

06-25-2002



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

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):

Crompton & Knowles Corporation

6-18-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts Other

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

2. Name and address of receiving party(ies)

Name: CK Witco Corporation

Internal Address:

Street Address: One Station Place - Metro Center

City: Stamford State: CT Zip: 06902

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 9/1/99

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,717,009

Additional number(s) attached Yes No

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

Name: Denise L. Stoker; Godfrey & Kahn, S.C.

Internal Address:

Street Address: 780 N. Water Street

City: Milwaukee State: WI Zip: 53202

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 for any deficiencies

8. Deposit account number:

07-1509

(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.

Denise L. Stoker

Name of Person Signing

Signature

5/29/2002 Date

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

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

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TRADEMARK REEL: 002530 FRAME: 0614

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(e) 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

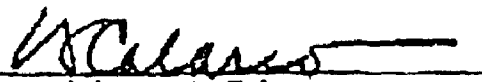
SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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