

05/02/00

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

05-24-2000

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

MAY -2 AM 11:42



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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  Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

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 Assignment.)

05/23/2000 JSMB/LL 0000092 75540634

FOR OFFICE USE ONLY

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002079 FRAME: 0681

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

**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)

<input type="text" value="75540634"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties** Enter the total number of properties involved. #

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

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: #

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.

Joseph G. Curatolo (Reg. No. 28,837)  
Name of Person Signing

  
Signature

5-2-2000  
Date Signed

# COPY

TRADEMARK  
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: MBT Holding AG

Mark: THOROC

Serial No: 75/540,634

Filed: August 21, 1998

Notice of Allowance Issue Date: November 2, 1999

**BOX ITU FEE**

Assistant Commissioner For Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

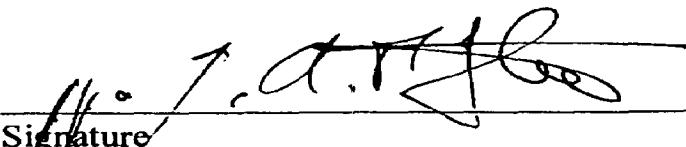
The Applicant, MBT Holding AG, hereby designates Joseph G. Curatolo, of Renner, Kenner, Greive, Bobak, Taylor & Weber, L.P.A., whose postal address is 24500 Center Ridge Road, Suite 280, Westlake, Ohio 44145, telephone number: (440) 808-0011, as the Applicant's Domestic Representative in the United States upon whom notice or process in proceedings affecting the enclosed identified mark may be served, pursuant to Section 1(e) of the Lanham Act, 15 U.S.C. §1051(e), and 37 C.F.R. §2.24.

April 26, 2000  
Date

(011) 41-1-438-2402  
Telephone Number

April 26, 2000  
Date

(011) 41-1-438-2405  
Telephone Number

  
Signature

J. Anthony McStea, Authorized Signatory  
Print or Type Name and Position

  
Signature

Salvatore Valenti, Authorized Signatory  
Print or Type Name and Position

**Certificate of Express Mailing**

I hereby certify that this correspondence is being deposited on the date shown below with the United States Postal Service as Express Mail - Label No. EL493656866US - "Express Mail Post Office to Addressee" in an envelope with sufficient postage addressed to: BOX ITU FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Laura A. Rahn  
(type or print name of person signing paper)

Laura A. Rahn  
(signature of person mailing paper)

5-2-00  
(date)

## ASSIGNMENT

THIS ASSIGNMENT, effective as of March 31, 1999, from Assignor, Integrated Chemical Products Statutory Trust, a Connecticut Statutory Trust, formerly doing business as Thoro System Products, Inc., to Assignee, MBT Holding AG, a corporation duly organized and doing business under the laws of the country of Switzerland, with its principal place of business at Vulkanstrasse 110, CH-8048 Zürich, Switzerland.

WHEREAS, Thoro System Products, Inc., a corporation formerly organized and doing business under the laws of the state of Delaware, with its principal place of business at 10245 Centurion Parkway North, Jacksonville, Florida 32256-0565, owned and had a *bona fide* intent to use the mark THOROC in commerce; and

WHEREAS, Thoro System Products, Inc. applied to register the mark THOROC on the Principal Register of the United States Patent and Trademark Office based on its *bona fide* intent to use the mark in commerce, Application Serial No. 75/540,634 filed on August 21, 1998, and began use of the mark in commerce as of December 2, 1998; and

WHEREAS, ICP Acquisition, Inc., which was formed on January 19, 1999, as shown in Exhibit 1, was wholly owned by Integrated Chemical Products Statutory Trust; and

WHEREAS, ICP Acquisition, Inc. merged with and into HSC Holdings, Inc. on March 29, 1999, as shown in Exhibit 2; and

WHEREAS, Thoro System Products, Inc. merged with and into Harris Specialty Chemicals, Inc. on March 30, 1999, as shown in Exhibit 3; and

WHEREAS, Harris Specialty Chemicals, Inc. merged with and into HSC Holdings, Inc. on March 30, 1999, as shown in Exhibit 4; and

