

04-07-1999



Tab settings 0.0.0
To the Honorable Co

101003057

RECEIVED
M COVER SHEET
S ONLY
record the attached original documents or copy thereof.

1. Name of conveying party(ies):
OSi Specialties, Inc.

2. Name and address of receiving party(ies):
Name: OSi Specialties Holding Company

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

Internal Address: _____
Street Address: One American Lane
City Greenwich State CT ZIP 06831

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other _____
 Merger
 Change of Name

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: December 22, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE
Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Margaret Ranft Day
Internal Address: W.tco Corporation
Law Department
Street Address: One American Lane
City: Greenwich State: CT ZIP 06831

6. Total number of applications and registrations involved: 19
7. Total fee (37 CFR 3.41):.....\$ _____
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 23-2656
(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.
Margaret Ranft Day Margaret Ranft Day 3-12-99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/06/1999 VROWN 00000036 232656 1709051 Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 CH
02 FC:482 450.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

UNITED STATES TRADEMARK REGISTRATIONS

MARK	REG. NO.
GEOLITE	1709051
KLAMAX	1806643
MAGNASOFT	1391240
NIAX	798993
NUDRY	2109037
NUWET	1960872
POWDERSIL	1987424
SAG	683846
SAGTEX	2195739
SERT	1886491
SILQUEST	1833053
SILQUEST	1961675
SILQUEST A-171	2055404
SILQUEST A-174	2055400
SILQUEST A-187	2055405
SILQUEST A-1100	2055403
SILSOFT	1418833
SILWET	1244021
SILWET L-77	1719724

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 OWNERSHIP, WHICH MERGES:

"OSI SPECIALTIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OSI SPECIALTIES HOLDING COMPANY" UNDER THE NAME OF "OSI SPECIALTIES HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

2388533 8100M

991075865



Edward J. Freel
Edward J. Freel, Secretary of State
9599352

AUTHENTICATION: 02-26-99

DATE:

TRADEMARK
REEL: 1879 FRAME: 0115

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**OSI SPECIALTIES, INC.
(a Delaware Corporation)**

INTO

**OSI SPECIALTIES HOLDING COMPANY
(a Delaware Corporation)**

It is hereby certified that:

1. **OSi Specialties Holding Company (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.**
2. **The Corporation is the owner of all of the outstanding shares of the stock of OSi Specialties, Inc., which is also a business corporation of the State of Delaware.**
3. **On December 2, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge OSi Specialties, Inc., into the Corporation:**

RESOLVED, that OSi Specialties, Inc. be merged into this Corporation, under and in accordance with Section 253 of the General Corporation Law of the State of Delaware, and that all of the estate, property, rights, privileges, powers and franchises of OSi Specialties, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by OSi Specialties, Inc. in its name.

RESOLVED, that the effective date of the foregoing merger shall be December 31, 1998.

RESOLVED, that this Corporation shall assume all of the obligations of OSi Specialties, Inc. in conjunction with the foregoing merger.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized to take any and all such further action and to execute and deliver any and all such further instruments and documents, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions.

4. The effective date of the merger of OSi Specialties, Inc. into this Corporation is intended to be December 31, 1998, notwithstanding any earlier filing of this Certificate of Ownership and Merger with the office of the Secretary of State of the State of Delaware.

Executed on December 21, 1998

OSI SPECIALTIES HOLDING COMPANY

BY: Arthur Fullerton
Arthur C. Fullerton
Vice President and Secretary