

04-24-2003



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

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

Tab settings

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

1. Name of conveying party(ies): CENTURY LUBRICANTS CO.

4.4.03

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

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

3. Nature of conveyance:

- Assignment, Merger (checked), Security Agreement, Change of Name, Other

Execution Date: 01-01-2000

2. Name and address of receiving party(ies)

Name: FUCHS LUBRICANTS CO.

Internal Address:

Street Address: 17050 LATHROP AVENUE

City: HARVEY State: IL Zip: 60426

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State DELAWARE (checked), 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1917562, 1905258,

356401, 829007, 996287, 2391582, 1813347, 2011303

Additional number(s) attached Yes No

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

Name: LEON I. EDELSON

Internal Address: LEVENFELD PEARLSTEIN

Street Address: PO BOX 0212

City: CHICAGO State: IL Zip: 60690-0212

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed, Authorized to be charged to deposit account (checked)

8. Deposit account number:

502035

DO NOT USE THIS SPACE

9. Signature.

LEON I. EDELSON

Name of Person Signing

Signature (handwritten)

Signature

04-03-03

Date

Total number of pages including cover sheet, attachments, and document: 11

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

04/23/2003 GTUN11 00000146 502035 1917562

01 FC:852 40.00 CH 02 TC:852 175.00 CH

TRADEMARK REEL: 002717 FRAME: 0357

Delaware

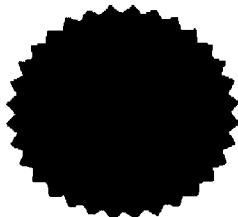
PAGE 1

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 MERGER, WHICH MERGES:

"CENTURY LUBRICANTS CO.", A DELAWARE CORPORATION,
WITH AND INTO "FUCHS LUBRICANTS CO." UNDER THE NAME OF "FUCHS LUBRICANTS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0926305 8100M

AUTHENTICATION: 2050086

020654921

DATE: 10-23-02

TRADEMARK
REEL: 002717 FRAME: 0358

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/23/1999
991557425 - 0926305

**CERTIFICATE OF MERGER
of
CENTURY LUBRICANTS CO.
into
FUCHS LUBRICANTS CO.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Century Lubricants Co.	Delaware
Fuchs Lubricants Co.	Delaware

SECOND: That a Joint Agreement and Plan of Merger among the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation in the merger is Fuchs Lubricants Co.

FOURTH: That the Certificate of Incorporation of Fuchs Lubricants Co., a Delaware corporation, the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Joint Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is:

Fuchs Lubricants Co.
17050 Lathrop Avenue
Harvey, Illinois 60426

SIXTH: That a copy of the Joint Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective at 12:01 a.m. EST on January 1, 2000.

IN WITNESS WHEREOF, Fuchs Lubricants Co. has caused this Certificate to be executed by L. Frank Kleinman, its authorized officer, this 14th day of December, 1999.

FUCHS LUBRICANTS CO.

By: 

Title: CHAIRMAN

JOINT AGREEMENT AND PLAN OF MERGER

JOINT AGREEMENT AND PLAN OF MERGER made this 13th day of December, 1999 by and among CENTURY LUBRICANTS CO., a Delaware corporation ("Century"), FUCHS LUBRICANTS CO., a Delaware corporation ("Fuchs") and FUCHS CORPORATION, a Delaware corporation ("Fuchs Corporation").

W I T N E S S E T H:

WHEREAS, Fuchs Corporation wishes to merge its wholly-owned subsidiaries, Century and Fuchs, in order to achieve operational and managerial efficiencies and economies; and

WHEREAS, to accomplish the foregoing, Century is to be merged into Fuchs and will distribute all of its properties and assets to Fuchs in connection therewith;

NOW, THEREFORE, the parties hereto, each in consideration of the representations, covenants and agreements of the other provided for or contained herein, do hereby agree as follows:

1. Terms and Conditions of the Merger. Century is to be merged with and into Fuchs in accordance with the following terms and conditions:
 - (a) As of the Effective Date, Century shall be merged into Fuchs and the separate corporate existence of Century shall cease;
 - (b) Fuchs shall be the surviving corporation in the merger and the separate corporate existence of Fuchs shall continue unaffected by the merger;

(c) Fuchs shall succeed to all of the rights, privileges, powers and franchises of Century, all of the properties and assets of Century and all of the debts, liabilities and other obligations of Century with the effect set forth in the General Corporation Law of the State of Delaware;

(d) The Certificate of Incorporation and By-Laws of Fuchs immediately prior to the Effective Date shall be the Certificate of Incorporation and By-Laws of the surviving corporation unless and until amended as provided by law;

(e) The directors of Fuchs immediately prior to the Effective Date shall be the directors of the surviving corporation;

(f) Each share of Century common stock which is owned by Fuchs Corporation immediately prior to the Effective Date shall be exchanged for one share of common stock of Fuchs;

(g) Each share of Fuchs common stock which is outstanding immediately prior to the Effective Date shall continue to be outstanding immediately after the Effective Date;

(h) If at any time Fuchs shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement, the officers and directors of Century as of the Effective Date shall execute such conveyances or documents or take such action; and

(i) The merger of Century into Fuchs shall be treated for federal income tax purposes as a complete liquidation of Century which is governed by Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. Representations and Warranties. The parties jointly represent and warrant that as of the date hereof:

(a) Fuchs is a corporation duly incorporated and validly existing under the laws of the State of Delaware;

(b) Century is a corporation duly incorporated and validly existing under the laws of the State of Delaware;

(c) All of the issued and outstanding shares of capital stock of Century are owned by Fuchs Corporation free and clear of any liens, claims, encumbrances and restrictions of any kind and nature, which also owns all of the issued and outstanding shares of capital stock of Fuchs; and

(d) The execution, delivery and performance of this Agreement have been duly authorized by the Boards of Directors of each of Fuchs and Century and by the Board of Directors of Fuchs Corporation which owns all of the issued and outstanding shares of capital stock of Fuchs and of Century.

