

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407293

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fuel Tech, Inc.		12/13/2006	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Fuel Tech, Inc.		
Street Address:	27601 Bella Vista Pkwy		
City:	Warrenville		
State/Country:	ILLINOIS		
Postal Code:	60555		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2021194	NOXOUT CASCADE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7037377817		
Email:	admin@tjcarvis.com		
Correspondent Name:	Thaddius Carvis		
Address Line 1:	16341 Limestone CT		
Address Line 4:	Leesburg, VIRGINIA 20176		
NAME OF SUBMITTER:	Thaddius J. Carvis		
SIGNATURE:	/Thaddius J. Carvis/		
DATE SIGNED:	12/01/2016		
Total Attachments: 3			
source=Merger of Massachusettes Corp into Delaware#page1.tif			
source=Merger of Massachusettes Corp into Delaware#page2.tif			
source=Merger of Massachusettes Corp into Delaware#page3.tif			

OP \$40.00 2021194

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FUEL TECH, INC.
a Massachusetts corporation

INTO

FUEL TECH, INC.
a Delaware corporation

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

Fuel Tech, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"),

DOES HEREBY CERTIFY:

FIRST: That Parent was incorporated pursuant to the General Corporation Law of the State of Delaware by filing a Certificate of Conversion and Certificate of Incorporation with the Delaware Secretary of State on September 25, 2006, with an effective date of September 30, 2006, and as provided in Section 4 of the Certificate of Conversion and Section 265(d) of the General Corporation Law of the State of Delaware, the Parent was deemed incorporated on the 19th day of June, 1987.

SECOND: That Parent owns all of the outstanding shares of the stock of Fuel Tech, Inc., a corporation incorporated on the 8th day of June, 1981 pursuant to the Massachusetts General Laws ("Subsidiary").

THIRD: That the directors of Parent by the following resolutions of its Board of Directors, duly adopted by a vote of its members, filed with the minutes of the board on the 7th day of December, 2006, determined to merge Subsidiary with and into Parent:

RESOLVED, that pursuant to Section 253 of the Delaware General Corporation Law and Section 82 of Chapter 156b of the Massachusetts General Laws, Parent merge, and it hereby does merge with and into itself Subsidiary, assuming all of the Subsidiary's liabilities and obligations (the "Merger"); and be it further

RESOLVED, that the Merger shall be effective as of December 31, 2006 (the "Effective Date"); and be it further

RESOLVED, that the form, terms and provisions of each of the following documents and instruments prepared with respect to the Merger are hereby authorized, approved and adopted in all respects:

a. The Certificate of Ownership and Merger merging Subsidiary into Parent and providing for the assumption by Parent of the liabilities and

obligations of Subsidiary, in the form previously provided to the Board (the "Certificate of Ownership and Merger");

b. The Articles of Merger required under the laws of the Commonwealth of Massachusetts, in the form previously provided to the Board (the "Articles of Merger"); and

c. Any and all other agreements, documents and instruments to be executed, delivered and filed by Parent pursuant to the Merger (referred to collectively with the Certificate of Ownership and Merger, the Articles of Merger and the Plan of Merger as the "Merger Documents"); and be it further

RESOLVED, that pursuant to the Merger, the shares of common stock of Subsidiary shall be cancelled on the Effective Date; and be it further

RESOLVED, that the Merger may be amended or terminated and abandoned by the Board of Directors at any time prior to the Effective Date; and be it further

RESOLVED, that any proper officer of Parent be, and hereby is, authorized, directed and empowered to execute and deliver the Merger Documents on behalf of Parent and under its corporate seal in such form as such executing officer may approve, with such changes from the form as such officer shall approve, the execution thereof to be conclusive evidence of such approval, each in such counterparts as such executing officer deems appropriate, and to deliver such counterparts as such executing officer deems appropriate to the other party thereto against delivery to Parent of one or more counterparts executed by the other party thereto.

FOURTH: Anything herein to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of Parent at any time prior to the Effective Date.

FIFTH: The Merger herein certified shall be effective as of 5:00 p.m. Eastern Time on December 31, 2006.

IN WITNESS WHEREOF, said Parent has caused this Certificate to be signed by Charles W. Grinnell, its Vice President, this 13th day of December, 2006.

FUEL TECH, INC.

By: 
Name: Charles W. Grinnell
Title: Vice President

{00283432; 2; 2365-2}

3