

Form PTO-1594
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**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
 U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Wheelabrator Clean Water Inc.
 55 Shuman Boulevard
 Naperville, Illinois 60583

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other State of Delaware

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: January 1, 1996

2. Name and address of receiving party(ies)

Name: Wheelabrator Water Technologies Inc.

Internal Address:

Street Address: 4 Liberty Lane West

City: Hampton State: NH Zip: 03842

- Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Maryland
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,259,801;
 1,259,110

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Julie A. McWhirter

Internal Address:

Howrey Simon Arnold & White, LLP

Street Address: 750 Bering Drive

City: Houston State: TX Zip: 77057

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

01-2508/13134.0124.WCOS

DO NOT USE THIS SPACE

9. Signature.

Julie A. McWhirter
 Name of Person Signing

Julie A. McWhirter
 Signature

September 3, 2003
 Date

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

All documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

CH \$65.00 012508 1259801

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHEELABRATOR CLEAN WATER INC.", A DELAWARE CORPORATION,
"THE WHEELABRATOR CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "WHEELABRATOR CLEAN WATER SYSTEMS INC." UNDER
THE NAME OF "WHEELABRATOR WATER TECHNOLOGIES INC.", A
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 1996.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2079727 8100M

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AUTHENTICATION: 1319283

DATE: 08-29-01

TRADEMARK
REEL: 002710 FRAME: 0868

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/28/1995
950312510 - 2038329

State of Delaware
Secretary of State

**CERTIFICATE OF MERGER
OF
THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.
INTO
WHEELABRATOR CLEAN WATER SYSTEMS INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Wheelabrator Clean Water Systems Inc.	Maryland
The Wheelabrator Corporation	Delaware
Wheelabrator Clean Water Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Wheelabrator Clean Water Systems Inc., which shall herewith be changed to Wheelabrator Water Technologies Inc., a Maryland corporation.

FOURTH: That the amendments or changes in the "Certificate of Incorporation" of Wheelabrator Clean Water Systems Inc., the surviving corporation, as are to be effected by the merger are as follows:

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

All other provisions of the surviving corporation's Articles of Incorporation 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 provisions of the Articles of Incorporation of the Surviving Corporation.

FIFTH: 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 The Wheelabrator Corporation, Wheelabrator Clean Water Inc., 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, New Hampshire 03842; Attention: General Counsel.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: That the effective date of the merger shall be January 1, 1996.

Dated: January 1, 1996

**WHEELABRATOR CLEAN WATER
SYSTEMS INC.**

By 
Mark P. Paul
Vice President

ATTEST:

By 
Barbara Rindfleisch
Assistant Secretary