



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Div.
100 North Main St
Providence, RI 02903-1
401.222.3

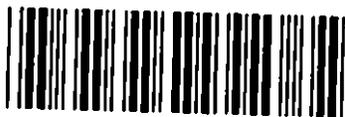
PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 77083		2. Name of Corporation Synagro-WWT, Inc.		
3. Street Address Principal Business Office 7014 EAST BALTIMORE ST		City BALTIMORE	State MD	Zip 21224
4. Business Phone No. 713.369.1744		5. State of Incorporation MARYLAND		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island ENVIRONMENTAL PROJECTS INVOLVING WATER, WASTEWATER AND BIO-SOLIDS.				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name ROBERT C. BOUCHER		Vice President Name MARK A. ROME		
Street Address 1800 BERING DR, STE 1000		Street Address 1800 BERING DR, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX
Secretary Name ALVIN L. THOMAS		Treasurer Name J. PAUL WITHROW		
Street Address 1800 BERING DR, STE 1000		Street Address 1800 BERING DR, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name ROBERT C. BOUCHER		Director Name MARK A. ROME		
Street Address 1800 BERING DR, STE 1000		Street Address 1800 BERING DR, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES				
Number of Shares	Class Series	Par Value	11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
1,000 COMM \$1.00 PAR VALUE			ISSUED SHARES	
			Number of Shares	Class Series
			1,000	Common
				Par Value
				\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



77083

FILED

File Date MAR 07 2005
Check No. 315076
By LT

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Alvin L. Thomas 2/28/05
Signature of Officer Date

ALVIN L THOMAS
Print or Type Name of Officer

VP/SEC



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Div
100 North Main
Providence, RI 02903-
401.222.

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 77083		2. Name of Corporation Synagro-WWT, Inc.		
3. Street Address Principal Business Office 1800 BERING DRIVE, STE 1000		City HOUSTON	State TEXAS	Zip 77057
4. Business Phone No. 713.369.1700		5. State of Incorporation MARYLAND		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island ENVIRONMENTAL PROJECTS INVOLVING WATER, WASTEWATER AND BIO-SOLIDS.				

8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

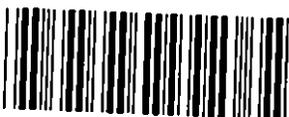
President Name ROBERT C. BOUCHER			Vice President Name MARK ANTHONY ROME		
Street Address 1800 BERING DRIVE, STE 1000			Street Address 1800 BERING DRIVE, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX	Zip 77057
Secretary Name ALVIN L. THOMAS II			Treasurer Name J. PAUL WITHROW		
Street Address 1800 BERING DRIVE, STE 1000			Street Address 1800 BERING DRIVE, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX	Zip 77057

9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name ROBERT C. BOUCHER			Director Name MARK ANTHONY ROME		
Street Address 1800 BERING DRIVE, STE 1000			Street Address 1800 BERING DRIVE, STE 1000		
City HOUSTON	State TX	Zip 77057	City HOUSTON	State TX	Zip 77057

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$1.00 PAR VALUE			1000	Comm	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 7 0 8 3 *

File Date 2.17.04
Check No. 207602
by: NP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Dvasha Roscoe 2/9/04
Signature of Officer Date
DVOASHA G. ROSCOE
Print or Type Name of Officer
ASSISTANT SECRETARY

FOR SECRETARY OF STATE USE ONLY

2004 Annual

Synagro – WWT, Inc.
Officers & Directors
February 2004

Officers:

President	Robert C. Boucher
Vice President	Mark Anthony Rome
Vice President/Secretary	Alvin L. Thomas II
Vice President/Treasurer	J. Paul Withrow
Assistant Secretary	Dvosha G. Roscoe

Directors:

Robert C. Boucher
Mark Anthony Rome



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of Sta.
Corporations Division
100 North Main Street, Providence, RI 02903-133
401-222-304



