

12-18-00

Docket No. _____

FORM PTO-1594
(Rev. 10-96) R
OMB No. 0651-0011 (exp. 4/94)

01-05-2001

U.S. DEPARTMENT OF COMMERCE
EET Patent and Trademark Office



101572411

To the Honorable Commissioner of Patent:

ed original documents or copy thereof.

1. Name of conveying party(ies):
 Albion Kaolin Company

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Georgia
 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: June 15, 2000

_____ address of receiving party(ies):

Name: Unimin Corporation

Internal Address: _____

Street Address: 258 Elm Street

City New Canaan State CT ZIP 06840

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 2,066,046 registered 05-27-1997
1,575,876 registered 01-09-1990
1,574,117 registered 01-02-1990
1,574,118 registered 01-02-1990

Additional numbers attached? Yes No

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

Name: Robert V. Vickers

Internal Address: _____

Street Address: VICKERS, DANIELS & YOUNG
50 PUBLIC SQUARE, SUITE 2000
CLEVELAND, OHIO 44113-2235

6. Total number of applications and registrations involved: 4

7. Total fee(37 CFR 3.41):.....\$ 115.00
 Enclosed
 You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 22-0347
 _____ A duplicate copy of this form is attached

01/04/2001 MTHALL 00000158 2066046

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

ROBERT V. VICKERS [Signature] 12/14/2000
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002206 FRAME: 0535

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ALBION KAOLIN COMPANY

INTO

UNIMIN CORPORATION

* * * * *

UNIMIN CORPORATION, a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 13th day of January, 1970, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Albion Kaolin Company, a corporation incorporated on the 20th day of April, 1990, pursuant to the provisions of the General Corporation Law of the State of Georgia.

THIRD: That this corporation, by the following resolutions of the Albion Acquisition Ad Hoc Committee of its Board of Directors, duly adopted as of the 15th day of June, 2000, by the unanimous written consent of said Committee in accordance with the authority conferred upon said Committee by the Board of Directors of this Corporation and filed with the minutes of the Board of Directors, determined to merge into itself said Albion Kaolin Company:

RESOLVED that the following Plan of Merger calling for the merger of Albion Kaolin Company with and into Unimin Corporation is hereby approved and adopted:


1. Albion Kaolin Company, a Georgia corporation (the "Merging Corporation"), is a wholly-owned subsidiary of Unimin Corporation, a Delaware corporation (the "Surviving Corporation").
2. The Merging Corporation will merge with and into the Surviving Corporation, effective as of the filing of the appropriate Certificate of Ownership and Merger with the Secretary of State for the State of Delaware and the filing of the appropriate Articles of Merger with the Secretary of State of the State of Georgia (the "Effective Time"). The Surviving Corporation will be the surviving corporation of the merger.
3. After the merger, the Surviving Corporation will continue to have the name Unimin Corporation.
4. The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. At the Effective Time, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. At the Effective Time, the Surviving Corporation will assume all of the Merging Corporation's obligations.
5. At the Effective Time, the outstanding shares of the corporations participating in the merger will be affected as follows:
 - a. Surviving Corporation: The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
 - b. Merging Corporation: Each outstanding share of the Merging Corporation shall be cancelled as a result of the merger.
6. The Certificate of Incorporation of the Surviving Corporation is not amended under this Plan.
7. After approval of this Plan by the Albion Acquisition Ad Hoc Committee of the Board of Directors of the Surviving Corporation, and at any time before the merger's Effective Time, the Board of Directors of the Surviving Corporation may, in its discretion, terminate or amend this Plan of Merger.

FURTHER RESOLVED that the proper officer of Unimin Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Albion Kaolin Company 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 anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by the undersigned officer as of the 15th day of June, 2000.

UNIMIN CORPORATION

By 
Joseph C. Shapiro, Secretary

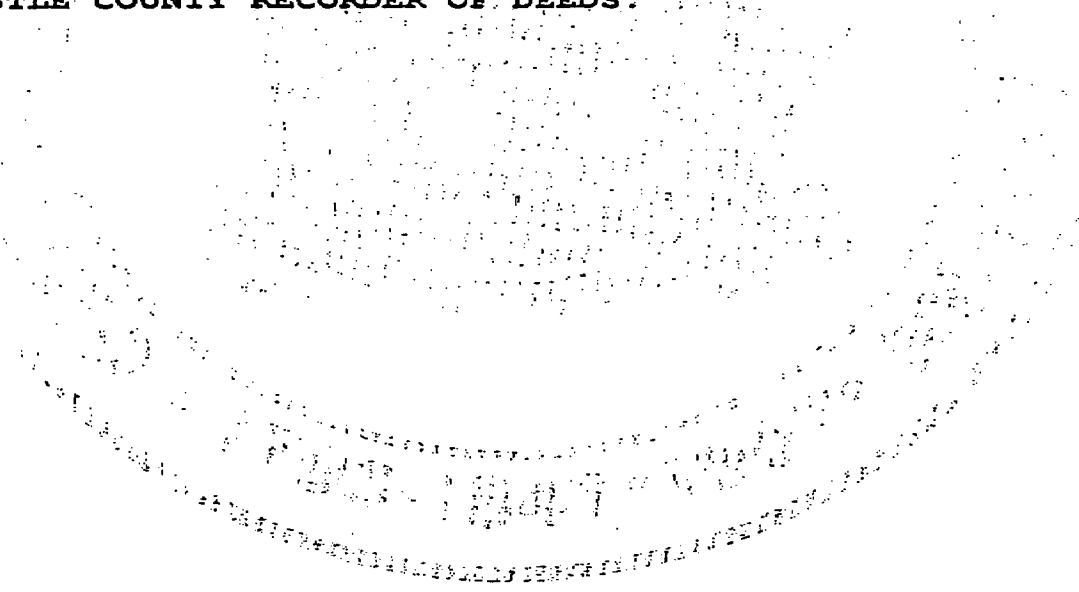
Office of the Secretary of State

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:

"ALBION KAOLIN COMPANY", A GEORGIA CORPORATION,

WITH AND INTO "UNIMIN CORPORATION" UNDER THE NAME OF "UNIMIN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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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0507917

AUTHENTICATION:

06-20-00

DATE:

TRADEMARK

REEL: 002206 FRAME: 0539

Albion Kaolin Company

Schedule 5.14
Patents, Trademarks and Trade Names

1. Trademarks

U.S. Trademark Registration No. 2,066,046 for the mark US CLAY and Design, registered May 27, 1997 by Evans Clay Company.

U.S. Trademark Registration No. 1,575,876 for the mark SPERSE, registered January 9, 1990 by United Catalysts Inc.

U.S. Trademark Registration No. 1,574,117 for the mark FORM, registered January 2, 1990 by United Catalysts Inc.

U.S. Trademark Registration No. 1,574,118 for the mark BRITEFIL, registered January 2, 1990 by United Catalysts Inc.

2. Patents

U.S. Patent No. 5,529,622 titled "Process for the Treatment of Clay for Use as a Paper Coating Pigment" issued June 25, 1996 to United Catalysts Inc.

U. S. Patent No. 5,858,076 issued January 12, 1999.

Patent applications relating to the two patents listed above have been filed in Europe and Canada. A patent application relating to Patent No. 5,529,622 has been filed in Japan.