

5/29/2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002) Tab settings



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

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

FinaMark, Inc. 300 Delaware Avenue Wilmington, DE 19801

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

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

2. Name and address of receiving party(ies)

Name: ATOFINA Petrochemicals, Inc. Internal Address:

Street Address: 15710 JFK Boulevard City: Houston State: TX Zip: 77032

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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: March 18, 2002

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

A. Trademark Application No.(s) Please see attached sheet

B. Trademark Registration No.(s) Please see attached sheet

Additional number(s) attached Yes No

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

Name: Lenora Evans

Internal Address:

Street Address: 15710 JFK Boulevard

City: Houston State: TX Zip: 77032

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41) \$ 1400.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: Charge Fee 03-3345

DO NOT USE THIS SPACE

9. Signature.

Lenora Evans Name of Person Signing

Signature

May 28, 2002 Date

Total number of pages including cover sheet, attachments, and document 10

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

TM - Active - All USA

5/28/2002

FILE NO.	MARK	SERIAL NO.	FILING DATE	APPLICANT	REG. NO.	REG. DATE	CLASS
TM	FINA (SM)	204124	10/16/1984	FINAMARK	803246	2/1/1986	103
TM	COSDEN	163325	2/25/1983	FINAMARK	772064	6/30/1984	6
TM	FINA 2001	188884	9/26/1978	FINAMARK	1127767	12/18/1979	4
TM	FINA	41609	12/2/1957	FINAMARK	673748	2/10/1958	15
TM	FINA DESIGN	41790	12/5/1957	FINAMARK	674437	2/24/1959	15
TM	COSDEN	163326	2/25/1983	FINAMARK	771738	6/23/1984	15
TM	FINA (SM)	208911	11/25/1984	FINAMARK	801112	12/28/1985	103
TM-00-2	FINAPLAS	78/311,419	9/13/2001	FINAMARK, INC.			17
TM-88-01	FINAMART	738769	7/8/1988	FINAMARK	1808494	7/31/1989	37,42
TM-88-02	FINAMART & DESIGN	746888	8/18/1988	FINAMARK	1508485	7/31/1990	37
TM-88-05	FINA KAPPA	58848	5/7/1990	FINAMARK	1833659	2/5/1991	4
TM-88-08	MISC DESIGN (Double Hash Marks)	783225	4/14/1989	FINAMARK	1863139	11/5/1991	4
TM-88-10	FINA SHIELD (COLORS)	753048	9/19/1988	FINAMARK	1544131	8/20/1989	4 (U.S. CL. 15)
TM-88-11	MISC DESIGN (Single Hash Marks)	746784	8/11/1988	FINAMARK	1648241	7/2/1991	4
TM-88-12	DESIGN	783222	3/23/1989	FINAMARK	1844208	5/14/1991	4
TM-88-18 A	FINAPRENE	623745	1/20/1999	FINAMARK	2348833	5/2/2000	INT. CLASS 1 & 17
TM-88-01	DESIGN (SHIELD)	095389	9/10/1990	FINAMARK	1851264	8/30/1994	INT. CL. 4

TM - Active - All USA

5/28/2002

FILE NO.	MARK	SERIAL NO.	FILING DATE	APPLICANT	REG. NO.	REG. DATE	CLASS
TM-89-02	MISC. DESIGN (Fina Shield Colors)	095628	9/10/1990	FINAMARK	1848444	7/26/1994	4
TM-90-02	SYNOLAN	41886	3/23/1990	FINAMARK	1628888	12/25/1990	4
TM-90-06	SYNOLAN 3000	78008	7/13/1990	FINAMARK	1649242	7/2/1991	4
TM-90-08	SYNOLAN 1000	78007	7/13/1990	FINAMARK	1647839	6/18/1991	4
TM-90-09	LIFETIME & DESIGN	154473	4/5/1991	FINAMARK	1767422	4/27/1993	16, (U.S. CL. 38), 41 (U.S. CL. 107).
TM-90-09/1	LIFETIMES	154382	4/5/1991	FINAMARK	1713537	9/8/1992	16, 38
TM-90-10	FINA FASTLUBE	150177	9/15/1998	FINAMARK			4, 37
TM-90-16	SERVICE MARK (MISC. DESIGN)	92248	8/28/1990	FINAMARK	1661952	10/22/1991	37
TM-90-17	SERVICE MARK (MISC. DESIGN)	92247	8/29/1990	FINAMARK	1662776	10/29/1991	37, 42
TM-91-01 B	SYNPRO	623744	1/20/1999	FINAMARK	2535261	1/29/2002	INT. CLASS 4
TM-92-01	CATCO	309124	8/31/1992	FINAMARK	1769979	5/4/1993	CLASS 4, (U.S. CL. 16)
TM-92-02	PONTONIC	309112	8/31/1992	FINAMARK	1765499	4/20/1993	4
TM-92-03	HYDRAN	309114	8/31/1992	FINAMARK	1824853	3/8/1994	CLASS 4, (U.S. CL. 15)
TM-92-04 A	EOLAN	75718783	1/18/1999	FINAMARK			INT. CLASS 4
TM-92-06	FINALUBE	339012	12/10/1992	FINAMARK	1790706	8/31/1993	37, (U.S. CL. 103)
TM-95-01	FINA & DESIGN	801738	6/16/1990	FINAMARK	1932390	10/31/1995	INT. CL: 18; U.S. CL: 3
TM-98-2	PERFORMANCE FOR A LIFETIME	75/557860	9/18/1998	FINAMARK	2297985	12/7/1999	4

