



12-22-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

SHEET

12-04-1999



101230396

U.S. Patent & TMO/TM Mail Rpt Dt. #34

attached original documents or copy thereof.

1. Name of conveying party(ies):
OSI Specialties Holding Company
One American Lane
Greenwich CT 06831

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

2. Name and address of receiving party(ies):
 Name: Witeo Corporation
 Internal Address: _____
 Street Address: One American Lane
 City: Greenwich State: CT ZIP: 06831

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

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

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

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: 12-22-98

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s) 1334957-SILCAT

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Edward K Welch II, Esq
 Internal Address: CK Witeo Corporation
 Street Address: One American Lane
 City: Greenwich State: CT ZIP: 06831

7. Total fee (37 CFR 3.41):.....s 40.00
 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 12-2-99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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TRADEMARK

REEL: 002002 FRAME: 0817

State of Delaware
Office of the Secretary of State

PAGE 1

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 HOLDING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "WITCO CORPORATION" UNDER THE NAME OF "WITCO CORPORATION", 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 9:05 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9894342

DATE: 07-29-99

TRADEMARK
REEL: 002002 FRAME: 0818

CERTIFICATE OF OWNERSHIP AND MERGER

OF

OSI SPECIALTIES HOLDING COMPANY
(a Delaware Corporation)

INTO

WITCO CORPORATION
(a Delaware Corporation)

It is hereby certified that:

- 1. Witco Corporation (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 Holding Company, 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 Holding Company into the Corporation:**

RESOLVED, that OSi Specialties Holding Company 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 Holding Company 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 Holding Company in its name.

RESOLVED, that the foregoing merger is conditioned on the execution and filing, by OSi Specialties Holding Company, of a Certificate of Ownership and Merger under Section 253 of the General Corporation Law of the State of Delaware, pursuant to which OSi Specialties, Inc., a wholly owned subsidiary of OSi Specialties Holding Company, is merged into OSi Specialties Holding Company.

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 Holding Company.

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.

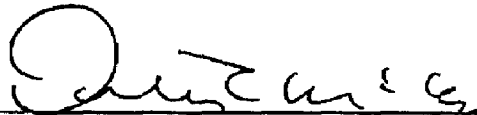
RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized to take any and all such further action and to execute and deliver any and all such further instruments and documents, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, 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 Holding Company 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

WITCO CORPORATION

BY:



Dustan E. McCoy
Senior Vice President and
Secretary