

RECORDATION FORM COVER SHEET
TRADEMARKS ON

05-22-2001



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Trademark Office

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5-15-01
Tab settings

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

1. Name of conveying party(ies): **VARN PRODUCTS CO., INC.**

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State (NJ)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **VARCO HOLDINGS INC.**
 Internal Address: c/o Varn International, Inc.
 Street Address: 8 Allerman Road
 City: Oakland State: NJ ZIP: 07436

- 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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 30, 2000

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

A. Trademark Application No.(s) 75/537,379

B. Trademark Registration No.(s) 2,179,560 ; 1,649,863 ; 1,661,335
1,394,569 ; 1,329,242 ; 1,331,489
1,329,131 ; 2,079,248 ; 2,350,394

Additional numbers attached? Yes No

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

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

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.

Jason A. Cohen, Esq.
Name of Person Signing

Signature

5/14/01
Date

Total number of pages comprising cover sheet: 6

RECEIVED
 2001 MAY 15 2:09
 TRADEMARK DIVISION
 U.S. PATENT AND TRADEMARK OFFICE

05/15/01 10:45:00 AM

40.00 00
225.00 00

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

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:

"VARN PRODUCTS CO., INC.", A NEW JERSEY CORPORATION, WITH AND INTO "VARNCO HOLDINGS INC." UNDER THE NAME OF "VARNCO 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 DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3333408 8100M

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0885621

DATE: 12-29-00

TRADEMARK
REEL: 002299 FRAME: 0963

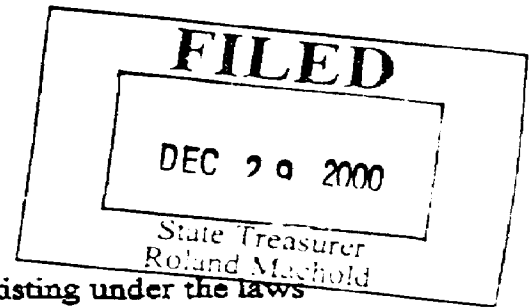
CERTIFICATE OF MERGER

Merging

VARN PRODUCTS CO., INC.

with and into

VARNCO HOLDINGS INC.



VARNCO HOLDINGS INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on December 22, 2000, pursuant to the Delaware General Corporation Law (the "DGCL").

SECOND: That Varn Products Co., Inc., a New Jersey corporation ("Varn Products NJ"), was incorporated on May 29, 1975 pursuant to the New Jersey Business Corporation Act (the "NJBCA").

THIRD: That Varn Products NJ has 200 issued and outstanding shares of Common Stock, no par value, all of which are owned by the Corporation. There are no other classes or series of stock of Varn Products NJ.

FOURTH: That the following resolutions of the Corporation for merging Varn Products NJ into the Corporation (the "Varn Products NJ Merger"), were adopted by Unanimous Consent of the Board of Directors to Action Without a Meeting of the Corporation as of the date hereof:

RESOLVED, that the form, terms and provisions of the Certificate of Ownership and Merger to be filed in the State of Delaware in the form attached hereto as Exhibit F (the "Varn Products NJ Delaware Certificate of Merger") and the Certificate of Merger to be filed in the State of New Jersey in the form attached hereto as Exhibit G (the "Varn Products NJ New Jersey Certificate of Merger"), merging Varn Products NJ with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), be, and they hereby are, approved;

RESOLVED, that at the effective time of the Varn Products NJ Merger (the "Varn Products NJ Merger Effective Time") each of the officers of the Corporation shall remain in office;

RESOLVED, that the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation;

RESOLVED, that the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of the Corporation issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall continue as one share of Common Stock, of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of Varn Products NJ issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall be cancelled;

RESOLVED, that the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, or any Assistant Secretary of the Corporation (each, an "Authorized Officer") of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to execute, acknowledge and file the Varn Products NJ Delaware Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and the Varn Products NJ Certificate of Merger with the Secretary of State of the State of New Jersey in accordance with Section 14A:10-4.1 of the NJBCA; and

FURTHER RESOLVED, each Authorized Officer be, and hereby is, authorized to take such other actions as he or she may deem necessary or advisable in order to effect the Varn Products NJ Merger.

FIFTH: That the applicable provisions of the laws of the State of Delaware relating to the Varn Products NJ Merger have been complied with or will have been complied with upon compliance with any of the filing and recording requirements of such State.

SIXTH: The Corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of the Corporation or Varn Products NJ for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Varn Products NJ against the Corporation.

SEVENTH: The Corporation hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any proceeding, and the post office address within the State of New Jersey to which the Secretary of State shall mail a copy of the process in such proceeding is 8 Allerman Road, Oakland, New Jersey 07436.


EIGHTH: The Corporation agrees that it will promptly pay to the dissenting shareholders of the Varn Products NJ the amount, if any, to which they are entitled under the provisions of the NJBCA with respect to the rights of the dissenting shareholders.

NINTH: The Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware.

TENTH: That notwithstanding the date of the filing of this Certificate, the Varn Products NJ Merger shall be effective as of December 30, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer on the date first above written.

VARNCO HOLDINGS INC.

By: 
Name: Thomas J. Koenig
Title: Vice President and Chief
Financial Officer

TRADEMARKS AND TRADEMARK LICENSES

REGISTERED TRADEMARKS

<u>Trademarks</u>	<u>Registration Number</u>	<u>Holder</u>
FOUNTAINPURE	2,179,560	Varn Products Company, Inc.
ECOLOGY THROUGH TECHNOLOGY	1,649,863	Varn Products Company, Inc.
OVERNITE	1,661,335	Varn Products Company, Inc.
BLUE VELVET	1,394,569	Varn Products Company, Inc.
KOMPAC	1,329,244	Varn Products Company, Inc.
VARN	1,331,489	Varn Products Company, Inc.
VARN and Flask (Design)	1,329,131	Varn Products Company, Inc.
KOMPAC VAC	2,079,248	Varn Products Company, Inc.
COLORMATIC	2,350,394	Varn Products Company, Inc.

TRADEMARK APPLICATIONS

<u>Trademarks</u>	<u>Serial Number</u>	<u>Holder</u>
WEB-PRO	75/537379	Varn Products Company, Inc.