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **77083** 2. Name of Corporation **Synagro-WWT, Inc.**
3. Street Address Principal Business Office **1800 Bering, 1000** City **HOUSTON** State **TX** Zip **77057**
4. Business Phone No. **713 369-1744** 5. State of Incorporation **MARYLAND** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island **Including, but not limited to, residuals management.**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Ross M. Patten Street Address 1800 Bering, 1000 City Houston State Texas Zip 77057	Vice President Name Mark A. Rome Street Address 1800 Bering, 1000 City Houston State Texas Zip 77057
Secretary Name Alvin L. Thomas II Street Address 1800 Bering, 1000 City Houston State Texas Zip 77057	Treasurer Name J. Paul Withrow Street Address 1800 Bering, 1000 City Houston State Texas Zip 77057

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Ross M. Patten Street Address 1800 Bering, 1000 City Houston State Texas Zip 77057	Director Name Mark A. Rome Street Address 1800 BERING, 1000 City HOUSTON State TX Zip 77057
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
1,000 COMM \$1.00 PAR VALUE		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Comm	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 7 0 8 3 *

File Date: 2-18-03

Check No.: 216670

By: ALP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Alvin L. Thomas 1-6-03
Signature of Officer Date

Alvin L. Thomas II
Print or Type Name of Officer

UP/SEC

Attachment 'A'

President/Director

Ross M. Patten

Res: 5846 Inwood Park Ct
Houston, Tx 77057
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President

James Patrick Carmichael

Res: 14 Thomasina Lane
Darien, CT 06820
Office: 1111 Benfield, Suite B
Millersville, MD

Vice President /Director

Mark Anthony Rome

Res: 306 Cinnamon Oak Lane
Houston, TX 77079
Office: 1800 Bering, 1000
Houston, Tx. 77057

Asst. Secretary

Thomas Joseph Bintz

Office: 1800 Bering, 1000
Houston, Tx. 77057
Res: 1615 Bering, #1715
Houston, TX 77057

Vice President

Robert Charles Boucher

Res: 19010 Waterford Cove
Katy, Texas 77413
Office: 1800 Bering, 1000
Houston, Tx 77057

Vice President

Randall Scott Tuttle

Res: 1100 Bering, Apt. 327
Houston, TX 77057
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President – Secretary

Alvin Leroy Thomas

Res: 2342 Quenby
Houston, TX 77005
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President – Treasurer

Jeffery Paul Withrow

Res: 3523 Autumn Bend Drive
Sugar Land, TX 77479
Office: 1800 Bering, 1000
Houston, Tx. 77057



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **77083** 2. Name of Corporation **Synagro-WWT, Inc.**
3. Street Address Principal Business Office **1800 Bering 1000** City **HOUSTON** State **TX** Zip **77057**
4. Business Phone No. **713 369-1750** 5. State of Incorporation **MARYLAND** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island
INCLUDING, BUT NOT LIMITED TO, RESIDUALS MANAGEMENT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

President Name ROSS M. PATTEN Street Address 1800 Bering, 1000 City HOUSTON State TX Zip 77057	Vice President Name MARK A. ROME Street Address 1800 Bering, 1000 City HOUSTON State TX Zip 77057
Secretary Name ALVIN L. THOMAS II Street Address 1800 Bering 1000 City HOUSTON State TX Zip 77057	Treasurer Name J. PAUL WITKOW Street Address 1800 Bering, 1000 City HOUSTON State TX Zip 77057

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name ROSS M. PATTEN Street Address 1800 BERING, 1000 City HOUSTON State TX Zip 77057	Director Name Street Address City State Zip
Director Name MARK A. ROME Street Address 1800 BERING, 1000 City HOUSTON State TX Zip 77057	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000 COMM	\$1.00 PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000		1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 7 0 8 3 *

File Date: 2-15-02
Check No.: 173376
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: Alvin L. Thomas II Date: 2/11/02
Print or Type Name of Officer: Alvin L. Thomas II

Attachment 'A'

2002 Annual

President/Director

Ross M. Patten
Res: 5846 Inwood Park Ct
Houston, Tx 77057
Office: 1800 Bering, 1000
Houston, Tx. 77057

Asst. Secretary

Thomas Joseph Bintz
Office: 1800 Bering, 1000
Houston, Tx. 77057
Res: 1615 Bering, #1715
Houston, TX 77057