TM - Active - All USA

5/28/2002

FILE NO.	MARK	SERIAL NO.	FILING DATE	APPLICANT	REG. NO.	REG. DATE	CLASS
TM-08-1	ZAP APP	75/557669	9/22/1998	FINAMARK	2546680	3/12/2002	INT. CLASS 038

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FINAMARK, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ATOFINA PETROCHEMICALS, INC." UNDER THE NAME OF "ATOFINA PETROCHEMICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 2002, AT 7:30 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1796741

TRADEMARK
REEL: 002577 FRAME: 0036

CERTIFICATE OF OWNERSHIP AND MERGER

of

FINAMARK, INC.

(a Delaware corporation)

with and into

ATOFINA PETROCHEMICALS, INC.

(a Delaware corporation)

(UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

ATOFINA Petrochemicals, Inc., a Delaware corporation, hereby certifies that:

(1) The name and state of incorporation or formation of each of the constituent corporations are:

- (a) ATOFINA Petrochemicals, Inc., a Delaware corporation ("API"); and
- (b) FinaMark, Inc., a Delaware corporation ("FMI").

(2) API owns 100% of the issued and outstanding shares of the capital stock of FMI.

(3) API shall be the surviving entity in the merger.

(4) Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of API adopted resolutions authorizing by unanimous written consent the merger of FMI with and into API. A copy of such resolutions, which were adopted as of March 15th, 2002, is attached as Exhibit A.

(5) The Certificate of Incorporation of API shall be the Certificate of Incorporation of the surviving corporation.

(6) The effective time of the merger shall be 12:01 a.m. Eastern Standard Time, on the date on which the Secretary of State of the State of Delaware issues a Certificate of Merger related thereto, as provided in the DGCL.

IN WITNESS WHEREOF, API has caused this certificate to be signed by the undersigned on the 18th day of March, 2002.

ATOFINA Petrochemicals, Inc.

By:  
Name: Richard L. Charter, II
Title: Vice President

EXHIBIT "A"**Relating to the Merger of FinaMark, Inc. with and into API**

WHEREAS, FinaMark, Inc., a Delaware corporation ("FMI"), is a wholly-owned subsidiary of ATOPINA Petrochemicals, Inc., a Delaware corporation ("API"),

WHEREAS, the Board of Directors of API (the "Board") has determined, in its best business judgment, that it would be in the best interest of API to merge FMI with and into API (the "Merger");

WHEREAS, API shall be the surviving entity in the Merger; and

WHEREAS, for federal income tax purposes, the parties intend that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, (the "Code") and as a tax-free liquidation under Section 332 of the Code.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of API hereby approves the Merger.

RESOLVED FURTHER, that FMI shall be merged with and into API pursuant to the provisions of Section 253 of the DGCL, and API shall be the surviving entity.

RESOLVED FURTHER, that in accordance with the DGCL, on the effective date of merger the separate existence of FMI shall cease, and API and FMI shall then and thereafter together comprise a single entity, which shall be API; the title to all real estate and other property owned by FMI shall be transferred to and vested in API without reversion or impairment, and API shall have all the liabilities of FMI.

RESOLVED FURTHER, that on the Effective Date, each issued and outstanding share of the common stock, par value \$1.00 per share, of FMI (the "FMI Common Stock") shall, by virtue of the Merger, be immediately canceled and retired with no consideration to be paid therefor and all certificates representing such interests shall be canceled.

RESOLVED FURTHER, that after the Effective Date, each outstanding share of the common stock, par value \$1.00 per share, of API (the "API Common Stock"), shall remain issued and outstanding.

RESOLVED FURTHER, that the Board of Directors of API will serve as the Board of Directors of the surviving entity, and the Bylaws and Certificate of Incorporation of API shall serve as the Bylaws and Certificate of Incorporation of the surviving entity.

RESOLVED FURTHER, that the proper officers of API are hereby authorized and directed in the name and on behalf of API to execute, acknowledge, certify, deliver, file, record and accept all such further instruments and documents and to do or cause to be done any and all other acts which in their judgment may be necessary or appropriate in order to effectuate the Merger in accordance with the preceding resolutions and the applicable provisions of the DGCL.

Certificate of Ownership and Merger - Page 3

TOTAL P.10