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08-03-2000

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

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



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**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

Name

Execution Date
Month Day Year

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)

State/Country

Zip Code

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

FOR OFFICE USE ONLY

08/03/2000 NTHAI1 00000069 1614809

01 FC:481 40.00 00
02 FC:482 25.00 00

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

REEL: 002114 FRAME: 0517

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)

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:

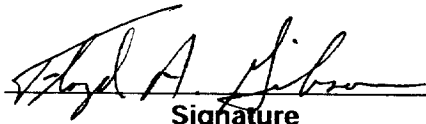
Yes

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.

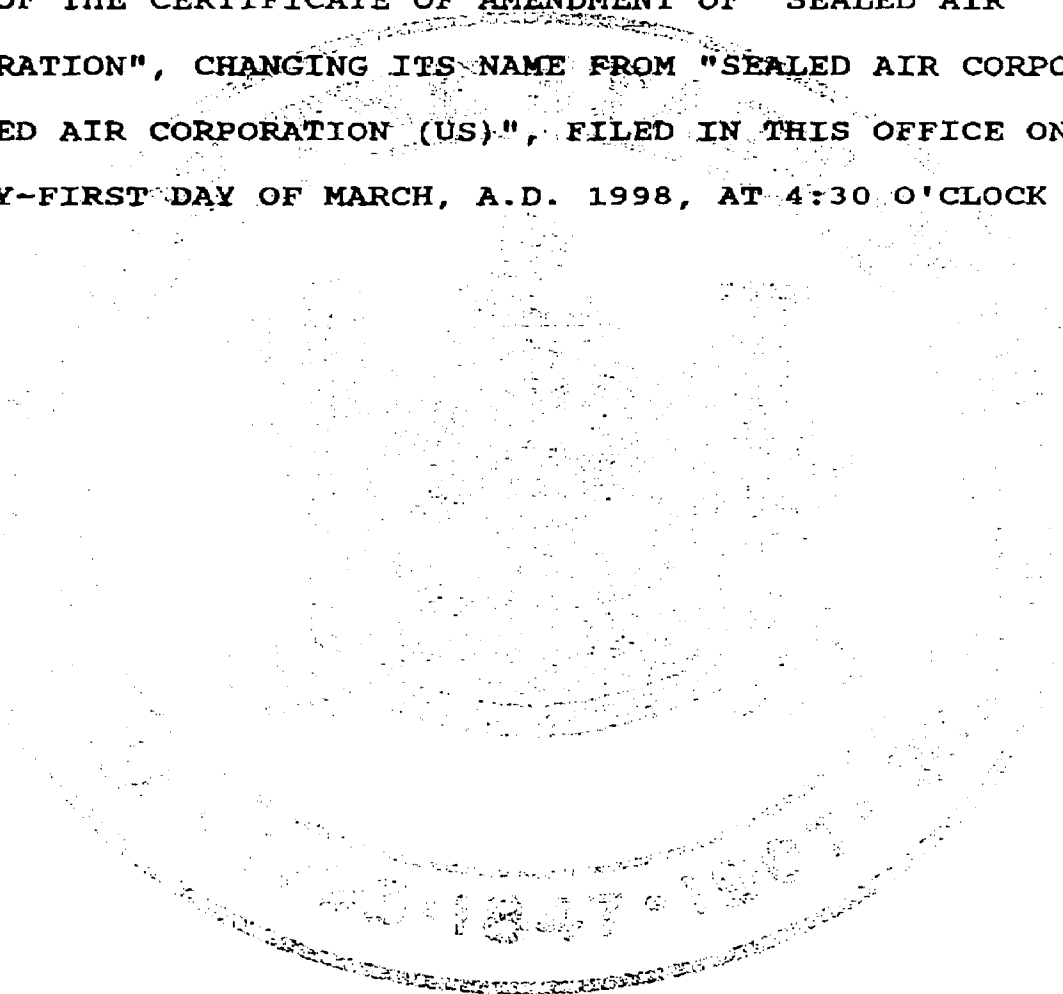
Floyd A. Gibson
Name of Person Signing


Signature

July 10, 2000
Date Signed

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 AMENDMENT OF "SEALED AIR CORPORATION", CHANGING ITS NAME FROM "SEALED AIR CORPORATION" TO "SEALED AIR CORPORATION (US)", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0702714 8100
981124847

DATE: 9005226
04-01-98

TRADEMARK
REEL: 002114 FRAME: 0519

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
SEALED AIR CORPORATION**

Sealed Air Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation is a party to the Agreement and Plan of Merger dated as of August 14, 1997 among W. R. Grace & Co., the Corporation and Packco Acquisition Corp. (the "Merger Agreement").

2. The Board of Directors of the Corporation, at a meeting duly held, adopted the following resolution:

RESOLVED that this Board of Directors deems it desirable and in the best interests of the Corporation and its stockholders to effect the transactions contemplated by the Merger Agreement.

3. The Merger Agreement provides that the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation to a different name as determined by the Corporation.

4. The Corporation has determined that the name of the Corporation should be changed to Sealed Air Corporation (US).

5. The Certificate of Incorporation of the Corporation is hereby amended by deleting the FIRST section in its entirety and replacing it with the following:

FIRST: The name of the corporation is Sealed Air Corporation (US).

6. The aforesaid amendment to the Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

7. The aforesaid amendment to the Certificate of Incorporation of the Corporation shall become effective at 5:01 p.m. Eastern Standard Time on March 31, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and acknowledged by its President this 31st day of March, 1998.

SEALED AIR CORPORATION

By:



Name: William V. ~~Cokey~~

Title: President