Vice President /Director

Mark Anthony Rome
Res: 306 Cinnamon Oak Lane
Houston, TX 77079
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President

Randall Scott Tuttle
Res: 1100 Bering, Apt. 327
Houston, TX 77057
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President – Secretary

Alvin Leroy Thomas
Res: 2342 Quenby
Houston, TX 77005
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President – Treasurer

Jeffery Paul Withrow
Res: 3523 Autumn Bend Drive
Sugar Land, TX 77479
Office: 1800 Bering, 1000
Houston, Tx. 77057

Vice President

James Patrick Carmichael
Res: 14 Thomasina Lane
Darien, CT 06820
Office: 1111 Benfield, Suite B
Millersville, MD



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **77083** 2. Name of Corporation **Synagro-WWT, Inc.**
3. Street Address Principal Business Office
7014 E. Baltimore ST. City **Baltimore** State **MD** Zip **21226**
4. Business Phone No. **800 370-0035** 5. State of Incorporation **MARYLAND** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island
INCLUDING, BUT NOT LIMITED TO, RESIDUALS MANAGEMENT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) • **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name ROSS M. PATTEN	Vice President Name MARK A. ROME
Street Address 1800 Bering, 1000	Street Address 1800 BERING, 1000
City HOUSTON State TX Zip 77057	City HOUSTON State TX Zip 77057
Secretary Name ALVIN L. THOMAS II	Treasurer Name J. PAUL WITHERON
Street Address 1800 Bering, 1000	Street Address 1800 Bering, 1000
City HOUSTON State TX Zip 77057	City HOUSTON State TX Zip 77057

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) • **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name ROSS M. PATTEN	Director Name MARK A. ROME
Street Address 1800 Bering, 1000	Street Address 1800 Bering, 1000
City HOUSTON State TX Zip 77057	City HOUSTON State TX Zip 77057
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) •

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM \$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) •

ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 COMM 1,000

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 7 0 8 3 *

File Date: 3/19/01
Check No.: 125822
By: 160

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Alvin L. Thomas Date: 3-07-01
Print or Type Name of Officer: Alvin L. Thomas
Secretary



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **77083** 2. Name of Corporation **Wheelabrator Water Technologies Inc.**
3. Street Address Principal Business Office
1001 Fannin Suite 4000 City **Houston** State **TX** Zip **77002**
4. Business Phone No. **713-512-6200** 5. State of Incorporation **MARYLAND** 6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island
Waste Disposal

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

<i>President Name</i> Richard Felago <i>Street Address</i> 1001 Fannin Suite 4000 <i>City</i> Houston <i>State</i> TX <i>Zip</i> 77002	<i>Vice President Name</i> Robert G. Simpson <i>Street Address</i> 1001 Fannin Suite 4000 <i>City</i> Houston <i>State</i> TX <i>Zip</i> 77002
<i>Secretary Name</i> Bryan J. Blankfield <i>Street Address</i> 1001 Fannin Suite 4000 <i>City</i> Houston <i>State</i> TX <i>Zip</i> 77002	<i>Treasurer Name</i> Ronald Jones <i>Street Address</i> 1001 Fannin Suite 4000 <i>City</i> Houston <i>State</i> TX <i>Zip</i> 77002

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

<i>Director Name</i> Bryan J. Blankfield <i>Street Address</i> 1001 Fannin Suite 4000 <i>City</i> Houston <i>State</i> TX <i>Zip</i> 77002	<i>Director Name</i> <i>Street Address</i> <i>City</i> <i>State</i> <i>Zip</i>
<i>Director Name</i> <i>Street Address</i> <i>City</i> <i>State</i> <i>Zip</i> 	<i>Director Name</i> <i>Street Address</i> <i>City</i> <i>State</i> <i>Zip</i>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
1,000	Common	1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
100	Common	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 7 7 0 8 3 *

File Date: 2/29/00
Check No.: 1111444
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.
[Signature] 2/2/2000
Signature of Officer Date

