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

03-29-2002



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE REGISTRATION OF : Zinchem, Inc.
 FOR THE MARK : ZINPOL
 REG. NO. : 1,327,794
 REG. DATE : April 2, 1985
 ATTORNEY DOCKET NO. : ZIN 5 009

3.11.02

Cleveland, Ohio 44114-2518
December 5, 2001

RECORDATION FORM COVER SHEET

Commissioner of Patents
and Trademarks
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Zinchem, Inc.

Entity:

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

2. Name and Address of receiving Party(ies):

Name: William Zinsser & Co., Incorporated

Internal Address: _____

Street Address: 173 Belmont Drive

03/28/2002 TDIAZI 00000093 1327794

01 FC:481

40.00 *DP*

City: Somerset

State: New Jersey ZIP: 08875

Entity:

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State New Jersey
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name
 Security Agreement Merger

Other _____

Execution Date: February 26, 1988

4. Application number(s) or registration number(s).
Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)
 _____ 1,327,794

Additional numbers attached? Yes No

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

Name: James W. McKee

Firm: Fay, Sharpe, Fagan,
Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41): \$ 40.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form 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.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



Colleen F. Goss
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

12-5-01

Date

Total number of pages including cover sheet, attachments, and document: 6

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET (w/attached Certificate of Merger) is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on **December 5, 2001**.

By Reta Sulic

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET (w/attached Certificate of Merger) is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on January 18, 2002, after having been returned as a result of mail sanitization procedures which obliterated the mailing address.

By Reta Sulic

CERTIFICATE OF MERGER

(Pursuant to NJSA 14A:10-5)

OF

Zinchem Inc., a New Jersey Corporation

into

William Zinsser & Co., Incorporated,
a New Jersey Corporation

FILED

FEB 28 1988

JANE BURGIO
Secretary of State

0425748

Pursuant to NJSA 14A:10-5, the undersigned corporation William Zinsser & Co., Incorporated (hereafter "Zinsser") a New Jersey corporation and Zinchem Inc. (hereafter "Zinchem") a New Jersey corporation, execute this Certificate of Merger for the purpose of merging Zinchem into Zinsser so that ~~Zinsser~~ will be the surviving corporation.

The Plan of Merger approved by the Board of Directors of Zinsser is annexed hereto as Exhibit A

There are outstanding shares of the \$1 par value common stock of Zinchem, all of which are owned by Zinsser and there are no other shares of any class of capital stock of Zinchem.

Approval of the shareholders of Zinsser is not required by the certificate of incorporation of Zinsser and the plan of merger contains no provision changing any part of the certificate of incorporation of Zinsser.

The effective date of this merger shall be the date of filing of the certificate with the Secretary of State of the State of New Jersey.

IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed by their duly authorized officers and their respective seals affixed this 28th day of January, 1988.

ATTEST

By William S. Kreindel
William S. Kreindel, Treasurer

ZINCHEM INC.
By Robert Senior
Robert Senior, President

ATTEST

By William S. Kreindel
William S. Kreindel, Treasurer

WILLIAM ZINSSER & CO., INC.
By Thomas C. Sullivan
Thomas C. Sullivan, Chairman

0100005023

PLAN OF MERGER

Plan of Merger between William Zinsser & Co., Inc., a New Jersey Corporation (hereafter Zinsser) and Zinchem Inc., a New Jersey Corporation (hereafter Zinchem)

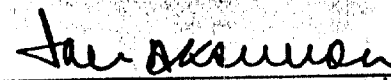
Zinsser proposes to merge its wholly owned subsidiary, Zinchem into and with Zinsser which will be the surviving corporation. Upon filing the Certificate of Merger pursuant to NJSA 14A:10-5 in the office of the Secretary of State of New Jersey, which shall constitute the effective date of the merger, all outstanding shares of the stock of Zinchem shall be cancelled, all assets of Zinchem will be transferred to Zinsser and Zinsser will assume all liabilities of Zinchem.

There will be no amendments to the Zinsser certificate of incorporation.

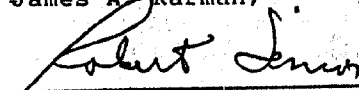
APPROVED:



Thomas C. Sullivan, Director



James A. Karman, Director



Robert Senior Director

Being all of the Directors of
WILLIAM ZINSSER & CO., INC.

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET (w/attached Certificate of Merger) is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on February 27, 2002, after having been returned as a result of mail sanitization procedures which obliterated the mailing address.

By 