

06-02-2000

Form PTO-1594 REC



U.S. Department of Commerce  
Patent and Trademark Office

101338349

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

1. Name of conveying party(ies):  
 Crompton & Knowles Corporation  
 Individual(s)       Association  
 General Partnership       Limited  
 Corporation-State Massachusetts Partnership  
 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: September 1, 1999

2. Name and address of receiving party(ies):  
 Name: CK Witco Corporation  
 Internal Address:  
 Street Address: One Station Place, Metro Center  
 City: Stamford State: CT Zip: 06902  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State DE  
 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 names(s) & address(es) attached?  
 Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)

706,732 (MAGNA CONCENTROL)  
 984,064 (EXTRIN)  
 1,851,243 (SEED-KLEAR)  
 Yes  No

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

Name: Adam L. Brookman  
Godfrey & Kahn, S.C.  
 Internal Address:  
 Street Address: 780 N. Water St.  
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[ 3 ]

7. Total fee (37 CFR 3.41): .....\$210.00  
 Enclosed  
 Authorized to be charged to deposit account for any deficiency

8. Deposit account number: 07-1509

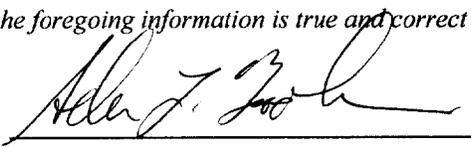
(Attach duplicate copy of this page if paying by deposit account)

06/05/2000 DC0ATES 00000059 706732

01 FC:481	40.00 DP
02 FC:482	50.00 DP
03 FC:484	120.00 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.*

Adam L. Brookman            5/30/00  
 Name of Person Signing      Signature      Date

Total Number of pages, including cover sheet and attachments: [ 3 ]

CERTIFICATE OF MERGER  
CROMPTON & KNOWLES CORPORATION  
INTO  
CK WITCO CORPORATION

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Crompton & Knowles Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Crompton"), and CK Witco Corporation, a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Crompton ("CK Witco"), do hereby certify to the following facts relating to the merger (the "Merger") of Crompton 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>
Crompton & Knowles Corporation	Massachusetts
CK Witco Corporation	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of May 31, 1999, as amended (the "Agreement"), by and among Crompton, CK Witco, and Witco Corporation, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the DGCL.

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 the Surviving Corporation shall be the Certificate of Incorporation of CK Witco.

FIFTH: The authorized capital stock of Crompton & Knowles Corporation, the Massachusetts corporation, consists of 250,000,000 shares of Common Stock, par value \$.10 per share, and 250,000 shares of Preferred Stock, without par value.

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

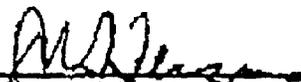
CK Witco Corporation  
One Station Place, Metro Center  
Stamford, Connecticut 06902

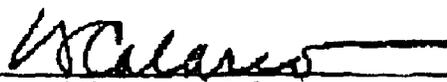
SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Crompton and CK Witco have caused this Certificate of Merger to be duly executed as of this 1st day of September, 1999, to be effective at 4:30 p.m. on September 1, 1999.

ATTEST:

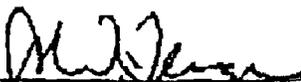
CROMPTON & KNOWLES CORPORATION

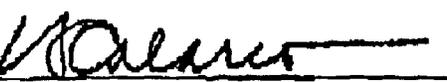
By:   
Name: John T. Ferguson II  
Title: Vice President, General Counsel  
and Secretary

By:   
Name: Vincent A. Calarco  
Title: Chairman of the Board, President  
and Chief Executive Officer

ATTEST:

CK WITCO CORPORATION

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

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