WHEREAS, HSC Holdings, Inc. was dissolved on March 30, 1999, as shown in Exhibit 5, whereby the assets of HSC Holdings, Inc. became wholly owned by Integrated Chemical Products Statutory Trust; and

WHEREAS, SKW Americas, Inc., a corporation duly organized and doing business under the laws of the state of Delaware, having a principal place of business at 23700 Chagrin Boulevard, Cleveland, Ohio 44122, on March 31, 1999, purchased the all of the assets of Integrated Chemical Products Statutory Trust on behalf of itself and its affiliates, and designated that all intellectual property be assigned to its affiliate, MBT Holding AG.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Integrated Chemical Products Statutory Trust hereby sells, assigns and transfers to MBT HOLDING AG all right, title and interest in and to the mark THOROC and the pending United States application (Application Serial No. 75/540,634) therefor and all applications and registrations in all countries foreign to the United States for the mark THOROC, together with the goodwill of the business in connection with which the mark THOROC is used and which is symbolized by the mark THOROC, along with the right to recover for damages and profits for past infringements thereof.

INTEGRATED CHEMICAL PRODUCTS  
STATUTORY TRUST

By: *Peter A. Vinocur*

Name: Peter A. Vinocur

Title: Representative and Attorney-In-Fact

State of Delaware  
Office of the Secretary of State

EXHIBIT 1

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ICP ACQUISITION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF JANUARY, A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1999, AT 3:45 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2994588 8100H

001187427

AUTHENTICATION: 0377621

DATE: 04-12-00

TRADEMARK  
REEL: 002079 FRAME: 0686

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ICP ACQUISITION, INC.**

**ARTICLE I**

Name

The name of the corporation is ICP Acquisition, Inc. (the "Corporation").

**ARTICLE II**

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

**ARTICLE III**

Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

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**ARTICLE IV****Capital Stock**

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, no par value per share.

**ARTICLE V****Directors**

(1) The number of directors constituting the initial board of directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Douglas Wolf	ICA 220 Jackson Street, Suite 2000 San Francisco, CA 94111

(2) Elections of directors of the Corporation need not be by written ballot.

(3) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**ARTICLE VI****Indemnification of Directors, Officers and Others**

(1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as



a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b)

if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (c) by the stockholders.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(7) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General Corporation Law.

(8) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of

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the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VI.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE VII

### By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

## ARTICLE VIII

### Reorganization

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be

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binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**ARTICLE IX****Amendment**


The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

**ARTICLE X****Incorporator**

The name and mailing address of the sole incorporator is as follows:

<b><u>Name</u></b>	<b><u>Mailing Address</u></b>
Elizabeth F. Simpson	Shearman & Sterling 1550 El Camino Real, Suite 100 Menlo Park, CA 94025

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19<sup>th</sup> day of January, 1999.

