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U.S. Patent & TMOfo/TM Mail Rcpt. Dt. #40

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

(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies): 2 26 02  
Givaudan Roure Corporation

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State (New Jersey)  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Givaudan Roure Flavors Corporation  
 Internal  
 Address: \_\_\_\_\_

Street Address: 820 Bear Tavern Road  
 City: West Trenton State: NEW JERSEY

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

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3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: December 31, 1997

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
See attached schedule

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Wood, Herron & Evans, L.L.P.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 2700 Carew Tower  
441 Vine Street  
 City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 32

7. Total fee (37 CFR 3.41).....\$ 815.00  
 Enclosed  
 /Additional fees  
 /Authorized to be charged to deposit account

8. Deposit account number:  
23-3000  
 (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.*

David J. Josephic R. No. 22,849  
 Name of Person Signing      Signature  
00000230 36477E      2/25/02  
 \_\_\_\_\_      Date

Total number of pages including cover sheet, attachments, and document: 7

03/20/2002  
 01 FC:481  
 02 FC:482

40.00  
 775.00

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

TRADEMARK  
 REEL: 002465 FRAME: 0873

## Form 1594 - ITEM 4

<u>Mark</u>	<u>Serial No.</u>	<u>Filed</u>	<u>Reg. No.</u>	<u>Issued</u>
AMBRATE	364,772	07/09/70	941,191	08/22/72
AURANTIOL	544,818	09/30/47	502,719	10/05/48
CETONAL	72/290,388	02/06/68	892,648	06/16/70
CETONAL	257,050	10/24/66	857,307	09/24/68
DELTYL	544,813	09/30/47	502,715	10/05/48
DIMETOL	352,809	03/02/70	923,401	11/09/71
FIXOLIDE	278,593	08/18/67	864,090	01/28/69
FOLIONE	544,824	09/30/47	502,725	10/05/48
FRESKOMENTHE	340,665	10/14/69	922,138	10/19/71
GIVCO	71/629,606	05/13/52	568,108	12/16/52
GIVCO	409,754	12/06/71	962,148	06/26/73
GIVSORB	476,927	04/23/84	1,370,754	11/19/85
IRONAL	245,074	05/06/66	850,848	06/18/68
ISORALDEINE	72/337,294	09/08/69	899,998	10/06/70
KAROTIN	129,339	06/06/77	1,099,159	08/15/78
LAURINE	71/570,251	12/09/48	533,080	11/07/50
LEMAROME	175,189	08/16/63	779,697	11/10/64
LEMONILE	363,652	06/25/70	953,384	02/20/73
LILIAL	16,212	09/24/56	657,257	01/14/58
MOSKENE	544,814	09/30/47	502,716	10/05/48

MYRALDINE	363,540	06/24/70	920,489	09/21/71
NATRUALSEAL	421,610	04/17/72	955,335	03/13/73
PARSOL	73/261,357	05/08/80	1,212,038	10/12/82
PERMASEAL	680,192	01/20/55	625,543	04/17/56
RALDEINE	574,767	03/02/49	566,491	11/11/52
SANDALORE	129,338	06/06/77	1,097,829	08/01/78
SANDELA	068,684	03/02/59	688,959	12/01/59
STEMONE	340,545	10/13/69	917,467	08/03/71
VERDYL ACETATE	160,376	01/08/63	768,968	05/05/64
VERDYL PROPIONATE	256,401	09/21/66	832,799	08/01/67
VERNALDEHYDE	199,667	08/11/64	787,714	04/06/65
VETYNAL	622,890	12/27/51	588,073	04/13/54

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CERTIFICATE OF MERGER  
OF  
GIVAUDAN ROURE CORPORATION - 4148675  
INTO  
GIVAUDAN ROURE FLAVORS CORPORATION - 0100725399  
LONNA R. HOOKS  
Secretary of State

To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act (the "NJBCA") , the undersigned corporations hereby execute the following Certificate of Merger.

**ARTICLE ONE**

Givaudan Roure Corporation, a corporation organized and existing under the laws of the State of New Jersey, (the "merging corporation") shall be merged into Givaudan Roure Flavors Corporation, a corporation organized and existing under the laws of the State of Delaware, which is hereinafter designated as the "surviving corporation."

The address of the surviving corporation's registered office is 820 BEAR TAVERN ROAD WEST TRENTON NJ 08628 and the name of its registered agent at such address is CT Corporation System.

The total authorized capital stock of the surviving corporation shall be 10,000 shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class as follows:

Class	Series	Number of Shares	Par Value Per Share
N/A	N/A	10,000	\$ 1.00

**ARTICLE TWO**

The Agreement and Plan of Merger attached hereto as Exhibit A was approved by the sole Shareholder of Givaudan Roure Corporation on December 5, 1997, in the manner prescribed by the NJBCA. The Agreement and Plan of Merger was approved by the board of directors of the surviving corporation, and, pursuant to Section 14A:10-3(4) of the NJBCA, the approval of the shareholder of the surviving corporation is not required to authorize this merger.

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### ARTICLE THREE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote, and the number and designation of share of any class or series entitled to vote as a class, are:

Name of Corporation	Total Number of shares Entitled to Vote	Designation of each Class or Series Entitled to Vote as a Class (if any)	No. of shares Entitled to Vote of each such Class or Series (if any)
Givaudan Roure Corporation	1,500 shares	N/A	N/A

### ARTICLE FOUR

As to each corporation whose shareholders are entitled to vote, the number of shares voted for and against the Agreement and Plan of Merger, respectively, and the number of shares of any class entitled to vote as a class that voted for and against the Agreement and Plan of Merger, are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against
Givaudan Roure Corporation	1,500	0

### ARTICLE FIVE

The effective date of the above-described merger shall be January 1, 1998.

### ARTICLE SIX

In accordance with Section 14A:10-7(1)(b) of the NJBCA, Givaudan Roure Corporation and Givaudan Roure Flavors Corporation state that the applicable provisions of Delaware Corporation Law shall be complied with upon compliance with filing and recording requirements of that State.

### ARTICLE SEVEN

Givaudan Roure Flavors Corporation hereby consents to the service of process in a New Jersey proceeding for the enforcement of any obligation of Givaudan Roure Corporation and hereby irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding and hereby instructs the Secretary of State to mail a copy of the process in such to: 1199 Edison Drive, Cincinnati, Ohio 45216, Attn: Division Counsel.

ARTICLE EIGHT

The provision of Section 14A:10-7(1)(c) of the NJBCA related to dissenting shareholder are inapplicable as both the merged corporation and the surviving corporation are owned by the same sole Shareholder which has consented to this merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of the 9th day of December 1997.

[corporate seal]

Attest:

William G. O'Connor  
Secretary

Givaudan Roure Corporation

By: [Signature]

[corporate seal]

Attest:

Stephanie Williams Thomas  
Secretary

Givaudan Roure Flavors Corporation

By: [Signature]

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
FILING CERTIFICATION (CERTIFIED COPY)

GIVAUDAN ROURE FLAVORS CORPORATION

*I, the Secretary of State of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate of Merger Filed in this office December 31, 1997 as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 2nd day of January, 1998*



LONNA R HOOKS  
Secretary of State