

08-30-2001



8-24-01^F

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TRADEMARK

SHEET

TO: The Commissioner of Patents and Trademarks: Please record the attached original documents(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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

08/29/2001 11:00 AM PEDI 00000153 1502028

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: 002358 FRAME: 0511

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1502028"/>	<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"/>	<input type="text"/>

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.)

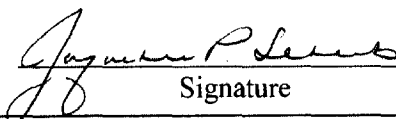
Deposit Account Number: #

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.

Jacqueline P. Scheib
Name of Person Signing


Signature

August 24, 2001
Date Signed

State of Delaware
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:

"SHEREX CHEMICAL COMPANY, INC.", A OHIO CORPORATION,
WITH AND INTO "WITCO CORPORATION" UNDER THE NAME OF "WITCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

0524523 8100M
971137128

AUTHENTICATION: 8445434
05-01-97

DATE:

TRADEMARK
REEL: 002358 FRAME: 0513

CERTIFICATE OF OWNERSHIP AND MERGER

of

SHEREX CHEMICAL COMPANY, INC.

(an Ohio corporation)

into

WITCO CORPORATION

(a Delaware corporation)

It is hereby certified that:

1. Witco Corporation ("Witco") is a business corporation of the State of Delaware.
2. Witco is the owner of all of the outstanding shares of each class of stock of Sherex Chemical Company, Inc., a business corporation of the State of Ohio ("Sherex").
3. The laws of the jurisdiction of organization of Sherex permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. Witco hereby merges Sherex with and into Witco.
5. The following is a copy of the resolutions to so merge adopted on December 6, 1996, by the Board of Directors of Witco:

RESOLVED, that the Board of Directors hereby authorizes and approves, in furtherance of the Restructuring approved by the Board at its meeting on December 6, 1996, and in accordance with such specific plan of reorganization as shall have been approved by the Senior Vice President and General Counsel and the Senior Vice President and Chief Financial officer of the Company, the consolidation, through merger, acquisition, divestiture and/or dissolution, of the subsidiary legal entities and branch offices of the Company ("Consolidation");

FURTHER RESOLVED, that the Company is authorized and directed, as part of the Consolidation, to acquire and transfer, as the case may be, from and among the subsidiaries of the Company, direct share ownership of one or more of its subsidiaries as part of a plan of reorganization under the applicable provisions of IRC §368;


FURTHER RESOLVED, that all actions heretofore taken by the Company in respect of the Consolidation are, and each of such actions are, in all respects, ratified, approved and confirmed;

FURTHER RESOLVED, that the Chairman of the Board, Chief Executive Officer and President, and any Vice President of the Company, acting alone (the "Authorized Officer") are hereby directed and authorized to take all such actions, and to execute and deliver on behalf of the Company such instruments and documents, as such Authorized Officers shall deem necessary or appropriate to accomplish the Consolidation and the foregoing resolutions.

6. The above-described merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors and Sole Shareholder of Sherex in accordance with the laws under which it is organized.

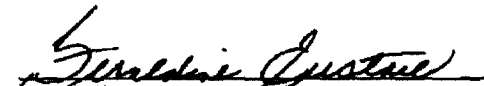
Executed on April 22, 1997, to be effective on April 30, 1997.

WITCO CORPORATION

BY: 
Dustan E. McCoy

Its: Senior Vice President and Secretary

ATTEST:


Geraldine Eustace
Assistant Secretary