



Incorporation & Qualification

Copy of Agreement and Plan of Reorganization  
dated 12/15/88 between Colonial Rubber Works, Inc.  
Day International Corporation  
Hanna Holdings Company  
Hanac Corporation

M. A. Hanna Company  
whereby Colonial was merged into Day, Day  
distributes the assets and liabilities of  
Colonial to Hanna Holdings; Hanna Holdings  
distributes Colonial's assets and liabilities  
to Hanac; Hanac distributes Colonial's assets  
and liabilities to M. A. Hanna.

AGREEMENT AND PLAN OF REORGANIZATION

This Agreement and Plan of Reorganization, dated as of December 15, 1988, among Colonial Rubber Works, Inc., a Tennessee corporation ("Colonial"), Day International Corporation, a Michigan corporation ("Day"), Hanna Holdings Company, a Delaware corporation ("HHC"), Hanac Corporation, a Delaware corporation ("Hanac"), and M. A. Hanna Company, a Delaware corporation ("Hanna")

WITNESSETH

WHEREAS, Day owns all the issued and outstanding shares of Capital Stock of Colonial; and

WHEREAS, HHC owns all the issued and outstanding shares of Capital Stock of Day; and

WHEREAS, Hanac owns all the issued and outstanding shares of Capital Stock of HHC; and

WHEREAS, Hanna owns all the issued and outstanding shares of Capital Stock of Hanac; and

WHEREAS, Hanna desires to reorganize its subsidiary holdings to make its subsidiary, Colonial Rubber Works, Inc., into a division of Hanna in a transaction intended to qualify as a tax free reorganization pursuant to Sections 368 (a)(1)(A), 332, 334, and 381 of the Internal Revenue Code of 1986.

NOW THEREFORE, The parties agree as follows:

1. Merger of Colonial into Day. Pursuant to the provisions of Sections 48-21-104 & 107 of the Tennessee Business Corporation Act and pursuant to the provisions of Sections 21.200(711), et seq., of the Michigan Business Corporation Act, Day and Colonial shall adopt articles of merger for the purpose of merging Colonial into Day (the "Merger"). On the effective date of the Merger, all issued and outstanding shares of Capital Stock of Colonial shall be cancelled. Day, as the surviving corporation, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation shall be governed by the laws of the state of Michigan and succeed to all rights, assets, liabilities and obligations of Colonial. The separate existence and corporate organization of Colonial shall cease on the effective date of the Merger. After the effective date of the Merger, all authorized, issued and outstanding stock of Day shall be the authorized, issued and outstanding stock of the surviving corporation.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by the duly authorized representatives as of the date first above written.

COLONIAL RUBBER WORKS, INC.

BY John S. Pyke Jr.

DAY INTERNATIONAL CORPORATION

BY Ronald J. Loomis

HANNA HOLDINGS COMPANY

BY W. H. Hanna

HANAC CORPORATION

BY W. H. Hanna

M. A. HANNA COMPANY

BY Ronald J. Loomis