

12-22-1998



100927542

attached original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of the conveying party(ies):

The Polymer Corporation

- Individual(s) Citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: Pennsylvania
- Other: _____

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

Name and address of receiving party(ies):

Name: DSM Engineering Plastic Products, Inc.

Internal Address:

Street Address: 212

City: Reading State



11-23-1998

U.S. Patent & TMO/ TM Mail Rcpt Dt. #64

3. Nature of conveyance:

MRD 11-23-98

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

Execution Date: October 16, 1995

- Individual(s) Citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: Pennsylvania
- Other: _____

Additional name(s) & address(ies) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

993,942

Additional numbers attached? Yes No

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

Name: Joel E. Bair

Internal Address: RADER, FISHMAN, GRAUER & MCGARRY

Street Address: 171 Monroe Avenue, NW, Suite 600

City: Grand Rapids, Michigan 49503

6. Total number of applications and registrations involved
One

7. Total fee (37 CFR 3.41):\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 18-013

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

DO NOT USE THIS SPACE

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.

Joel E. Bair, Reg. No. 33,356

Signature

November 19, 1998

Date

Total number of pages including cover sheet, attachments and document: 8 Atty. Docket No. 70078-121

**PLAN OF REORGANIZATION AND
AGREEMENT OF MERGER
of
THE POLYMER CORPORATION (Pennsylvania)
and
SHEFFIELD PLASTICS, INC. (Massachusetts)**

THIS PLAN OF REORGANIZATION AND AGREEMENT OF MERGER is adopted as of this 16th day of October, 1995, by THE POLYMER CORPORATION ("POLYMER"), a Pennsylvania corporation with principal place of business at Reading, PA; and SHEFFIELD PLASTICS, INC. ("SHEFFIELD"), a Massachusetts corporation with principal place of business at Sheffield, Massachusetts.

WHEREAS, SHEFFIELD is a corporation duly organized and validly existing under the laws of the State of Massachusetts and is a wholly-owned subsidiary of DSM Engineering Plastic Products Holding Company ("DEPPHC"); and

WHEREAS, POLYMER is a corporation organized and validly existing under the laws of the State of Pennsylvania and is a wholly-owned subsidiary of DEPPHC; and

WHEREAS, the Board of Directors of SHEFFIELD and POLYMER deem it advisable and for the benefit of each corporation and their respective shareholders that SHEFFIELD merge into POLYMER;

NOW THEREFORE, SHEFFIELD (hereinafter referred to as the "Merged Corporation") shall merge itself into and with POLYMER (hereinafter referred to as the "Surviving Corporation"), the corporate existence of which shall be continued under the name "DSM Engineering Plastic Products, Inc.", and thereafter the individual existence of the Merged Corporation shall cease. The terms and conditions of the merger hereby adopted and the mode of carrying the same into effect shall be as follows:

1. The Merged Corporation is: **Sheffield Plastics, Inc.**
2. The Surviving Corporation is: **The Polymer Corporation**. The name of the Surviving Corporation shall be changed to **DSM Engineering Plastic Products, Inc.** by amending the Certificate of Incorporation of the Surviving Corporation.
3. The acts and things required to be done by the laws of the States of Pennsylvania and Massachusetts in order to make this Plan of

Reorganization and Agreement of Merger effective shall be attended to and done by the proper officers of the two corporations as soon as practicable.

4. The Certificate of Incorporation of the Surviving Corporation, as amended, shall continue in force and effect as the Certificate of Incorporation of the Surviving Corporation.
5. Upon the merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers, and franchises of a public as well as of a private nature, of each of the Surviving Corporation and the Merged Corporation; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merged Corporation theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Merged Corporation or the Surviving Corporation shall not revert or be in any way impaired by reason of such merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations, and penalties of each of the Merged Corporation and the Surviving Corporation, and any claim existing or action or proceeding, civil or criminal, pending by or against either of such corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgement rendered against either of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Merged Corporation or the Surviving Corporation shall be impaired by such merger.
6. Upon the merger becoming effective, all of the shares of capital stock of the of the Merged Corporation, as previously issued to the sole shareholder, DEPPHC, shall be cancelled. The shares of capital stock of the Surviving Corporation, as issued to the sole shareholder DEPPHC, shall be exchanged for new shares of capital stock of the Surviving Corporation which shall reflect the new name of the Surviving Corporation with all of the assets and liabilities of the Merged Corporation. The existing shares of the Surviving Corporation, which are received in the exchange, shall then be cancelled.
7. The assets and liabilities of the Merged Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merged Corporation immediately prior to the merger; and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Merged Corporation and the Surviving Corporation; and there shall be made such other appropriate entries

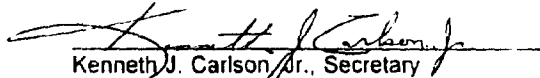
consistent with sound accounting principles and practices as may be required.

