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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

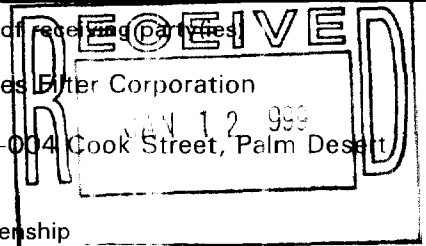


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>Name of conveying party(ies): Wheelator Water Technologies Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Maryland <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving Party(ies)</p> <p>Name: United States Filter Corporation Internal Address: Street Address: 40-004 Cook Street, Palm Desert CA 92211</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: June 24 and June 26, 1998</p>	



4. Application number(s) or registration number(s):

<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,110,805</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41)..... \$ 40.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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01-FC-491 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Peter C. Lando _____ January 7, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [6]

Mail documents to be recorded with required cover sheet information to:
 Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

NOTARIAL CERTIFICATE

Commonwealth of Massachusetts)
) ss.
County of Middlesex)

I, Kimberly A. Atwood, hereby certify that the attached document is a true and correct copy of the Trademark Assignment executed by Damian C. Georgino, Attorney for Wheelabrator Water Technologies, Inc., and Michael Welch, Assistant Treasurer for United States Filter Corporation, assigning Wheelabrator Water Technologies, Inc.'s entire right, title and interest to the trademark registrations and applications noted on the Schedule.

Kimberly A. Atwood
Kimberly A. Atwood
Notary Public
My Commission Expires: 10/27/00



ASSIGNMENT

WHEREAS, Wheelabrator Water Technologies Inc., a corporation of the State of Maryland having an office and place of business at 3003 Butterfield Road, Oak Brook, Illinois 60521 has adopted and used the following marks noted on the attached Schedule.

WHEREAS, United States Filter Corporation, having an office and place of business at 40-004 Cook Street, Palm Desert, California 92211 is desirous of acquiring said marks and the registrations therefor.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Wheelabrator Water Technologies Inc. without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said United States Filter Corporation, all its rights, title and interest in and to the said mark and the registration therefor, together with the goodwill of the business symbolized by said mark and the registration therefor and including all rights to sue and recover for past infringement of said mark and the registration therefor.

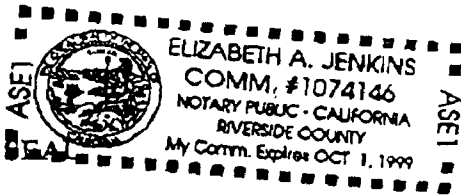
WHEELABRATOR WATER TECHNOLOGIES INC.

July 6, 1998
Date

By [Signature]
Name: Damian Georgino
Title: Attorney

State of California
County of Riverside

Subscribed to and sworn before me this 8th day of July, 1998.



[Signature]
Notary Public
My Commission Expires: 10-1-99

UNITED STATES FILTER CORPORATION

June 30, 1998
Date

By [Signature]
Name: Michael F. Welch
Title: Assistant Treasurer

Commonwealth of Massachusetts
County of Middlesex

Subscribed to and sworn before me this 30th day of June, 1998.

[Signature]
Notary Public
My Commission Expires: 10-27-00

SEAL

**“SCHEDULE A”
TRADEMARKS**

MARK	COUNTRY	REGISTRATION NO.
AQUA-CAT	United States	1732294
WESTATES CARBON	United States	1353511
WESTATES CARBON &	United States	13533512
BLASTCO	United States	1271181
CIRCLON	United States	1153687
DELTA LINE & design	United States	1144743
GRANAL	United States	671050
HONITE	United States	420013
JET III (stylized)	United States	1268507
BIOCHEM	United States	1262748
PIRATE PARTS & design	United States	1694858
WHEELAPEEN	United States	410216
AGRI-SCREEN	United States	1413145
Arrow Design	United States	1229541
CHANNEL-PACK	United States	1573607
HYDROSPHERE	Mexico	265285
HYDROSPHERE	United States	1189910
IRRIGATOR	United States	946179
LO-CAT II	United States	1749681
LO-CAT II	United States	1823343
JOHNETHANE	Australia	396232
JOHNSON & design	Venezuela	113459
JOHNSON SUPER-WELD	Venezuela	113463
JOHNSON WELL SCREENS	Argentina	1145072
JOHNSON WELL SCREENS	Argentina	1246768
JOHNSON WELL SCREENS	Chile	340136
JOHNSON WELL SCREENS	Columbia	43240
NU-WELL	United States	909409
NU-WELL	Australia	268260

MARK	COUNTRY	REGISTRATION NO.
RED HEAD & design	United States	326612
SUPER WELD	United States	1259801
SUPER WELD	Canada	302699
SUPER WELD	France	1738371
SUPER WELD HT	Canada	310086
SUPER WELD HT	Venezuela	113465
SUPER WELD HT	United States	1259110
VARIFLO	United States	1220738
LO-CAT	United States	1286668
LO-CAT	United States	1289967
CPC	United States	710200
THERMAPRILL	United States	831402
AQUARIUS	Canada	195930
MEMCLEAN	United States	1478567
MEMTECK	United States	1587648
MEMTECK	Taiwan	488049
TOTALTREAT	United States	1671678
ADSORPTION CLARIFIER	United States	1741137
AQUARITROL	United States	1190549
AQUARIUS	United States	981603
TRI-X	United States	1669046
FLOMATCHER	United States	668280
HYDROPERM	United States	1219882
INTERNALIFT	United States	1110805
LOAD CELL	United States	772194
MICROFLOC	Great Britain	972770
MICROFLOC	Mexico	341927
NAUTILUS	United States	1092229
IX/ER	United States	1666625
ULTRA-PACK	United States	1377874
RECLA-MATE	United States	972816
TRI-MITE	United States	1534167

MARK	COUNTRY	REGISTRATION NO.
TRIDENT	United States	1301484
AQUA-SCRUB	United States	82397
WATER BOY	Chile	402937
WATER BOY	United States	851452
WATER BOY	Canada	186003
WATER BOY	Venezuela	70309
MONOHEARTH	United States	597232
WIESE-FLO	United States	1635853
METASORB	United States	1370762
VENT-SCRUB	United States	82398
WESTATES	United States	1029150