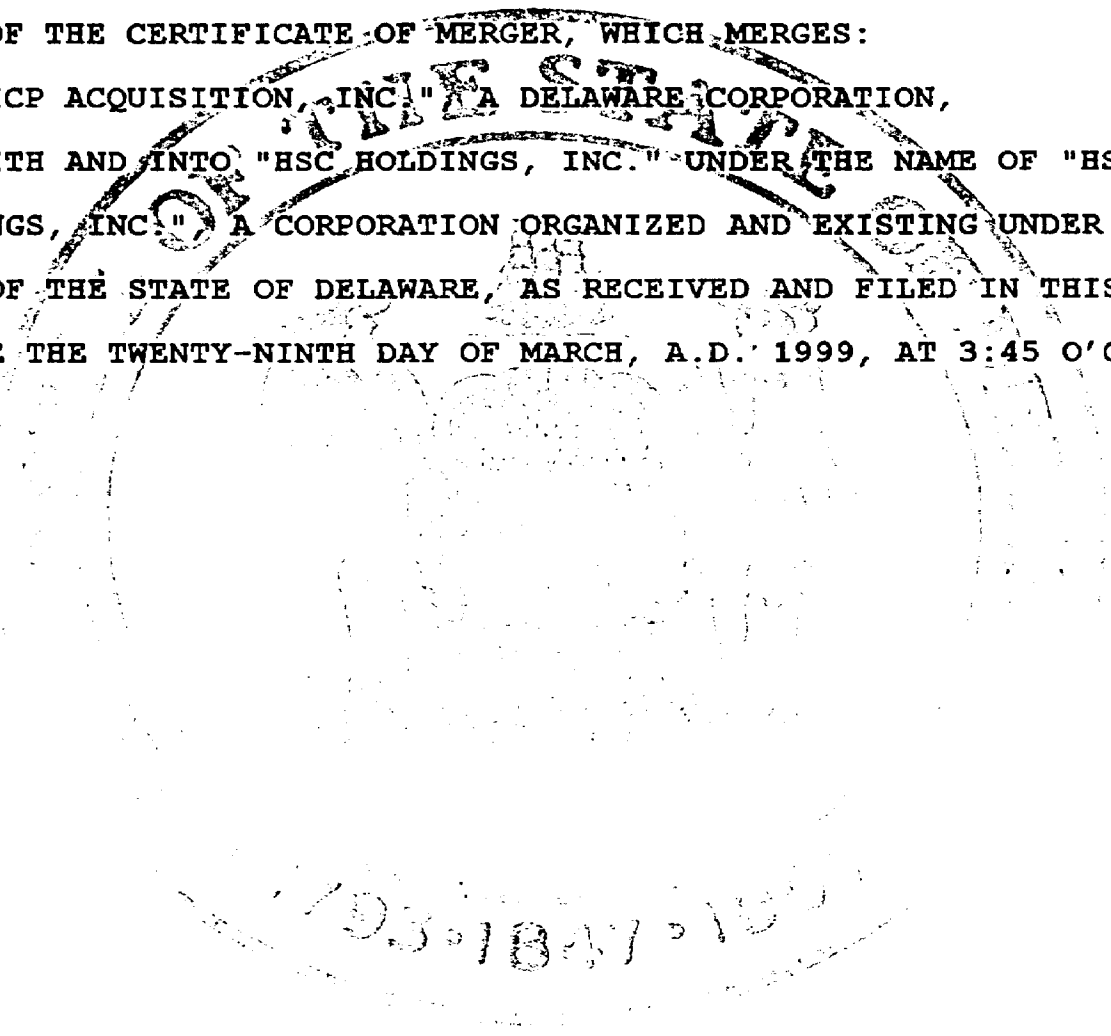


By: Elizabeth F. Simpson  
Title: Incorporator

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 MERGER, WHICH MERGES:

"ICP ACQUISITION, INC." A DELAWARE CORPORATION, WITH AND INTO "HSC HOLDINGS, INC." UNDER THE NAME OF "HSC HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1999, AT 3:45 O'CLOCK P.M.



2356257 8100M

001187427

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 0377622

DATE: 04-12-00

TRADEMARK  
REEL: 002079 FRAME: 0693

03/29/99 15:18 FAX 212 832 1476

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## CERTIFICATE OF MERGER

## MERGING

ICP ACQUISITION, INC.

WITH AND INTO

HSC HOLDINGS, INC.

ICP Acquisition, Inc., a Delaware corporation ("ICP"), and HSC Holdings, Inc., a Delaware corporation ("HSC"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That ICP was originally incorporated on January 19, 1999, pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), and that HSC was originally incorporated on October 21, 1993, pursuant to the General Corporation Law.

SECOND: That an Agreement and Plan of Merger, dated as of January 26, 1999 (the "Merger Agreement"; capitalized terms otherwise not defined herein being used herein as herein defined), between ICP and HSC has been approved, adopted, certified, executed and acknowledged by each of ICP and HSC in accordance with Section 251(c) of the General Corporation Law.

THIRD: That ICP shall be merged with and into HSC and the separate existence of ICP shall (hereupon) cease, and HSC shall continue as the surviving corporation (the "Surviving Corporation").

FOURTH: That on the date hereof and by virtue of the Merger: (i) each share of Common Stock, par value \$0.01 per share, of HSC which is held by HSC or any of its subsidiaries shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; (ii) each share of Common Stock issued and outstanding as of the date hereof, other than those held by HSC or any of its subsidiaries, shall be converted into and represent the right to receive the Per Share Merger Consideration; (iii) each Option to purchase shares of Common Stock of HSC shall be canceled and extinguished solely in consideration for the right to receive an Option Cancellation Payment so that no options are exercisable after the date hereof; (iv) each Warrant to purchase shares of Common Stock of HSC shall be canceled and extinguished solely in consideration for the right to receive a Warrant Cancellation Payment; and (v) each of the 1,000 issued and outstanding shares of ICP shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation.

