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02-02-2000

DEPARTMENT OF COMMERCE 1/31/92

Patent and Trademark Office

01-07-2000



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U.S. Patent & TMO/TM Mail Rept Dt. #54 Patents and Trademarks: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Mapico, Inc.
(a Delaware corporation)

Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other: _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: merger and change of name

Execution Date: December 23, 1998

2. Name and address of receiving party(ies):

Laporte Pigments, Inc.
7101 Muirkirk Road
Beltsville, MD 20705-1333

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,856,118
109,678

Additional numbers attached? Yes No

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

Priscilla F. Gallagher
McAndrews, Held & Malloy, Ltd.
Citicorp Center, 34th Floor
500 West Madison Street
Chicago, Illinois 60661

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Check attached

Authorized to be charge to deposit account

8. Deposit account number: 13-0017

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

02/01/2000 DNGUYEN 00000187 1856118

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02 FC:482 25.00 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.

Signature and Registration Number: Priscilla F. Gallagher - 32,223 Date: Jan. 5, 2000

Name of Person Signing: Priscilla F. Gallagher

Total number of pages including cover sheet, attachments and document: 5

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:

"MAPICO, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ROCKWOOD INDUSTRIES, INC." UNDER THE NAME OF "LAPORTE PIGMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9498156

DATE: 12-31-98

Sep 24 '99 17:27 P.02

Fax: 16094301525

TRADEMARK

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**CERTIFICATE OF OWNERSHIP, MERGER
AND NAME CHANGE**

**MERGING
MAPICO, INC.
INTO
ROCKWOOD INDUSTRIES, INC.
AND CHANGING NAME TO
LAPORTE PIGMENTS, INC.**

ROCKWOOD INDUSTRIES, INC., a corporation organized and existing under the laws of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That this corporation was incorporated on the 20th day of June, 1969, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Mapico, Inc. was incorporated on the 28th day of February, 1995, pursuant to the General Corporation Law of the State of Delaware and by virtue of the Merger and without any action on the part of Mapico, Inc. or the holders of each share of common stock of Mapico, Inc. issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto;

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 23st day of December, 1998, determined to and did merge into itself Mapico, Inc.

RESOLVED, that Rockwood Industries, Inc. merge, and it hereby does merge into itself Mapico, Inc. and assume all its obligations; and

FURTHER RESOLVED, that the merger shall become effective January 1, 1999 at 12:01 a.m.; and

FURTHER RESOLVED, that the terms and conditions of the merger are as outlined in the Plan of Merger attached hereto as Exhibit A; and

FURTHER RESOLVED, that the proper officer of this corporation be and hereby is directed to make and execute a Certificate of Ownership, Merger and Name Change setting forth a copy of the resolutions to merge said Mapico, Inc. and assume its liabilities and obligations,

and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

FURTHER RESOLVED, that effective January 1, 1999 at 12:01 a.m. this corporation change its name by changing Article FIRST of the Certificate of Incorporation of this corporation to read as follows: **FIRST**. The name of the corporation is Laporte Pigments, Inc.

IN WITNESS WHEREOF, said Rockwood Industries, Inc. has caused this Certificate to be signed by Thomas J. Riordan, its Vice President, this 23rd day of December, 1998.

ROCKWOOD INDUSTRIES, INC.

By 
Thomas J. Riordan, Vice President

EXHIBIT A**PLAN OF OWNERSHIP, MERGER AND NAME CHANGE**

Plan of Ownership, Merger and Name Change (the "Plan") of Mapico, Inc., a Delaware corporation ("Mapico"), with and into Rockwood Industries, Inc., a Delaware corporation ("Rockwood"), and name change to Laporte Pigments, Inc.

The following summarizes the basic terms and conditions of the merger between the aforesaid parties and coinciding name change:

ARTICLE 1**MERGER OF MAPICO WITH AND INTO ROCKWOOD**

- 1.1 **The Merger.** At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of the General Corporation Law of Delaware, Mapico shall be merged with and into Rockwood (the "Merger"), the separate existence of Mapico (except as may be continued by operation of law) shall cease, and Rockwood shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Corporation Law of Delaware.
- 1.2 **Effective Date and Time of Merger.** The Certificate of Ownership, Merger and Name Change shall provide that the Merger shall be effective January 1, 1999 at 12:01 a.m. (the "Effective Date and Time").

ARTICLE 2**CANCELLATION OF SHARES**

- 2.1 **Cancellation of Shares.** At the Effective Date and Time, by virtue of the Merger and without any action on the part of Mapico or the holders of each share of common stock of Mapico issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto.

ARTICLE 3**NAME CHANGE OF SURVIVING CORPORATION**

- 3.1 **Name Change.** At the Effective Date and Time, the name of the surviving corporation shall be changed to Laporte Pigments, Inc.

ARTICLE 4**SHAREHOLDER & BOARD OF DIRECTORS**

- 3.1 The foregoing Plan of Ownership, Merger and Name Change was duly adopted by the Sole Shareholder and the Board of Directors of each respective corporation on the 21st day of December, 1998.