

11-8-99

11-15-1999

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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Tab settings

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

1. Name of conveying party(ies):

Northwest Chemical Corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Oregon, 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: August 25, 1999

2. Name and address of receiving party(ies)

Name: Tri-River Chemical Company, Inc.

Internal Address:

Street Address: 14075 NE Arndt Road

City: Aurora State: OR ZIP: 97002

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

75/570,423

75/601,216

B. Trademark Registration No.(s)

1,941,781 1,762,378 1,183,374

1,907,031 1,966,053 2,203,436

1,874,451 1,181,730

Additional numbers attached? Yes No

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

Name: Patrick C. Stephenson

Internal Address:

mcGrath, North, Mullin & Kratz, P.C.

Street Address: Suite 1400

222 South 15th Street

City: omaha State: NE ZIP: 68102

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41).....\$ 265.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

11/12/1999 DNGUYEN 00000110 75570423

DO NOT USE THIS SPACE

01 FC-481 40.00 OP 02 FC-482 225.00 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.

Patrick C. Stephenson Name of Person Signing

Signature

11/1/99 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231



Phone: (503) 986-...
Fax: (503) 378-4381

Articles of Merge

For office use only

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

- BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED
AUG 25 1999
SECRETARY OF STATE

Survivor
Registry Number: 013638-29

Attach Additional Sheet If Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

A. Northwest Chemical Corporation

B. Tri River Chemical Company, Inc.

2) NAME OF THE SURVIVING CORPORATION Tri River Chemical Company, Inc.

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATIONS B BELOW.

Corporation A

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	90,000	90,000	0

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	149,996	149,996	0

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ 19__.

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Debra Keith

Signature

Debra Keith

Title

V. P., Tax

11) CONTACT NAME

Debra Keith

DAYTIME PHONE NUMBER

(402) 595-4080

CR117 (Rev. 8/96)

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. T card number and expiration should be submitted on a separate sheet for your protection.

PLAN OF MERGER

PLAN OF MERGER approved effective as of March 15, 1999, by **NORTHWEST CHEMICAL CORPORATION**, a business corporation organized under the laws of the State of Oregon, by resolution adopted by its Board of Directors on said date, and approved effective as of March 15, 1999, by **TRI RIVER CHEMICAL COMPANY, INC.**, a business corporation organized under the laws of the State of Washington, by resolution adopted by its Board of Directors on said date.

1. Northwest Chemical Corporation and Tri River Chemical Company, Inc. shall, pursuant to the provisions of the Oregon Business Corporation Act and the provisions of the Washington Business Corporation Act, be merged with and into a single corporation, to wit, Tri River Chemical Company, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Washington Business Corporation Act. The separate existence of Northwest Chemical Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Oregon Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation as now in force and effect shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Washington Business Corporation Act.

3. The bylaws of the surviving corporation as now in force and effect shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Washington Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Washington shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and extinguished and shall not be converted or exchanged in any manner. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders entitled to vote thereon of the terminating corporation and of the surviving corporation for their

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| REEL: 001988 FRAME: 0223

approval or rejection in the manner prescribed by the provisions of the Washington Business Corporation Act and the Oregon Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the Washington Business Corporation Act and the Oregon Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Washington and the State of Oregon, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, 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 Plan of Merger or of the merger herein provided for.