ROBERT G. SIMPSON
Print or Type of **VICE PRESIDENT &**

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **77083** 2. Name of Corporation **Wheelabrator Water Technologies Inc.**
3. Street Address Principal Business Office **4 Liberty Lane West** City **Hampton** State **NH** Zip **03842**
4. Business Phone No. **603/929-3226** 5. State of Incorporation **MARYLAND** 6. SIC Code **0000**

7. Brief Description of the Character of Business Conducted in Rhode Island
Environmental projects involving water, wastewater and bio-solids.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name John M. Kehoe, Jr. Street Address 4 Liberty Lane West City Hampton State NH Zip 03842	Vice President Name Mark P. Hepp Street Address 4 Liberty Lane West City Hampton State NH Zip 03842
Secretary Name Gregory T. Sangalis Street Address 1001 Fannin, Suite 4000 City Houston State TX Zip 77002	Treasurer Name Ronald H. Jones Street Address 1001 Fannin, Suite 4000 City Houston State TX Zip 77002

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Gregory T. Sangalis (sole director) Street Address 1001 Fannin, Suite 4000 City Houston State TX Zip 77002	Director Name Street Address City State Zip
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
1,000	common	\$1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
1,000	common	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: May 17, 1999
Check No.: 609037
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: Mary F. Vangile Date: 2/19/99
Print or Type Name of Officer: Mary F. Vangile
Assistant Secretary

1999 Annual

Wheelabrator Water Technologies Inc.

Additional Officer

Mary F. Vangie
Assistant Secretary
4 Liberty Lane West
Hampton, NH 03842

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 77083 2. Name of Corporation Wheelabrator Water Technologies, Inc
3. Street Address Principal Business Office 3003 Butterfield Rd., Oak Brook, IL. 60523 City IL State IL Zip 60523
4. Business Phone No. (630)572-8800 5. State of Incorporation Maryland 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Environmental Projects

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name <u>John M. Kehoe, Jr.</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>	Vice President Name <u>Lawrence W. Plitch</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>
Secretary Name <u>Carrie L. Cozzi</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>	Treasurer Name <u>Lawrence W. Plitch</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name <u>John M. Kehoe, Jr.</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>	Director Name <u>Lawrence W. Plitch</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>
Director Name <u>Gary J. Testa</u> Street Address <u>3003 Butterfield Road,</u> City <u>Oak Brook,</u> State <u>Illinois</u> Zip <u>60523</u>	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
<u>1,000</u>	<u>common</u>	<u>1.00</u>

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
<u>1,000</u>	<u>common</u>	<u>1.00</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.

File Date: 6-24-98
Check No.: 06906460
By: AMF

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Carrie L. Cozzi 6/12/98
Signature of Officer Date
Carrie L. Cozzi
Print or Type Name of Officer
Assistant Secretary



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Divis
100 North Main Street, Providence, RI 02903-1100
401-277-3100



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **77083** 2. Name of Corporation **Wheelabrator Water Technologies Inc.**
3. Street Address Principal Business Office **3003 Butterfield Road** City **Oak Brook** State **IL** Zip **60521**
4. Business Phone No. **(630) 572-8800** 5. State of Incorporation **MARYLAND** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island
Sludge Management

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name John J. Goody Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521	Vice President Name C. Donald Casey Street Address 55 E. Shuman Blvd. City Naperville State IL Zip 60563
Secretary Name Linda R. Witte Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521	Treasurer Name John D. Sanford Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name John J. Goody Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521	Director Name John D. Sanford Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521
Director Name Linda R. Witte Street Address 3003 Butterfield Road City Oak Brook State IL Zip 60521	Director Name Street Address City State Zip

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	\$1.00	1,000	Common	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/28/97

Check No.: 372178

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/14/97

Vaughn Hooks

Print or Type Name of Officer

ASSISTANT SECRETARY

WHEELABRATOR WATER TECHNOLOGIES INC.
 3003 Butterfield Road, Oak Brook, IL 60521
 OFFICERS AND DIRECTORS LIST
 F.E.I.N. #52-1130492

DIRECTORS:	BUSINESS ADDRESS:	HOME ADDRESS:
John J. Goody, Chairman	3003 Butterfield Road, Oak Brook, IL 60521	2316 County Ridge Dr, Birmingham, AL 35243
John D. Sanford	3003 Butterfield Road, Oak Brook, IL 60521	1921 Hampton Dr., Wheaton, IL 60187
Linda R. Witte	3003 Butterfield Road, Oak Brook, IL 60521	821 W. Roscoe, Chicago, IL 60657

