

12-28-2001



Tab settings

To the Honorable Commission

101927729

ed original documents or copy thereof

1. Name of conveying party(ies): 12/27/01
 Humidial
 1600 West Hill Street
 Louisville, Kentucky 40232
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Dissolution of Company

Execution Date: December 31, 1998

2. Name and address of receiving party(ies):
 Name: United Catalysts, Inc.
 Internal Address: _____
 Street Address: 1600 West Hill Street
 City: Louisville State: KY ZIP: 40232

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

(Designations 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)

75/921,286

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Scott R. Cox
 Internal Address: LYNCH, COX, GILMAN & MAHAN, PSC

Street Address: 400 West Market
Suite 2200
 City: Louisville State: KY ZIP: 40202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach 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.

Scott R. Cox
 Name of Person Signing

Signature

10/31/2001
 Date

Total number of pages comprising cover sheet: 1

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

12/28/2001 6TON11 00000034 75921286

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Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

00586286

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF DISSOLUTION
OF
HUMIDIAL CORPORATION

DEC 31 1998

Bill Jones
Bill Jones, Secretary of State

The undersigned certify that:

1. They constitute a majority of the directors now in office of Humidial Corporation, a California corporation (the "Corporation").
2. The Corporation has been completely wound up.
3. The Corporation's known debts and liabilities have been adequately provided for by the assumption thereof by the parent and sole shareholder of the Corporation, United Catalysts Inc., a Delaware corporation ("UCI"), 1600 West Hill Street, P.O. Box 32370, Louisville, Kentucky 40232.
4. The known assets of the Corporation have been distributed to the person entitled thereto.
5. UCI will assume the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the affirmative vote of UCI, the sole shareholder of the Corporation and holder of all of the outstanding shares thereof.
7. The Corporation is dissolved on December 31, 1998.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge. This certificate was executed by the undersigned this 15th day of December, 1998, in Louisville, Kentucky.

C. Bert Knight
C. Bert Knight, Director

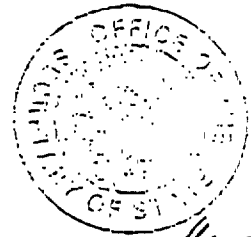
William J. Monin
William J. Monin, Director

Frank W. Wathen
Frank W. Wathen, Director



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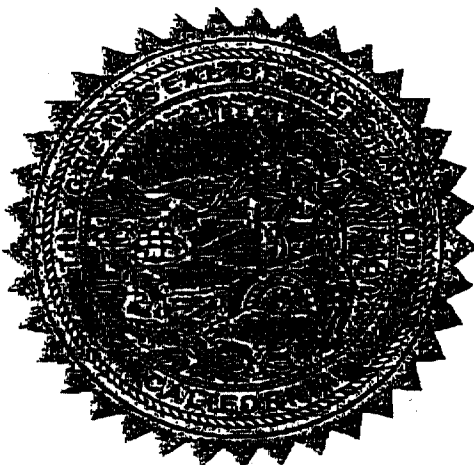


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



JUN 6 1999

Bill Jones

Secretary of State