

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Merger and Change of Name	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MWH Acquisition Corp.		06/20/2001	CORPORATION: CALIFORNIA
Montgomery Watson, Inc.		06/20/2001	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MWH Holdings, Inc.		
Street Address:	300 North Lake Avenue		
Internal Address:	Suite 1200		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1860103	MW	
CORRESPONDENCE DATA			
Fax Number:	(303)473-2720		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303-473-2865		
Email:	docket@hollandhart.com		
Correspondent Name:	Ester Martin Maillaro		
Address Line 1:	P.O. Box 8749		
Address Line 2:	Attention: Tracy Baker		
Address Line 4:	Denver, COLORADO 80201		
ATTORNEY DOCKET NUMBER:	52803.0030		
NAME OF SUBMITTER:	Ester Martin Maillaro		
Signature:	/Ester Martin Maillaro/		

OP \$40.00 1860103

TRADEMARK

Date:

01/19/2010

Total Attachments: 5

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State of Delaware
Office of the Secretary of State

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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:

"MWH ACQUISITION CORP.", A CALIFORNIA CORPORATION,
WITH AND INTO "MONTGOMERY WATSON, INC." UNDER THE NAME OF
"MWH HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTIETH DAY OF JUNE, A.D. 2001, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2293627 8100M

AUTHENTICATION: 1200191

010296027

DATE: 06-20-01

TRADEMARK
REEL: 004133 FRAME: 0708

**CERTIFICATE OF MERGER
OF
MWH ACQUISITION CORP.
INTO
MONTGOMERY WATSON, INC.
(Under Section 252 of the General
Corporation Law of Delaware)**

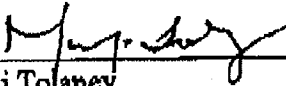
MONTGOMERY WATSON, INC. does hereby certify that:

1. The names and states of incorporation of each of the constituent corporations of the merger are as follows:
 - (a) MWH Acquisition Corp., a California corporation; and
 - (b) Montgomery Watson, Inc., a Delaware corporation.
2. An agreement 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.
3. The surviving corporation of the merger is Montgomery Watson, Inc., a Delaware corporation.
4. The Certificate of Incorporation of Montgomery Watson, Inc., a Delaware corporation, which is the surviving corporation, shall be the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A. The name of the surviving corporation from and after the Effective Time shall be "MWH Holdings, Inc." until changed in accordance with applicable law.
5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 300 North Lake Avenue, Suite 1200, Pasadena, California 91101.
6. A copy of the agreement of merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.
7. The authorized capital stock of MWH Acquisition Corp. is 1,000 shares of common stock.

Date: June 20, 2001

MONTGOMERY WATSON, INC.

By



Murli Tolancy
Chairman of the Board

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MWH HOLDINGS, INC.**

FIRST

The name of the corporation is MWH Holdings, Inc.

SECOND

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share. All rights to vote and all voting power shall be exclusively vested in the Common Stock.

FIFTH

The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The exact number of directors shall be fixed from time to time by, or in the manner provided in, the Bylaws of the corporation and may be increased or decreased as therein provided. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation, subject to the rights of the stockholders to adopt, amend or repeal the Bylaws.

SIXTH

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide. Meetings of stockholders may be held within or without the

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State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

SEVENTH

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article Seventh by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such repeal or modification.

EIGHTH

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders are subject to this reserved power.