

06-30-1998



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To the Honorable Con.

100750022

COVER SHEET
(SONLY)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

JUN 22 1998

6/22/98

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Kalama Chemical, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Assignment January 3, 1994
Execution Date Change of Name March 27, 1996

2. Name and address of receiving party(ies)

Name: NIPA Hardwicke Inc.

Internal Address: 104 Hagley Building

Street Address: 3411 Silverside Road

City: Wilmington State: DE ZIP: 19810

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Minnesota
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

358,492

432,654

Additional numbers attached? Yes No

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

Name: Stephan M. Evans

Internal Address: Suite 2460

Graybeal Jackson Haley LLP

Street Address: 777 108th Avenue NE

City: Bellevue State: WA ZIP: 98004-5117

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

07-1897

(Attach duplicate copy of this page if paying by deposit account)

06/29/1998 DCDATES 00000222 358492

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephan M. Evans
Name of Person Signing

Stephan M. Evans
Signature

18 JUNE, 1998
Date

Total number of pages including cover sheet, attachments, and document: 9

TRADEMARKS - ASSIGNMENT

THIS ASSIGNMENT, made between KALAMA CHEMICAL, INC. , a corporation organized and existing under the laws of the State of Washington and having its principal office and place of business at 1110 Bank of California Center, Seattle, Washington 98164, U.S.A. (hereinafter referred to as Assignor) and NIPA LABORATORIES, INC., a corporation organized and existing under the laws of the State of Delaware and having an office and place of business at 3411 Silverside Road, 104 Hagley Building, Wilmington, Delaware 19810, U.S.A. (hereinafter referred to as Assignee).

WHEREAS Assignor has adopted and is using the word marks listed in the schedule attached hereto as Exhibit A, as trademarks for the products which are manufactured and/or sold by the Assignor at its facility at Garfield, New Jersey; and

WHEREAS, said Assignor is the owner of the registrations of said trademarks identified by registration number and issue date in the schedule attached hereto as Exhibit A; and

WHEREAS, Assignee is desirous of acquiring said registrations together with the goodwill related thereto.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt of which is hereby acknowledged by said Assignor, and Assignor by these presents, sells, transfers, conveys and assigns unto said Assignee its entire right, title and interest in and to said trademarks, together with the goodwill related thereto, and all registrations of said trademarks, including those specifically hereinbefore identified in Exhibit A attached hereto.

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-2-

Assignor hereby covenants that it has full right to convey its entire right, title and interest herein assigned, and that it has not executed, and will not execute, any agreements in contravention hereof.

Dated, this day of January, 1994.

KALAMA CHEMICAL, INC.


By 

EXHIBIT A

Trademarks Assigned to NIPA LABORATORIES, INC. by
KALAMA CHEMICAL, INC.

UNITED STATES

| <u>Mark</u> | <u>Reg. No.</u> | <u>Issued</u> |
|-------------|-----------------|---------------|
| M.D.A. | 432,654 | 09/09/47 |
| PARASEPT | 358,492 | 07/19/38 |

BHT1\MDH\103538.

ACKNOWLEDGEMENT

Washington
 STATE OF ~~NEW YORK~~)
 Cowlitz
 COUNTY OF ~~NEW YORK~~)
 UNITED STATES OF AMERICA)

On this 3rd day of January, 1994, before me appeared Robert A. Kirchner the person who executed the foregoing instrument; and who, being by me duly sworn, did say that he is the President of KALAMA CHEMICAL, INC. and that he is authorized to execute said instrument on behalf of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and unto me acknowledged said instrument to be the free act and deed of said corporation.



 NOTARY PUBLIC

WRITTEN CONSENT
OF THE
SOLE STOCKHOLDER
OF
NIPA LABORATORIES, INC.

The undersigned, being the sole stockholder of NIPA Laboratories, Inc. (the "Corporation"), hereby consents to the adoption of the following resolutions:

RESOLVED, That the Corporation change its name to NIPA HARDWICKE INC.;

RESOLVED, that the appropriate officers of the Corporation be, and hereby are, authorized, empowered and directed to do all things necessary and appropriate to effectuate the foregoing, including, but not limited to, executing a Certificate of Amendment of the Certificate of Incorporation and causing same to be filed with the Secretary of State of the State of Delaware;

RESOLVED, that Frank Buckley is hereby removed from all positions as an officer or director of the Corporation currently held by him; and

RESOLVED, that Robert C. Martin is elected as the sole director of the Corporation.