FIFTH: That the Certificate of Incorporation of HSC, as heretofore amended, is set forth in its entirety and attached hereto as Exhibit A, and all the terms and provisions thereof are hereby incorporated in this Certificate of Merger and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law, said Exhibit A, separate and apart from this Certificate

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 03/25/1999  
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DEBEVOISE NY #8

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of Merger shall be, and may be separately certified as, the Certificate of Incorporation, as amended, of the Surviving Corporation.

SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

HSC Holdings, Inc.  
10245 Centurion Parkway N.  
Jacksonville, FL 32256-0564

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of ICP or HSC.

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2 (NOV 1997) 1003

IN WITNESS WHEREOF, ICP has caused this Certificate of Merger to be signed by Larry Austin, its President, and attested by Linda Austin, its Secretary, and HSC has caused this Certificate of Merger to be signed by ~~Michael Rowley~~ its President, and attested by ~~Thomas Clayton~~ its Secretary, each as of this 29th day of March, 1999. *Senior Vice President and Chief Financial Officer*

ICP ACQUISITION, INC.

By: *Larry Austin*  
Name: Larry Austin  
Title: President

ATTEST:

*Linda Austin*  
Name: Linda Austin  
Title: Secretary

HSC HOLDINGS, INC.

By: *Michael Rowley*  
Name: MICHAEL ROWLEY  
Title: ~~President~~ *Senior Vice President and Chief Financial Officer*

ATTEST:

*Thomas Clayton*  
Name: THOMAS CLAYTON  
Title: Secretary

8700121/17 0696 3



State of Delaware  
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:

"THORO SYSTEM PRODUCTS, INC." A DELAWARE CORPORATION,  
WITH AND INTO "HARRIS SPECIALTY CHEMICALS, INC." UNDER THE  
NAME OF "HARRIS SPECIALTY CHEMICALS, 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 MARCH,  
A.D. 1999, AT 10:47 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2370125 8100M  
001187427

AUTHENTICATION: 0377628

DATE: 04-12-00

TRADEMARK  
REEL: 002079 FRAME: 0697

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
THORO SYSTEM PRODUCTS, INC.  
WITH AND INTO  
HARRIS SPECIALTY CHEMICALS, INC.**

Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware

Harris Specialty Chemicals, Inc., a Delaware corporation (the "Corporation"),  
HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on January 18, 1994,  
under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of Thoro  
System Products, Inc., a corporation incorporated on November 30, 1993, under the laws of the  
State of Delaware ("Thoro").

THIRD: The Corporation, by the following resolutions of its Board of Directors,  
duly adopted by unanimous written consent of its members, filed with the minutes of its Board of  
Directors, as of March 30, 1999, determined to merge Thoro with and into the Corporation:

RESOLVED, that the Corporation merge Thoro, a Delaware corporation and  
wholly-owned subsidiary of the Corporation, with and into the Corporation (the  
"Merger");

RESOLVED, that the Merger shall become effective (the "Effective Time") at the  
time of the filing of a Certificate of Ownership and Merger with the Secretary of State of  
the State of Delaware in accordance with the provisions of the General Corporation Law  
of the State of Delaware;

RESOLVED that, at the Effective Time, the separate existence of Thoro shall  
cease, Thoro shall be merged with and into the Corporation, which shall be the surviving  
corporation (the "Surviving Corporation"), and the Surviving Corporation, without further  
action, shall possess all the rights, privileges, powers and franchises, public and private, of  
both the Corporation and Thoro and shall be subject to all the debts, liabilities, obligations,  
restrictions, disabilities and duties of both the Corporation and Thoro;

RESOLVED, that the Certificate of Incorporation of the Corporation, as in effect  
immediately prior to the Effective Time, shall be the Certificate of Incorporation of the

Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation, and the Bylaws of the Thoro, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law or such Bylaws;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of Thoro, which is issued and outstanding immediately prior to the Effective time, shall be deemed canceled;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Corporation, which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors of the Corporation as of the Effective Time shall be the directors of the Surviving Corporation, until their successors are duly elected or appointed and the officers of Thoro as of the Effective Time shall be the officers of the Surviving Corporation, until their successors are duly elected or appointed;

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Larry Austin, its President, as of this 30th day of March, 1999.

