



12-22-1999

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12-04-1999



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Shipped original documents or copy thereof.

<p>1. Name of conveying party(ies): Witco Corporation One American Lane Greenwich CT 06831</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>CK Witco Corporation</u> Internal Address: _____ Street Address: <u>One American Lane</u> City <u>Greenwich</u> State <u>CT</u> ZIP <u>06831</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <span style="float: right;">12.4.99</span></p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark registration No.(s) <u>1334957-SILCAT</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Edward K Welch II Esq</u> Internal Address: <u>CK Witco Corporation</u> _____ Street Address: <u>One American Lane</u> City: <u>Greenwich</u> State: <u>CT</u> ZIP <u>06831</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>23-2656</u>  (Attach duplicate copy of this page if paying by deposit account)</p>

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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: 0855

State of Delaware  
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"WITCO CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "CK WITCO CORPORATION" UNDER THE NAME OF "CK WITCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 1999, AT 11:01 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: 0005434

DATE: 10-01-99

TRADEMARK  
REEL: 002002 FRAME: 0856

**CERTIFICATE OF MERGER  
WITCO CORPORATION  
INTO  
CK WITCO CORPORATION**

Pursuant to Title 8, Section 251 of the General Corporation Law of the State of Delaware ("Section 251"), CK Witco Corporation, a corporation organized and existing under the laws of the State of Delaware ("CK Witco"), and Witco Corporation, a corporation organized and existing under the laws of the State of Delaware ("Witco"), do hereby certify to the following facts relating to the merger (the "Merger") of Witco with and into CK Witco.

**FIRST:** The name and state of incorporation of each constituent entity that is a party to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
CK Witco Corporation	Delaware
Witco Corporation	Delaware

**SECOND:** An Agreement and Plan of Reorganization, dated as of May 31, 1999, as amended (the "Agreement"), by and among Crompton & Knowles Corporation, a Massachusetts corporation and the predecessor of CK Witco, CK Witco, and Witco, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251.

**THIRD:** The name of the surviving corporation, which shall be a Delaware corporation, is "CK Witco Corporation" (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of CK Witco shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** The executed Agreement is on file at the office of the Surviving Corporation at the following address:

CK Witco Corporation  
One Station Place, Metro Center  
Stamford, Connecticut 06902

**SIXTH:** A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.



IN WITNESS WHEREOF, CK Witco and Witco have caused this Certificate of Merger to be duly executed as of this 1st day of September, 1999, to be effective at 5:00 p.m. on September 1, 1999.

ATTEST:


CK WITCO CORPORATION

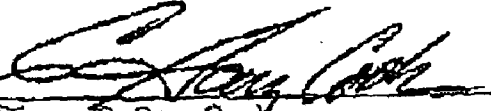
By: \_\_\_\_\_  
Name: John T. Ferguson II  
Title: Vice President, General Counsel  
and Secretary

By: \_\_\_\_\_  
Name: Vincent A. Calarco  
Title: President and Chief Executive  
Officer

ATTEST:

WITCO CORPORATION

By:  \_\_\_\_\_  
Name: Alexandra I. Graf  
Title: Assistant Secretary

By:  \_\_\_\_\_  
Name: E. Gary Cook  
Title: Chairman of the Board, President  
and Chief Executive Officer