Dated: January , 1995

BTP HOLDING COMPANY

By: 
Robert H. Varland, President

Doc # 205556.1

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NIPA LABORATORIES, INC.

It is hereby certified:


I. The name of the corporation is NIPA Laboratories, Inc. (hereinafter referred to as the "Corporation").

II. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article First in its entirety and substituting in lieu thereof the following new Article:

First: The name of the Corporation
 is NIPA HARDWICKE INC. (the
 "Corporation").

III. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of the Certificate of Incorporation on behalf of the Corporation, affirming that the statements herein contained are true and correct under the penalties of perjury this ___ day of January, 1995.


 Robert H. Varland, Vice-President

Attested:


 Vincent J. McGill, Assistant Secretary

Doc # 203556.1

14-827

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: NIPA HARDWICKE INC.

MN: NIPA HARDWICKE INC.

State of Formation and Name of Surviving Entity:

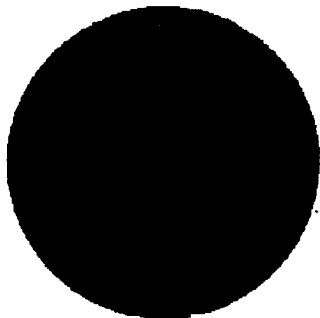
MN: NIPA HARDWICKE INC.

Effective Date of Merger: March 31, 1996 at 11:59p.m.

Name of Surviving Entity After Effective Date of Merger:

NIPA HARDWICKE INC.

This certificate has been issued on: March 27, 1996.



Joan Anderson Grove
Secretary of State.

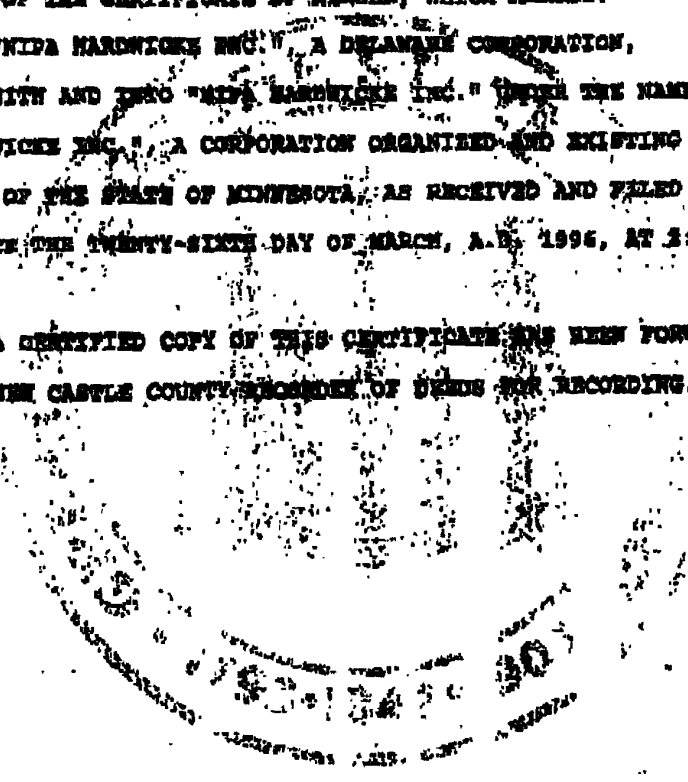
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"NIPA HARDWICKS INC." A DELAWARE CORPORATION, WITH AND INTO "NIPA HARDWICKS INC." UNDER THE NAME OF "NIPA HARDWICKS INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MARCH, A.D. 1996, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

2607090 8100X
98088819

AUTHENTICATION: 7884189
DATE: 03-27-96

REC'D BY: PHILLIPS, NIZER ET AL ; 5-21-98 ; 5:10PM ; PNBK&B LLP 2014 YI-