

02-26-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



101993220

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

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

1. Name of conveying party(ies): HODGSON PROCESS CHEMICALS INC. 2-1-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: CLARIANT CORPORATION
Internal
Address: 4331 Chesapeake Drive
Street Address: 4331 Chesapeake Drive
City: Charlotte State: NC Zip: 28216
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State New York
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 31, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
384,890 FEB - 1 2002
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott E. Hanf
Internal Address: Clariant Corporation
4331 Chesapeake Drive
Charlotte NC 28216
Street Address: 4331 Chesapeake Drive
02/25/2002 ANNED1 00000013 032060 384890
01 FC:481 40.00 CH
City: Charlotte State: NC Zip: 28216

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number:
032060
(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 E. Hanf Name of Person Signing
Signature
Date 1-23-2002
Total number of pages including cover sheet, attachments, and document: 13

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

TRADEMARK REEL: 002449 FRAME: 0343

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:

"BTP INSURANCES INC.", A DELAWARE CORPORATION,

"HODGSON PROCESS CHEMICALS INC.", A DELAWARE CORPORATION,

"NIPA INC.", A DELAWARE CORPORATION,

WITH AND INTO "BTP INTERNATIONAL, INC." UNDER THE NAME OF "BTP INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

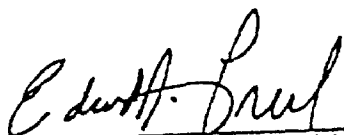
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:50 O'CLOCK P.M.

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



2785421 8100M

001646646


Edward J. Freel, Secretary of State

AUTHENTICATION: 0880240

DATE: 12-27-00

TRADEMARK
REEL: 002449 FRAME: 0344

CERTIFICATE OF OWNERSHIP AND MERGER

OF

NIPA INC.
(a Delaware corporation)

HODGSON PROCESS CHEMICALS INC.
(a Delaware corporation)

and

BTP INSURANCES INC.
(a Delaware corporation)

into

BTP INTERNATIONAL, INC.
(a Delaware corporation)

Pursuant to §253 of
Delaware General Corporation Law

It is hereby certified that:

1. BTP International, Inc. (the "Corporation") is a corporation organized under the laws of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of capital stock of NIPA Inc., Hodgson Process Chemicals Inc., and BTP Insurances Inc., each of which is a corporation organized under the laws of the State of Delaware (the "Subsidiaries").

3. The Corporation hereby merges the Subsidiaries into the Corporation pursuant to §253 of Delaware General Corporation Law.

4. On December 19, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiaries into the Corporation:

RESOLVED, that the Subsidiaries be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiaries be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiaries in their respective names.

RESOLVED that this Corporation shall assume all of the obligations of the Subsidiaries.


RESOLVED that this Corporation shall cause to be executed and filed and/or

recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

5. The effective time of this Certificate of Ownership and Merger, and the effective merger time, shall be 11:50 p.m. on December 31, 2000.

Executed on the 19th day of December, 2000.

BTP INTERNATIONAL, INC.

By: 
Name: Christopher S. Barnard
Title: Assistant 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 MERGER, WHICH MERGES:

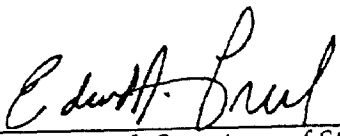
"BTP INTERNATIONAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CLARIANT CORPORATION" UNDER THE NAME OF "CLARIANT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:55 O'CLOCK P.M.

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



3335675 8100M
001647303


Edward J. Freel, Secretary of State

AUTHENTICATION: 0878062

DATE: 12-26-00

TRADEMARK
REEL: 002449 FRAME: 0347

CERTIFICATE OF MERGER

OF

BTP INTERNATIONAL, INC.
(a Delaware corporation)

AND

CLARIANT CORPORATION
(a New York corporation)

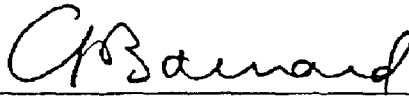
It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) BTP International, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Clariant Corporation, which is incorporated under the laws of the State of New York.
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Clariant Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Business Corporation Law of the State of New York.
4. The Certificate of Incorporation of Clariant Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Business Corporation Law of the State of New York.
5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 4000 Monroe Road, Charlotte, North Carolina 28205
6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Plan and Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 11:55 p.m. on December 31, 2000.