OFFICERS:	TITLES:	
John J. Goody	President &	
	Chief Executive Officer	

C. Donald Casey	Vice President	3003 Butterfield Road, Oak Brook, IL 60521	2316 County Ridge Dr, Birmingham, AL 35243
Ram Gupta	Vice President	55 E. Shuman Blvd., Naperville, IL 60563	11409 Wild Heron Pt, Eden Prane, MN 55347
Richard S. Haak, Jr.	Vice President & Asst. Treas.	55 E. Shuman Blvd., Naperville, IL 60563	The Sovereign, 99 Myer Road, Singapore 1554
William C. Keightley	Vice President, Finance	4 Liberty Lane W, Hampton, NH 03842	3 Peach Tree Path, Andover, MA 01810
Peter W. Michalowski	Vice President,	3003 Butterfield Road, Oak Brook, IL 60521	1637 N. Larrabee, Chicago, IL 60614

Norman L. Miranda	Human Resources	3003 Butterfield Road, Oak Brook, IL 60521	11028 Hyland Terrace, Eden Prairie, MN 55344
Timothy Moody	Vice President	3003 Butterfield Road, Oak Brook, IL 60521	1112 Bluebird, Howard's Grove, WI 53083
Judith K. Rosenbeck	Vice President, Environmental	55 E. Shuman Blvd., Naperville, IL 60563	4111 Royal Troon Court, St. Charles, IL 60174

John D. Sanford	Vice President & Treasurer	3003 Butterfield Road, Oak Brook, IL 60521	433 Main Street, Batavia, IL 60510
Daniel P. Sarma	Vice President & Controller	3003 Butterfield Road, Oak Brook, IL 60521	1921 Hampton Dr., Wheaton, IL 60187
Thomas A. Troeschel	Vice President	180 Admiral Cochrane Road, Oak Brook, IL 60521	418 Hunt Club Drive, St. Charles, IL 60175
Linda R. Witte	Vice President & Secretary	3003 Butterfield Road, Oak Brook, IL 60521	11704 Tuscany Drive, Laurel, MD 20708
Vaughn Hooks	Assistant Secretary,		821 W. Roscoe, Chicago, IL 60657

Patricia R. McCann	Assistant Treasurer	3003 Butterfield Road, Oak Brook, IL 60521	6327 Wesley Ave., Willowbrook, IL 60521
Susan C. Nustra	Assistant Treasurer	4 Liberty Lane W, Hampton, NH 03842	101 Wilbird St., Portsmouth, NH 03801
Lorna M. Turner	Assistant Treasurer	3003 Butterfield Road, Oak Brook, IL 60521	19W221 Patnick Henry Sq., Oak Brook IL 60521
Larry J. Bunting	Assistant Secretary	180 Admiral Cochrane Road, Oak Brook, IL 60521	5006 Illinois Ave, Lisle, IL 60532
Susan A. Gregory	Assistant Secretary	180 Admiral Cochrane Dr., Annapolis, MD 21401	309 Saddle Ridge Rd., Annapolis, MD 21403
Donald S. Haufe	Assistant Secretary	3003 Butterfield Road, Oak Brook, IL 60521	29381 Will Street, Easton, MD 21601
Gerald S. Johnson	Assistant Secretary	20811 Industry Road, Anderson, CA96007	5546 Bruner, Hinsdale, IL 60521
Wayne S. Morris	Assistant Secretary	180 Admiral Cochrane Dr., Annapolis, MD 21401	1630 Saint Andrews Dr., Redding, CA 96003
Jan Stern Reed	Assistant Secretary	180 Admiral Cochrane Road, Oak Brook, IL 60521	1250-A Cedar Tree Lane, Annapolis, MD 21401
Barbara Rindfleisch	Assistant Secretary	3003 Butterfield Road, Oak Brook, IL 60521	1500 Gordon Terrace, Deerfield, IL 60015
Richard W. Robotham	Assistant Secretary	4 Liberty Lane W, Hampton, NH 03842	29 Brookside Dr., Stratham, NH 03885
David Vorel	Assistant Secretary	550 E. Dayton Yellow Spring Rd, Fairborn, OH 45324	1242 Mt. Pleasant Dr, Annapolis, MD 21401
Thomas A. Witt	Assistant Secretary	180 Admiral Cochrane Dr., Annapolis, MD 21401	6157 Regent Park Road, Baltimore, MD 21228
		3003 Butterfield Road, Oak Brook, IL 60521	1031 Maple Avenue, Evanston, IL 60202

