

10-05-1999

10-1-99

FORM PTO-1594
08/31/92



ER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101161698

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Yates Investment Casting Wax, Inc.

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

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

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

Execution Date: April 23, 1999

2. Name and address of receiving party(ies):
Name: Remet Corporation OCT
 Internal Address: _____
 Street Address: 210 Commons Road
 City: Utica State New York ZIP: 13502

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of California
 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 registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2,141,381
2,086,547

Additional numbers attached? Yes No

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

Name: Wayne L. Tang, Esq.
 Internal Address: Mayer, Brown & Platt

 Street Address: P.O. Box 2828

 City: Chicago State: IL ZIP: 60690-2828

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:
13-0019
 (Attach duplicate copy of this page if paying by deposit account)

10/05/1999 **INGUYEN 00000068 2141381**

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

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.

Wayne L. Tang [Signature] October 1, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

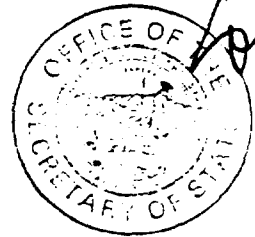
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Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231**

Public burden reporting for this sample 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.

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 1998



Bill Jones

Secretary of State



AGREEMENT OF MERGER

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OF

AUG 31 1999

YATES INVESTMENT CASTING WAX, INC.
(an Illinois corporation)

BILL JONES, Secretary of State

INTO

REMET CORPORATION
(a California corporation)

AGREEMENT OF MERGER, dated as of August 20, 1999, between Remet Corporation, a California corporation ("Remet"), and Yates Investment Casting Wax, Inc., an Illinois corporation ("DCY").

WHEREAS, the Board of Directors of each of DCY and Remet has approved the merger of DCY with and into Remet (the "Merger") in accordance with the provisions of the General Corporation Law of the State of California (the "GCL") and the provisions of the Business Corporation Act of the State of Illinois (the "BCA"); and

WHEREAS, the Board of Directors of each of DCY and Remet have, in light of and subject to the terms of and conditions set forth herein, (i) determined that the Merger is fair to, and in the best interests of, the holders of shares of common stock of DCY and Remet, respectively, and (ii) adopted a resolution approving and adopting this Agreement of Merger and the transactions contemplated hereby and recommending the approval and adoption by the shareholders of each of DCY and Remet, as the case may be, of this Agreement of Merger.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, DCY and Remet agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof, and in accordance with the applicable provisions of this Agreement, the GCL and the BCA, effective on the Effective Date (as defined below), DCY shall be merged with and into Remet. Upon the Effective Date, Remet shall continue to exist as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of DCY shall cease.
2. Effective Date. The Merger shall become effective on August 31, 1999 (the "Effective Date").
3. Effect of Merger. The Merger shall have the effects set forth in the GCL and the BCA.

4. Articles of Incorporation. The Articles of Incorporation of Remet, as in force and effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until amended as therein provided and in the manner prescribed by the provisions of the GCL.
5. By-laws. The by-laws of Remet, as in force and effect immediately prior to the Effective Date, shall continue to be the by-laws of the Surviving Corporation, until amended as therein provided and in the manner prescribed by the provisions of the GCL.
6. Board of Directors and Officers. The directors and officers of Remet in office immediately prior to the Effective Date shall continue to be, respectively, the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.
7. Conversion of Shares.
 - (a) Each share of common stock of DCY issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock, par value \$1.00 per share, of the Surviving Corporation, certificates for which shall be issued to the sole shareholder of DCY upon surrender to the Surviving Corporation of any certificates for shares of common stock of DCY, and such shares of common stock of the Surviving Corporation shall be duly issued, fully paid and non-assessable.
 - (b) The issued and outstanding shares of common stock of Remet shall not be converted or otherwise affected by the Merger, but each said share which is issued and outstanding immediately prior to the Effective Date shall remain outstanding and shall continue to represent one issued and outstanding share of the common stock of the Surviving Corporation.
8. Further Assurances. The Board of Directors and the officers of DCY and Remet, respectively, and each of them, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or the Merger.