HARRIS SPECIALTY CHEMICALS, INC.

By: Larry J. Austin  
Name: Larry Austin  
Title: President

## 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:

"HARRIS SPECIALTY CHEMICALS, INC." A DELAWARE CORPORATION, WITH AND INTO "HSC HOLDINGS, INC." UNDER THE NAME OF "HSC HOLDINGS, INC." CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 10:49 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2370125 8100M

AUTHENTICATION: 0377629

001187427

DATE: 04-12-00

TRADEMARK  
REEL: 002079 FRAME: 0701

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
HARRIS SPECIALTY CHEMICALS, INC.  
WITH AND INTO  
HSC HOLDINGS, INC.**

Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware

HSC Holdings, Inc., a Delaware corporation (the "Corporation"), HEREBY  
CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on October 21, 1993,  
under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of Harris  
Specialty Chemicals, Inc., a corporation incorporated on January 18, 1994, under the laws of the  
State of Delaware ("Harris").

THIRD: The Corporation, by the following resolutions of its Board of Directors,  
duly adopted by unanimous written consent of its members, filed with the minutes of its Board of  
Directors, as of March 30, 1999, determined to merge Harris with and into the Corporation:

RESOLVED, that the Corporation merge Harris, a Delaware corporation and wholly-  
owned subsidiary of the Corporation, with and into the Corporation (the "Merger");

RESOLVED, that the Merger shall become effective (the "Effective Time") at the  
time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the  
State of Delaware in accordance with the provisions of the General Corporation Law of the  
State of Delaware;

RESOLVED that, at the Effective Time, the separate existence of Harris shall cease,  
Harris shall be merged with and into the Corporation, which shall be the surviving corporation  
(the "Surviving Corporation"), and the Surviving Corporation, without further action, shall  
possess all the rights, privileges, powers and franchises, public and private, of both the  
Corporation and Harris and shall be subject to all the debts, liabilities, obligations, restrictions,  
disabilities and duties of both the Corporation and Harris;

RESOLVED, that the Certificate of Incorporation of the Corporation, as in effect  
immediately prior to the Effective Time, shall be the Certificate of Incorporation of the  
Surviving Corporation until thereafter amended as provided by law or such Certificate of

Incorporation, and the Bylaws of the Harris, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law or such Bylaws;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of Harris, which is issued and outstanding immediately prior to the Effective time, shall be deemed canceled;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Corporation, which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors of the Corporation as of the Effective Time shall be the directors of the Surviving Corporation, until their successors are duly elected or appointed and the officers of Harris as of the Effective Time shall be the officers of the Surviving Corporation, until their successors are duly elected or appointed;

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Larry Austin, its President, as of this 30th day of March, 1999.

HSC HOLDINGS, INC.

By: *Larry Austin*  
Name: Larry Austin  
Title: President



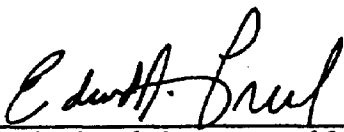
State of Delaware  
Office of the Secretary of State

EXHIBIT 5

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 DISSOLUTION OF "HSC HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 5:05 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

2356257 8100

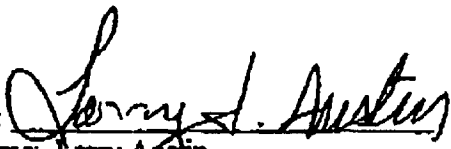
AUTHENTICATION: 0377626

001187427

DATE: 04-12-00

TRADEMARK  
REEL: 002079 FRAME: 0705

IN WITNESS WHEREOF, said HSC Holdings, Inc., a Delaware corporation, has caused this Certificate to be signed by its President, this 30<sup>th</sup> of March, 1999.

By:   
Name: Larry Austin  
Title: President