

02-27-2002



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

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|---|---|
| <p>1. Name of conveying party(ies):<br/>Crompton &amp; Knowles Corporation</p> <p style="text-align: right; font-size: 2em;">2-11-02</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association<br/> <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Corporation-State Massachusetts<br/> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies)<br/>Name: CK Witco Corporation</p> <p>Internal Address: _____<br/> Address: _____</p> <p>Street Address: One Station Place - Metro Center<br/> City: Stamford State: CT Zip: 06902</p> <p><input type="checkbox"/> Individual(s) citizenship _____<br/> <input type="checkbox"/> Association _____<br/> <input type="checkbox"/> General Partnership _____<br/> <input type="checkbox"/> Limited Partnership _____<br/> <input checked="" type="checkbox"/> Corporation-State Delaware<br/> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br/> (Designations must be a separate document from assignment)<br/> Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger<br/> <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name<br/> <input type="checkbox"/> Other _____</p> <p>Execution Date: September 1, 1999</p>   |   |

|   |  |
|---|--|
| <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> | <p>B. Trademark Registration No.(s)<br/>1,878,803</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
|---|--|

|   |   |
|---|---|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:<br/>Name: Adam L. Brookman; Godfrey &amp; Kahn, S.C.</p> <p>Internal Address: _____</p> <p>Street Address: 780 N. Water Street</p> <p>City: Milwaukee State: WI Zip: 53202</p> | <p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">1</span></p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00</p> <p><input checked="" type="checkbox"/> Enclosed<br/> <input checked="" type="checkbox"/> Authorized to be charged to deposit account for any deficiencies</p> <p>8. Deposit account number:<br/>07-1509</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p> |
|---|---|

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.*

Adam L. Brookman           1/11/02  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 3

02/26/2002 DBYRNE 00000223 1878803  
01 FC:481 40.00 DP

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: 0590

CERTIFICATE OF MERGER  
CROMPTON & KNOWLES CORPORATION  
INTO  
CK WITCO CORPORATION

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Crompton & Knowles Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Crompton"), and CK Witco Corporation, a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Crompton ("CK Witco"), do hereby certify to the following facts relating to the merger (the "Merger") of Crompton with and into CK Witco.

FIRST: The name and state of incorporation of each constituent entity that is a party to the Merger is as follows:

| <u>Name</u>                    | <u>State of Incorporation</u> |
|--------------------------------|-------------------------------|
| Crompton & Knowles Corporation | Massachusetts                 |
| CK Witco Corporation           | Delaware                      |

SECOND: An Agreement and Plan of Reorganization, dated as of May 31, 1999, as amended (the "Agreement"), by and among Crompton, CK Witco, and Witco Corporation, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(a) of the DGCL.

THIRD: The name of the surviving corporation, which shall be a Delaware corporation, is "CK Witco Corporation" (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation of CK Witco.

FIFTH: The authorized capital stock of Crompton & Knowles Corporation, the Massachusetts corporation, consists of 250,000,000 shares of Common Stock, par value \$.10 per share, and 250,000 shares of Preferred Stock, without par value.

SIXTH: The executed Agreement is on file at the office of the Surviving Corporation at the following address:


CK Witco Corporation  
One Station Place, Metro Center  
Stamford, Connecticut 06902


SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Crompton and CK Witco have caused this Certificate of Merger to be duly executed as of this 1st day of September, 1999, to be effective at 4:30 p.m. on September 1, 1999.

ATTEST:

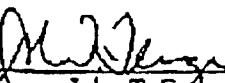
CROMPTON & KNOWLES CORPORATION

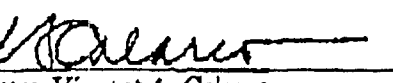
By:   
Name: John T. Ferguson II  
Title: Vice President, General Counsel  
and Secretary

By:   
Name: Vincent A. Calarco  
Title: Chairman of the Board, President  
and Chief Executive Officer

ATTEST:

CK WITCO CORPORATION

By:   
Name: John T. Ferguson II  
Title: Senior Vice President, General  
Counsel and Secretary

By:   
Name: Vincent A. Calarco  
Title: President and Chief Executive  
Officer