



RE

07-03-2002



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To the Honorable Commissioner of Patents
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inal documents or copy thereof.

1. Name of conveying party(ies):

LEARONAL, INC.

06/24/02

- Individual(s)
- General Partnership
- Association
- Limited Partnership

Corporation - of New York

Other _____

Additional name(s) of conveying party(ies) attached?

- Yes
- No

2. Name and address of receiving party(ies):

Name: **SHIPLEY COMPANY, L.L.C.**

Address: **455 Forest Street**

City: **Marlborough**

State **Massachusetts** Zip **01752**

Country **UNITED STATES OF AMERICA**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation _____
- Other a limited liability company of Delaware

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)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 31, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) **1228030, 1559462, 1695682, 2094499**

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: PATRICIA VEGA

File No.: 2295-60/161/178/201-999

6. Total number of applications and registrations involved: **FOUR**

7. Total fee (37 CFR 3.41):.....\$115

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Constance Golden, Esq.

Name of Person Signing

Signature

6/24/02 Date

Total number of pages comprising cover sheet:

4

07/03/2002 6TDM11 00000005 161150 1228030

01 FC:481 40.00 CH
02 FC:482 75.00 CH

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"LEARONAL, INC.", A NEW YORK CORPORATION,

WITH AND INTO "SHIPLEY COMPANY, L.L.C." UNDER THE NAME OF "SHIPLEY COMPANY, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JULY, A.D. 1999.

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Edward J. Freel

Edward J. Freel, Secretary of State

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991313681

AUTHENTICATION:

9894202

DATE:

07-29-99

**CERTIFICATE OF MERGER
OF
LEARONAL, INC.
INTO
SHIPLEY COMPANY, L.L.C.**

The undersigned limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify that:

1. The name and state of organization of each of the constituent entities to the merger is as follows:

LeaRonal, Inc., a New York corporation

ShIPLEY Company, L.L.C., a Delaware limited liability company

2. The Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 1002-1003 of the Limited Liability Company Law of the State of New York.

3. The surviving entity in the merger is ShIPLEY Company, L.L.C., a Delaware limited liability company (the "Surviving Company") and the Certificate of Formation, the Limited Liability Company Agreement and the By-laws of the Surviving Company shall be the Certificate of Formation, Limited Liability Company Agreement and By-laws of ShIPLEY Company, L.L.C., in effect on the date of the merger.

4. The effective date of the merger is July 31, 1999.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is 455 Forest Street, Marlborough, MA 01752.

6. A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost to any stockholder or member of any constituent entity.

(Remainder of page intentionally blank)

JUN-23-2002 16:35

SHIPLEY CO.

JUL-29-1999 13:14

P.03/03

Dated: July 21, 1999

SHIPLEY COMPANY, L.L.C.,
a Delaware limited liability company

By: *[Signature]*
Name: *Richard C. Shiplest*
Title: *Chairman*

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TOTAL P.03

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RECORDED: 06/24/2002

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