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3000

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 77083
2. NAME OF CORPORATION Wheelabrator Clean Water Systems Inc
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 3003 Butterfield Rd
4. BUSINESS PHONE NO. 708-572-8800
5. STATE OF INCORPORATION MARYLAND
6. SIC CODE 8888
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Sludge management

8. NAMES AND ADDRESSES OF THE OFFICERS
PRESIDENT NAME John J. Goody
VICE PRESIDENT NAME John M. Kehoe, Jr.
STREET ADDRESS Liberty Lane
STREET ADDRESS Liberty Lane
CITY HAMPTON NH ZIP CODE 03842
CITY HAMPTON NH ZIP CODE 03842
SECRETARY NAME MARK P. Paul
TREASURER NAME John D. Sanford
STREET ADDRESS Liberty Lane
STREET ADDRESS Liberty Lane
CITY HAMPTON NH ZIP CODE 03842
CITY HAMPTON NH ZIP CODE 03842

9. NAMES AND ADDRESSES OF THE DIRECTORS
DIRECTOR NAME John J. Goody
DIRECTOR NAME John M. Kehoe, Jr.
STREET ADDRESS Liberty Lane
STREET ADDRESS Liberty Lane
CITY HAMPTON NH ZIP CODE 03842
CITY HAMPTON NH ZIP CODE 03842
DIRECTOR NAME MARK P. Paul
DIRECTOR NAME John D. Sanford
STREET ADDRESS Liberty Lane
STREET ADDRESS Liberty Lane
CITY HAMPTON NH ZIP CODE 03842
CITY HAMPTON NH ZIP CODE 03842

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	Common	\$1	1,000	Common	\$1

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined the report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 3/11/96
Check No: 211102
By: CS

[Handwritten initials]

[Handwritten Signature]
Signature of Officer
Vaughn Hooks
Print or Type Name of Officer

ASSISTANT Secretary: 3/7/96

WHEELABRATOR CLEAN WATER SYSTEMS INC.
 3003 Butterfield Road, Oak Brook, IL 60521
OFFICERS AND DIRECTORS LIST
 F.E.I.N. #52-1130492

DIRECTORS:

John J. Goody
 John M. Kehoe, Jr.
 Mark P. Paul
 John D. Sanford

BUSINESS ADDRESS:

Liberty Lane, Hampton, NH 03842
 Liberty Lane, Hampton, NH 03842
 Liberty Lane, Hampton, NH 03842
 Liberty Lane, Hampton, NH 03842

HOME ADDRESS:

2316 County Ridge Dr, Birmingham, AL 35243
 1578 Ponus Ridge Road, New Canaan, CT 6840
 45 Middle Road, Portsmouth, NH 03801
 15 Prescott Lane, Hampton Falls, NH 03844

OFFICERS:

John J. Goody
 Michael Belsante
 Richard S. Haak, Jr.
 James R. Hecht
 John M. Kehoe, Jr.
 Michael Pace
 Mark P. Paul
 John D. Sanford
 Ralph Tapia
 Thomas A. Troeschel
 David Vorel
 Vaughn Hooks

TITLES:

President
 Vice President & Asst. Secy.
 Vice President & Asst. Treas.
 Vice President
 Vice President
 Vice President & Asst. Secy.
 Vice President & Secretary
 Vice President & Treasurer
 Vice President
 Vice President
 Vice President & Controller
 Assistant Secretary,

Assistant Treasurer
 Assistant Treasurer
 Assistant Treasurer
 Assistant Treasurer
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Regional Vice Pres. - South
 Regional Vice Pres. - Mid-West
 Regional Vice Pres. - West
 Regional Vice Pres. - Mid/Atlnc.
 Regional Vice Pres. - Northeast
 Assistant Secretary - So. Reg.
 Assistant Secy - Mid-Atl. Reg.
 Assistant Secy - West Reg.
 Assistant Secy - Mid-West Reg.