9. Termination. Notwithstanding the full approval and adoption of this Agreement of Merger, at any time prior to the Effective Date (or such earlier date as may be required by applicable law), the Board of Directors of DCY, or any authorized committee thereof, or the Board of Directors of Remet, or any authorized committee thereof, may determine to terminate, and not to effect, this Agreement of Merger or the Merger.

10. Counterparts. This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the corporate parties hereto has caused this Agreement of Merger to be executed on its behalf by its officers pursuant to the approval and authority duly given by resolutions of their respective Boards of Directors, all as of the date set forth above.

**REMET CORPORATION,
a California corporation**

By: *John S. Patraszek*
Name: JOHN S. PATRASZEK
Title: PRESIDENT & CEO

By: *James P. Arnold*
Name: James P. Arnold
Title: Assistant Secretary

**YATES INVESTMENT CASTING WAX, INC.,
an Illinois corporation**

By: *John S. Patraszek*
Name: JOHN S. PATRASZEK
Title: PRESIDENT & CEO

By: *James P. Arnold*
Name: James P. Arnold
Title: Assistant Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

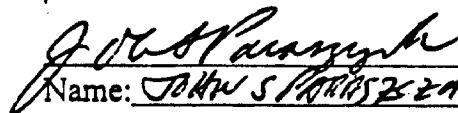
Pursuant to Section 1103 of the General Corporation Law of the State of California

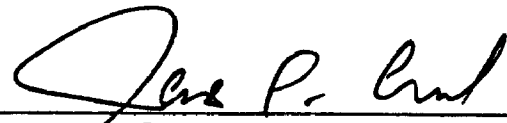
John S. Paraszczak and James P. Arnold certify that:

1. They are the president and assistant secretary, respectively, of Remet Corporation, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The approval of at least 50% of the issued and outstanding shares of the corporation's common stock was required to approve the merger and related Agreement of Merger.
4. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
5. The corporation has only one class of shares and the number of shares outstanding is 500.

We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: August 20th 1999


Name: JOHN S. PARASZCZAK
Title: President


Name: James P. Arnold
Title: Assistant Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

Pursuant to Section 1103 of the General Corporation Law of the State of California

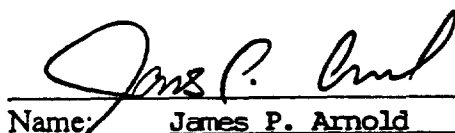
John S. Paraszczak and James P. Arnold certify that:

1. They are the president and assistant secretary, respectively, of Yates Investment Casting Wax, Inc., an Illinois corporation.
2. The Agreement of Merger in the form attached was approved by the board of directors and shareholders of the corporation.
3. The approval of at least 50% of the issued and outstanding shares of the corporation's common stock was required to approve the merger and related Agreement of Merger.
4. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
5. The corporation has only one class of shares and the number of shares outstanding is 722.

We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: August 20th 1999


Name: JOHN S. PARASZCZAK
Title: President


Name: James P. Arnold
Title: Assistant Secretary



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TRADEMARK
REEL: 001969 FRAME: 0990

PAGE 1

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LIST NUMBER

BY PROPRIETOR BY COUNTRY OF TRADEMARK

PROPRIETOR

SEP 24 '99 13:14

Proprietor	Country	Trademark	Class	Status	Reg no.	Reg date	Goods
7161 Yates Investment Casting Wax Inc	United States	SOORAX (a Dev ECOI)	1	Registered	2141381	03 MAR 1999	Chemical preparations, namely, acrylic waxes for industrial use in an investment casting process.
7162 Yates Investment Casting Wax Inc	United States	ECORAX ECOLOGICAL TECHNOLOGY FOR THE ENVIRONMENT	1	Registered	2064517	05 AUG 1997	Chemical preparations, namely, acrylic waxes for industrial use in an investment casting process.

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** TOTAL PAGE.03 **

RECORDED: 10/01/1999

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