

04-02-2001

Docket No. UM-13047

FORM PTO-1594

(Rev. 10-96)

RE



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

ET

OMB No. 0651-0011 (exp. 4/94)

101655980

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

1. Name of conveying party(ies):  
 Illinois Minerals Company  
 3.22.01

Individual(s)                     Association  
 General Partnership             Limited Partnership  
 Corporation-State - Illinois  
 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: November 1, 1990

2. Name and address of receiving party(ies):  
 Name: Unimin Specialty Minerals Inc.  
 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)  
 Additional numbers attached?  Yes  No

B. Trademark registration No.(s) 794,255

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

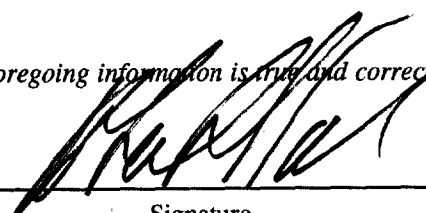
6. Total number of applications and registrations involved: 1

7. Total fee(37 CFR 3.41):.....\$ 40.00  
 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

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.*

ROBERT V. VICKERS                                        3/19/2001  
 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

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"ILLINOIS MINERALS COMPANY", A ILLINOIS CORPORATION,

"TAMMSCO, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "UNIMIN SPECIALTY MINERALS INC." UNDER THE NAME OF "UNIMIN SPECIALTY MINERALS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1990.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1016781

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DATE: 03-12-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TAMMSCO, INC. AND ILLINOIS MINERALS COMPANY

INTO

UNIMIN SPECIALTY MINERALS INC.

\* \* \* \* \*

Unimin Specialty Minerals Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of June, 1989, pursuant to 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 Tammsco, Inc., a corporation incorporated on the 3rd day of February, 1984, pursuant to the Tennessee General Corporation Act of the State of Tennessee.

THIRD: That this corporation owns all of the outstanding shares (of each class) of the stock of Illinois Minerals Company, a corporation incorporated on the 26th day of January, 1934, pursuant to the Business Corporation Act of 1933 of the State of Illinois.

FOURTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of the members of the Board of Directors on the 1st day of November, 1990, determined to and did merge into itself said Tammsco, Inc. and Illinois Minerals Company:

RESOLVED that Unimin Specialty Minerals Inc. (the "Corporation") merge, and it does hereby merge Tammsco, Inc. ("Tammsco") and Illinois Minerals Company ("Illinois Minerals"), both wholly owned subsidiaries of the Corporation, into itself and that it assume, and it does hereby assume, all the obligations of Tammsco and Illinois Minerals pursuant to Section 253 of the General Corporation Law of the State of Delaware (hereinafter called the "Merger"), in accordance with the following terms and conditions:

Plan of Merger

Unimin Specialty Minerals Inc., ("Unimin Specialty") a Delaware Corporation, Tammsco, Inc., ("Tammsco") a Tennessee corporation, and Illinois Minerals Company, ("Illinois Minerals") an Illinois corporation, have entered into the following Plan of Merger:

1. Surviving Corporation. Tammsco and Illinois Minerals shall be merged into Unimin Specialty. Unimin Specialty shall be the surviving corporation. The Certificate of Incorporation and By-Laws of Unimin Specialty shall continue to remain in full force and effect after the effective date of the Merger until further amended or supplemented in accordance with the General Corporation Law of the State of Delaware.

2. Ownership of Stock. The outstanding shares of Tammsco consist of 680 shares of Common Stock without a par value (hereinafter called the "Tammsco Common Stock"), all of which are owned by Unimin Specialty.

3. Ownership of Stock. The outstanding shares of Illinois Minerals consist of 38,700 shares of Common Stock with a par value of \$10.00 each (hereinafter called the "Illinois Minerals Common Stock"), all of which are owned by Unimin Specialty.

4. Terms and Conditions of Merger. On the effective date of merger of Tammsco and Illinois Minerals into Unimin Specialty, the separate existence of Tammsco and Illinois Minerals shall cease, the Tammsco Common Stock and the Illinois Minerals Common Stock shall be cancelled, and Unimin Specialty shall be subject to all the liabilities and obligations of Tammsco and Illinois Minerals, without further action by either corporation.

5. Effective Date. The effective date of this merger shall be upon the close of business on December 31, 1990.

RESOLVED that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute a Certificate of Ownership and Merger, and that such officers be, and each of them hereby is, authorized and directed to cause such Certificate of Ownership and Merger, so executed, to be filed with the Office of the Secretary of the State of Delaware and cause a certified copy thereof to be recorded in the Office of the Recorder in the County of the State of Delaware in which the registered office of the Corporation is located, all in accordance with the provisions of Section 253 and 103 of the General Corporation Law of the State of Delaware.

RESOLVED that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to take all such other action and to execute and deliver all such documents and instruments in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all such expenses, as each of them in his discretion may deem necessary, proper, or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions in each of them.

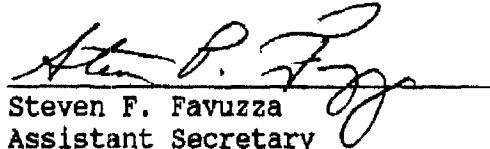
IN WITNESS WHEREOF, Unimin Specialty Minerals Inc., has caused this Certificate of Ownership and Merger to be executed and filed in its name and on its behalf by its President and attested by its Assistant Secretary this 1st day of November 1990.

UNIMIN SPECIALTY MINERALS, INC.

by

  
William J. Woods, Jr.  
President

Attest:

  
Steven F. Favuzza  
Assistant Secretary

(Corporate Seal)

GTEB-CarOney