3. Joint Covenants. The parties jointly covenant that:

(a) Fuchs Corporation will continuously own all of the issued and outstanding capital stock of each of Century and Fuchs from the date hereof to and including the Effective Date, when the merger of Century into Fuchs shall occur;

(b) Century shall be merged with and into Fuchs as of the Effective Date;

(c) Fuchs Corporation shall continue to own all of the issued and outstanding shares of capital stock of Fuchs immediately after the Effective Date;

(d) One share of Fuchs capital stock shall be issued to Fuchs Corporation in exchange for each share of Century capital stock issued and outstanding as of the Effective Date;

(e) Fuchs shall file a Certificate of Merger with the Secretary of State of the State of Delaware after the adoption of this Agreement and prior to the Effective Date; and

(f) Fuchs shall file with the Internal Revenue Service such returns as may be required pursuant to applicable Treasury Regulation.

4. Effective Date. For purposes hereof, "Effective Date" shall mean 12:01 a.m. EST on January 1, 2000.

5. Governing Law. This Agreement shall be construed and enforced in accordance with the laws of the State of Delaware.

6. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be considered an original.

7. Amendments. This Agreement may be modified only by an instrument in writing executed by each of the parties hereto.

IN WITNESS WHEREOF, the undersigned have executed and signed this Agreement

the date first above written.

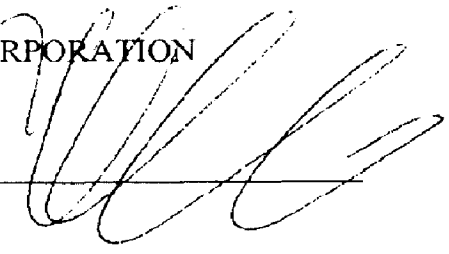
FUCHS LUBRICANTS CO.

By: _____ 

CENTURY LUBRICANTS CO.

By: _____ 

FUCHS CORPORATION

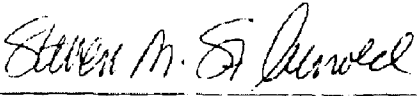
By: _____ 

**CERTIFICATE OF THE SECRETARY
OF
FUCHS LUBRICANTS CO.**

I, Steven M. St. Arnold, the Secretary of Fuchs Lubricants Co., hereby certify that the Joint Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President and Secretary under the corporate seal of said Corporation, was duly approved and adopted by unanimous written consent of the sole Stockholder of the Corporation dated December 13, 1999.

WITNESS my hand and seal this 14th day of December, 1999.

[SEAL]



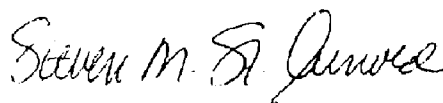
Secretary

**CERTIFICATE OF THE SECRETARY
OF
CENTURY LUBRICANTS CO.**

I, Steven M. St. Arnold, the Secretary of Century Lubricants Co., hereby certify that the Joint Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President and Secretary under the corporate seal of said Corporation, was duly approved and adopted by unanimous written consent of the sole Stockholder of the Corporation dated December 13, 1999.

WITNESS my hand and seal this 14th day of December, 1999.

[SEAL]

A handwritten signature in cursive script, reading "Steven M. St. Arnold", is written above a horizontal line.

Secretary

April 3, 2003

VIA EXPRESS MAIL

EV 044966070 US.



Assistant Commissioner for Trademarks
Box ASSIGNMENTS
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: **Recordation Cover Sheet for**

UNIGEAR	(US TM 1,917,562)	(Our File No. 25496-45183)
POWERGEAR	(US TM 1,905,258)	(Our File No. 25496-45184)
N.F.O.	(US TM 356,401)	(Our File No. 25496-45176)
N.F.O. and Design	(US TM 829,007)	(Our File No. 25496-45178)
PENETOIL	(US TM 996,287)	(Our File No. 25496-45179)
SYNSHIELD	(US TM 2,391,582)	(Our File No. 25496-45186)
CHEMPLEX	(US TM 1,813,347)	(Our File No. 25496-45182)
AIR LUBE	(US TM 2,011,303)	(Our File No. 25496-45182)
Old Registrant:	Century Lubricants Co.	
New Registrant:	Fuchs Lubricants Co.	
Our File No.:	25496-34583(1)	

Dear Commissioner:

Enclosed herewith for filing is:

1. This transmittal letter (in duplicate);
2. One Recordation Cover Sheet with attachments (in duplicate)
3. Please charge PTO Deposit Account Number 502035 any and all prescribed filing fees;

Kindly record the attached and return the file-stamped copy to my attention in the enclosed self-addressed, stamped envelope.

Sincerely,

Robert E. Connolly
Paralegal

Enclosures

cc: Christian Bigelow
Michael J. Tuchman
Leon I. Edelson

I hereby certify that this correspondence and the documents referred to as enclosed therein are being deposited with the United States Postal Service in an envelope as "EXPRESS MAIL POST OFFICE TO ADDRESSEE" service under 37 C.F.R. 1.10, Mailing Label Number EV 044966070 US addressed to the Assistant Commissioner for Trademarks, Arlington, Virginia 22202 on the below date.

Dated: April 3, 2003

Robert E. Connolly

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April 3, 2003

VIA EXPRESS MAIL

EV 044966070 US.

Assistant Commissioner for Trademarks
Box ASSIGNMENTS
2900 Crystal Drive
Arlington, Virginia 22202-3513

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Dated: April 3, 2003

Robert E. Connolly

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