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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

04/19/2000 DNGUYEN 00000317 1401983

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002054 FRAME: 0902

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Michael J. Smith, Esquire

Address (line 1) Blank Rome Comisky & McCauley LLP

Address (line 2) One Logan Square

Address (line 3) Philadelphia, Pennsylvania 19103-6998

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (215) 569-5798

Name Michael J. Smith, Esquire

Address (line 1) Blank Rome Comisky & McCauley LLP

Address (line 2) One Logan Square

Address (line 3) Philadelphia, Pennsylvania 19103-6998

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Three empty boxes for Trademark Application Number(s).

1401983 1468850 1566803
1451824 1547131
1458069 1566802

Number of Properties

Enter the total number of properties involved. # 7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 190.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 02-2555

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael J. Smith
Name of Person Signing


Signature

3/17/2000
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

/ /

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

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Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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DESIGNATION OF DOMESTIC REPRESENTATIVE

With respect to the registrations in connection with the filing of this Certificate of Amalgamation, merging BICC Phillips Inc. and BICC Newco Amalgamation Inc. into BICC Phillips Inc., Assignee BICC Phillips Inc. hereby appoints MICHAEL J. SMITH, of BLANK ROME COMISKY & McCAULEY LLP, One Logan Square, Philadelphia, PA 19103, as its domestic representative on whom may be served notices or process in proceedings affecting U.S. Trademark Registration Nos. 1,401,983 for PHILSHEATH, 1,451,824 for ACID-FLAME-CHECK, 1,458,069 for PHILLIPS ACID-FLAME-CHECK, 1,468,850 for VERTITECK, 1,547,131 for DEVILINE, 1,566,802 for DEVILENE, and 1,566,803 for DEVILEAD.

BICC PHILLIPS INC.

Date: March 14 / 00

By: 
Name: Hans Berndorf
Title: **PRESIDENT**



Industry Canada Industrie Canada

Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

BICC PHILLIPS INC.

324507-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

March 29, 1996/le 29 mars 1996

Date of Amalgamation - Date de fusion



1 - Name of amalgamated corporation **BICC PHILLIPS INC.** Dénomination de la société issue de la fusion

2 - The place in Canada where the registered office is to be situated **Municipality of Metropolitan Toronto, Province of Ontario.** Lieu au Canada où doit être situé le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue **The annexed Schedule "A" is incorporated in this form.** Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers **None.** Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors **Minimum of one (1) and a maximum of ten (10).** Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on **None.** Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any **The annexed Schedule "B" is incorporated in this form.** Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: **La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.**
 183 184(1) 184(2)

9 - Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date D - J/M/Y - A	Title Titre
BICC Phillips Inc.	298637-0		28/03/96	Secretary - Treasurer
BICC Newco Amalgamation Inc.	322903-3		28/03/96	President - Amalgamation

FOR DEPARTMENTAL USE ONLY -- À L'USAGE DU MINISTÈRE SEULEMENT
 Corporation number - Numéro de la société **324507-1** Filed - Déposée **MAR 29 1996**

SCHEDULE "A"

- (a) The authorized capital of the Corporation shall be an unlimited number of common shares which shall be designated as "Common Shares" and an unlimited number of special shares which shall be designated as "Redeemable Preferred Shares" (hereinafter referred to as "Special Shares") provided that the Corporation shall not be authorized to issue any Special Shares in excess of that number contemplated by the amalgamation agreement dated February 19, 1996 between the amalgamating corporations, as amended.
- (b) The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:
- (i) The Common Shares shall rank junior to the Special Shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Special Shares.
 - (ii) The holders of the Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, if, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may from time to time determine and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.
 - (iii) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.
 - (iv) The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Common Share held at all meetings of the shareholders of the Corporation except for meetings at which only holders of another specified class of shares of the Corporation are entitled to vote separately as a class.
- (c) The Special Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) The holders of the Special Shares shall not be entitled to receive dividends.
- (ii) Subject to any insolvency provisions or other provisions of applicable law, the Corporation shall redeem in the manner hereinafter set forth on the Effective Date (the "Redemption Date") all the Special Shares then outstanding on payment for each share to be redeemed of \$10.00 per share (the "Redemption Price").
- (iii) On and after the Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the holders of the Special Shares the Redemption Price therefor on presentation and surrender at the registered office of the Corporation of a duly completed and executed letter of transmittal together with certificates representing common shares of BICC Phillips (which are deemed to represent the Special Shares). From and after the Redemption Date, the holders of Special Shares shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made on presentation and surrender of a letter of transmittal and the certificates deemed to represent Special Shares in accordance with the foregoing provisions, in which case the rights of the holders thereof shall remain unaffected. The Corporation shall have the right at any time after the Redemption Date to deposit the Redemption Price for such of the Special Shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account with the Corporation's bankers, such amount to be paid without interest to or to the order of the respective holders of the Special Shares on presentation and surrender to the Corporation of a duly completed and executed letter of transmittal and the certificates deemed to represent Special Shares, and upon such deposit being made, the Special Shares in respect of which such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit shall be limited to receiving without interest their proportionate part of the total Redemption Price so deposited against presentation and surrender of the said letter of transmittal and certificates held by them. Any interest on such deposit shall be paid to the Corporation. After the expiration of a period of three months from the date of such deposit, any remaining proceeds of such deposit shall be paid to the Corporation. Redemption moneys that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the Effective Date shall be forfeited to the Corporation.

- (iv) If the Corporation is not permitted by insolvency provisions or other provisions of applicable law to redeem on the Redemption Date all of the Special Shares then outstanding, the Corporation shall be required to redeem only the maximum number of Special Shares which the directors of the Corporation determine the Corporation is then permitted to redeem. Such redemption will be made pro rata (disregarding fractions of shares) from each registered holder of Special Shares according to the number of Special Shares held by each such holder and the Corporation shall issue and deliver to each such holder, at the expense of the Corporation, a certificate representing the Special Shares not redeemed by the Corporation.

If the Corporation fails to redeem, because of insolvency provisions or other provisions of applicable law, all of the Special Shares outstanding on the Effective Date, then the Corporation shall redeem from time to time thereafter the maximum number of then outstanding Special Shares as would not be contrary to applicable law, *mutatis mutandis*, in accordance with the foregoing provisions of this paragraph (iv).

- (v) The holders of the Special Shares shall not be entitled as such to notice of or to attend or vote at any meeting of shareholders of the Corporation except as otherwise required by law.
- (vi) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Special Shares shall be entitled to receive \$10.00 for each Special Share held by them before any amount shall be paid to, or any assets of the Corporation distributed among, the holders of the Common Shares or any other shares of the Corporation ranking junior to the Special Shares. After payment to the holders of the Special Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- (vii) The Special Shares shall rank senior to the Common Shares and the Common Shares shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Special Shares.

SCHEDULE "B"

- A. The board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the corporation.

- B. The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.