8. The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
9. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
10. The effective date of this merger shall be January 1, 1996.

CERTIFICATE OF THE SECRETARY
OF
THE POLYMER CORPORATION

I, Kenneth J. Carlson, Jr., Secretary of THE POLYMER CORPORATION, (the "Corporation"), a corporation organized and existing under the laws of the State of Pennsylvania, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of SHEFFIELD PLASTICS, INC. a Massachusetts corporation, was duly adopted by the unanimous written consent of the Corporation's board of directors and of the sole stockholder holding all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of the Corporation and the duly adopted agreement and act of the Corporation on October 16, 1995.

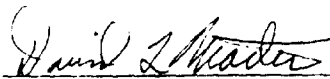
WITNESS my hand on this 16 day of October, 1995


Kenneth J. Carlson, Jr., Secretary
THE POLYMER CORPORATION

CERTIFICATE OF THE SECRETARY
OF
SHEFFIELD PLASTICS, INC.

I, David L. Martin, Secretary of SHEFFIELD PLASTICS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Massachusetts, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of THE POLYMER CORPORATION, was duly adopted by the unanimous written consent of the Corporation's board of directors and of the sole shareholder holding all of the issued and outstanding shares of the capital stock of the Corporation, which Agreement of Merger was thereby adopted as the act of the shareholder of the Corporation and the duly adopted agreement and act of the Corporation on October 16, 1995.

WITNESS my hand on this 16 day of OCTOBER, 1995.



David L. Martin, Secretary
SHEFFIELD PLASTICS, INC.

OFFICIAL USE ONLY DO NOT WRITE IN THIS SPACE									
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LICENSE NUMBER									
B	U	S	H	,	A	P	P	L	
NAME					CODE			INITIALS	

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF PROFESSIONAL AND OCCUPATIONAL AFFAIRS
BUSINESS LICENSING DIVISION



STATE REGISTRATION BOARD
FOR PROFESSIONAL ENGINEERS
POST OFFICE BOX 2649, HARRISBURG, PA 17105-2641

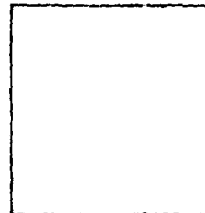
CORPORATE OR FICTITIOUS NAME REGISTRATION APPLICATION

- Name of business: DSM ENGINEERING PLASTIC PRODUCTS, INC.
- Name is (check one): CORPORATE NAME FICTITIOUS NAME
- Name, license number and address of person who is a PRINCIPAL in the business and is registered as a Professional Engineer or Land Surveyor in Pennsylvania.

Name JAMES D. BUSH 4.

License Number PE 024505-E 7-30-99

Address 152 CHERRYWOOD DR
SMITHLETON, PA 19107



Affix Professional Seal Here

James D. Bush

5. Affidavit:
State of Pennsylvania
County of Berks

Before me the subscriber personally appeared James D. Bush to me known, who being duly sworn according to law, does depose and say that the information contained herein is true and correct to the best of my knowledge and belief.

Sworn and subscribed before me this 19th day of October, 1999

John J. ...
(Notary Public's Signature)

James D. Bush
(Applicant's Signature)

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CERTIFICATE OF APPROVAL FOR Corporate NAME DATE 11/15/95

This is to certify that James D. Bush, listed as a PRINCIPAL of DSM ENGINEERING PLASTIC PRODUCTS, INC., is registered with the Board as Professional Engineer PE-024505-E or Land Surveyor and therefore, the use of the aforementioned name is hereby approved.

John J. ... REVIEWING OFFICER
STATE REGISTRATION BOARD FOR PROFESSIONAL ENGINEERS

SUBMIT APPROVED FORM TO CORPORATION BUREAU