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 3003 Butterfield Road, Oak Brook, IL 60521
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 514 E. Dayton Yellow Spring Rd., Fairborn OH 45324
 19600 Fairchild, Irvine, CA 92715
 180 Admiral Cochrane Dr., Annapolis, MD 21401
 Northeast Liberty Lane, Hampton, NH 03842
 180 Admiral Cochrane Dr., Annapolis, MD 21401
 180 Admiral Cochrane Dr., Annapolis, MD 21401
 20811 Industry Road, Anderson, CA96007
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6327 Wesley Ave., Willowbrook, IL 60521
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 19W221 Patrick Henry Sq., Oak Brook IL 60521
 5006 Illinois Ave, Lisle, IL 60532
 29 Brookside Dr., Stratham, NH 03885
 P. O. Box 1847, Easton, MD 21601
 994 Timber Lee Court, Naperville, IL 60540
 5546 Bruner, Hinsdale, IL 60521
 877 Jolly Road, Columbus, MS 39701
 2075 Erickman La., Xenia, OH 45385
 4165 Sunset La., Oxnard, CA 93035
 4082 Muddy Creed Rd., Harwood, MD 20776
 10 Tall Pines Dr., Stratham, NH 03885
 309 Saddle Ridge Rd., Annapolis, MD 21403
 1250-A Cedar Tree Lane, Annapolis, MD 21401
 1630 Saint Andrews Dr., Redding, CA 96003
 2300 Bluewing Dr., Beavercreek, OH 45431



ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0077083

Annual Report for the year: 1995

Name of Corporation: Wheelabrator Clean Water Systems Inc

Business entity organized under the laws of the State of: Delaware

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

Business Corporation (See RIGL Chapter 7-1.1)

WMX Technologies, Inc.

Professional Service Corporation (See RIGL Chapter 7-5.1)

3003 Butterfield Road

Oak Brook, IL 60521

Phone: (708) 572-8800

Brief statement of the character of business conducted in Rhode Island:

Sludge management

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

Phone: ()

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT John T. Dowd	Liberty Lane	Hampton, NH	03842
VICE PRESIDENT John M. Kehoe, Jr.	Liberty Lane	Hampton, NH	03842
SECRETARY Mark P. Paul	Liberty Lane	Hampton, NH	03842
TREASURER John D. Sanford	Liberty Lane	Hampton, NH	03842

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
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John D. Sanford	Liberty Lane	Hampton, NH	03842

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
1,000	Common	1,000	Common

Date February 24th 19 95

By: *Vaughn Hooks*
 Vaughn Hooks

PRINT OR TYPE NAME OF OFFICER SIGNING
 Assistant Treasurer
 TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 123 DYER STREET
 PROVIDENCE RI 02903

FILED

MAR 3 1995

BY SC 001388

WHEELABRATOR CLEAN WATER SYSTEMS INC.
 3003 Butterfield Road, Oak Brook, IL 60521
OFFICERS AND DIRECTORS LIST
 F.E.I.N. #52-1130492

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 Mark P. Paul
 John D. Sanford
 Stephen P. Stanczak

BUSINESS ADDRESS:

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 Vice President & Treasurer
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 Vice President
 Vice President & Controller
 Assistant Secretary,

Assistant Treasurer

Patricia R. McCann
 Susan C. Nustra
 William C. Krenz
 Barbara Rindfleisch
 Stephen P. Stanczak
 Sue Gregory
 Thomas R. Frank
 Donald S. Haufe
 Henry L. Campbell
 Charles W. Miller
 Mark K. Taylor
 Stephen R. Toft
 Mark A. Weidman
 Larry J. Bunting
 Richard J. Mitchell, III
 Wayne S. Morris
 Gerald S. Johnson
 Barbara J. Clifford

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