another State;

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington respectively merge with and into Bio Gro as provided for herein (the "Merger"); and

WHEREAS, the respective boards of directors of the Constituent Corporations, by resolutions duly adopted, have approved this Agreement and Plan of Merger.

NOW THEREFORE, in consideration of the mutual agreements herein contained and for the purpose of prescribing the terms and provisions of the Merger, the Constituent Corporations agree as follows:

1. The Merger. In accordance with The Maryland General Corporation Law, and the laws of the States of Arizona and Delaware, each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington shall be merged with and into Bio Gro, and the separate corporate existence of each of Arizona, AllGro, IPS International, Pompano, Rochester, Sterling and Torrington shall cease. Bio Gro shall be the surviving corporation. The effective date for accounting purposes only shall be January 1, 1994.

2. Effect on Shares. On the date of Merger all of the issued and outstanding shares of capital stock of each of Arizona, AllGro, IPS International, Pompano, Rochester, Sterling and Torrington shall be cancelled, and no shares of Bio Gro shall be issued, or other consideration paid, in exchange therefor.

3. Articles of Incorporation. On the date of Merger the Articles of Incorporation of Bio Gro shall be amended as set forth below.

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Clean Water Systems Inc.

The provisions of Bio Gro's Articles of Incorporation in effect immediately preceding the Merger, other than those set forth above, shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided for therein and under The Maryland General Corporation Law.

4. Bylaws. The Bylaws of Bio Gro in effect immediately preceding the Merger shall in no way be altered or repealed as a result of the Merger and shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided for therein and under The Maryland General Corporation Law.

5. Directors and Officers. The directors and officers of Bio Gro immediately prior to the Merger shall, when the Merger becomes effective, constitute the board of directors and officers, respectively, of the Surviving Corporation and each shall hold office for the term for which he or she was previously elected and until his or her successor is elected or appointed and qualified or until his or her earlier death, resignation or removal.

6. Rights and Obligations. On the date of Merger all of the property, rights, privileges, powers, franchises and obligations of each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington shall be vested in and become those of Bio Gro.

7. Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process, in any proceeding for the enforcement of any obligation of AllGro, IPS International, IPS, Pompano, Rochester, Sterling or Torrington, or any obligation of the Surviving Corporation arising from the Merger. The address to which the Secretary of State may forward service of process is Liberty Lane, Hampton, NH 03842; Attention: General Counsel.

The Surviving Corporation agrees that it may be served with process in the State of Arizona, and irrevocably appoints the Corporation Commission of Arizona as its agent to accept service of process in any proceeding for the enforcement of any obligation of Arizona Soils Composting, Inc., or any obligation of the Surviving Corporation arising from the Merger. The address to which the Corporation Commission of Arizona may forward service of process is Liberty Lane, Hampton, NH 03842; Attention: General Counsel.

8. Effective Time. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations at meetings separately called for that purpose, or for action by consent in lieu of a meeting as authorized by law. After the approval of this Agreement and Plan of Merger by the requisite vote or consent of such shareholders and the execution, acknowledgement, filing, issuance and recording of such documents as may be required under the respective laws of Maryland, Delaware and Arizona, the Merger shall become effective. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger and the Merger contemplated hereby may be terminated and

abandoned, without action by the shareholders of any Constituent Corporation, at any time before the filing of the Articles of Merger in the office of the Maryland Secretary of State, by action of the boards of directors of all Constituent Corporations.

9. Governing Law. The Surviving Corporation shall exist under and be governed by the laws of the State of Maryland.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed by its duly authorized officer as of the date first written above.

BIO GRO SYSTEMS, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

ARIZONA SOILS COMPOSTING,
INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

ALLGRO, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS INTERNATIONAL, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

INTERNATIONAL PROCESS
SYSTEMS, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS POMPANO INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Assistant Secretary

IPS ROCHESTER INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS STERLING INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS TORRINGTON INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y