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December 11, 2017

Via Email

Mr. Matt Hoban
Director of Legal Services
Inframark, LLC
220 Gibraltar Road, Suite 200
Horsham, Pennsylvania 19044

RE: Effect of Name Change
Our File No. 4825.000

Dear Matt:

You have asked us to inform you regarding Texas law as it relates to the name change of Severn Trent Environmental Services, LLC ("STES") to Inframark, LLC and the effect such a name change may have on the obligations and liabilities under existing contracts first incurred by STES.

The Amendment to the Certificate of Formation that was filed, to be effective on December 1, 2017, changed only the name of the entity. As explained in Section 3.056 of the Texas Business Organizations Code, an amendment to a certificate of formation does not affect the existing rights of any party other than an owner of the entity. It has long been the law in Texas that a name change has no effect on the identity of the company or on its obligations and rights. *Nelson v. Detroit & Security Trust Co.*, 56 S.W.2d 860, 862 (Tex. Comm'm App. 1933, judgm't adopted). However, I believe that the discussion by the Texas Court of Appeals in its opinion *In re ReadyOne Indus.*, 294 S.W.3d 764, 772 (Tex. App. – El Paso 2009 orig. proceeding) states it most clearly:

The Texas Business Organizations Code (BOC) also supports the finding that ReadyOne is merely a rebranded NCED. First, under the BOC a corporation has a perpetual existence unless otherwise stated in the certificate of formation. TEX.BUS.ORG.CODE ANN. § 3.005(a)(4) (Vernon Supp. 2008). Changing a corporate name or form does not end this perpetual existence.

Based on the evidence before this Court, NCED still exists, but now it has a new operating name and restated purpose. Neither the

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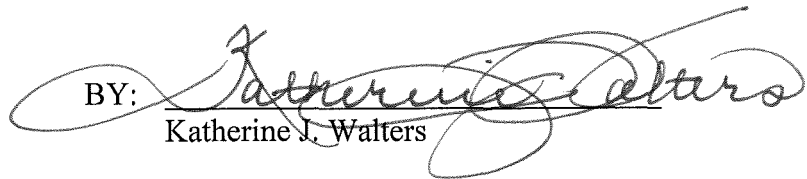
Real Party nor Relators were able to find law indicating that a series of amendments or restatements of corporate purpose makes an entity a new company and thus relieving underlying contractual obligations. A corporation in Texas is permitted to freely restate or amend its certificate of formation. TEX.BUS.ORG.CODE ANN. §§ 3.056, 3.057.

The guidance given by the Texas Business Organizations Code and the case law interpreting this statute, requires a conclusion that, absent specific contractual provisions terminating the contract in the event of a name change, Inframark LLC steps into the shoes of STES in contracts entered into by STES prior to December 1, 2017 and has the rights and responsibilities formerly possessed by STES.

I trust that this explanation adequately responds to your inquiry. However, if you have any additional questions, please do not hesitate to contact our office.

Sincerely,

RICHIE & GUERINGER, P.C.

BY: 
Katherine J. Walters

KJW/tes