Dated: December 19, 2000.

BTP INTERNATIONAL, INC.

By: 
Name: Christopher S. Barnard
Title: Assistant Secretary

Dated: December 19, 2000.

CLARIANT CORPORATION

By: 
Name: Christopher S. Barnard
Title: Vice President

FILING RECEIPT

ENTITY NAME: CLARIANT CORPORATION

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

CONSTITUENT NAME: BTP INTERNATIONAL INC.

FILED:12/27/2000 DURATION:***** CASH#:001227000216 FILM #:001227000211

ADDRESS FOR PROCESS

EFFECT DATE

12/31/2000

REGISTERED AGENT



FILER	FEES		PAYMENTS	
-----	-----	95.00	-----	95.00
MOORE & VAN ALLEN, PLLC	FILING	60.00	CASH	0.00
100 NORTH TRYON STREET, 47TH FLOOR	TAX	0.00	CHECK	0.00
CHARLOTTE, NC 28202-4003	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	95.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
			-----	-----

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DOS-1025 (11/89)

TRADEMARK REEL: 002449 FRAME: 0350

F 001 227000 211

Certificate of Merger
of
BTP INTERNATIONAL INC.
into
CLARIANT CORPORATION

Under Section 904 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Clariant Corporation. The name under which the corporation was formed is Sodyeco, Inc. The date upon which its certificate of incorporation was filed by the Department of State is January 17, 1993.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is BTP International Inc. The jurisdiction of its incorporation is the State of Delaware; and the date of its incorporation therein is August 14, 1997.

No Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: As to each constituent corporation, the plan and agreement of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

CLARIANT CORPORATION

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	Common	N/A

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6/7/98 X 8888 NU.8865 X. 2/4

DEC 22 2000 11:43AM

DEC 22 2000 11:43AM

TRADEMARK
REEL: 002449 FRAME: 0351

BTP INTERNATIONAL INC.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common	459,750	Common	N/A

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.

The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the 31st day of December, 2000 []

Dated: December 19, 2000 .

BTP INTERNATIONAL INC.

By: Christopher S. Barnard
 Name: Christopher S. Barnard
 Title: Assistant Secretary

CLARIANT CORPORATION

By: Christopher S. Barnard
 Name: Christopher S. Barnard
 Title: Vice President

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CERTIFICATE OF MERGER

OF

BTP INTERNATIONAL INC.

INTO

CLARIANT CORPORATION

Section 904 of the Business Corporation Law

DEC 27 9 16 AM '00

DEC 27 10 42 AM '00

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 27 2000

TAX \$ _____
BY: Jaw

NEW YORK

Jaw

Filer: Moore & Van Allen, PLLC
100 North Tryon Street
47th Floor
Charlotte, NC 28202-4003

CSC 45

Cust. Ref#942735PAL

DRAWDOWN

DEC 27 4 12 PM '00

3

001227000216

TRADEMARK
REEL: 002449 FRAME: 0353

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 29 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

HODGSON CHEMICALS, INC.
(A Division of NIPA Hardwicke Inc.)

State of Incorporation: **South Carolina**

Employer Identification No: **57-0979338**

Qualified to do Business in: **SC**

Registered Agent is: **C.T. Corporation System**
Registered Address is: **75 Beattie Place**
2 Shelter Centre
Greenville, SC 29601

Authorized Share Capital: **200 Shares of Common Stock with No Par Value**

<u>Shareholders</u>	<u>No. Shares</u>	<u>Directors</u>	<u>Officers</u>
BTP International, Inc.	100	S.J. Hannam I. J. McClelland	I.J. McClelland, President M. Brummitt, Vice President, General Manager & Secretary E.W. Reigel, Asst. Secretary

HISTORY:

- June 23, 1993: The Corporation was incorporated as Hodgson Chemicals, Inc. with 200 shares of Common Stock, all of which are without par value.
- November 27 1998: BTP International, Inc. became the shareholder of Hodgson Chemicals Inc. by operation of law as a result of the merger of MTM (AMERICAS) INC. (the former shareholder) with and into BTP International, Inc.