

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
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):

Peridot Holdings, Inc.

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

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

2. Name and Address of receiving party(ies)

**General Chemical Corporation
90 East Halsey Road
Parsippany, NJ 07054**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation -- **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: **March 30, 1998**

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

2123817

Additional numbers attached? Yes No

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

**Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41) **\$40**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 696050/14)

8. Deposit Account No. **19-2385**

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.

Kenneth A. Rubenstein



November 6, 2003

Name

Signature

Date

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

CH \$40.00 192385 2123817

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 03/31/1998
981123450 - 2079717

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PERIDOT HOLDINGS, INC.

WITH AND INTO

GENERAL CHEMICAL CORPORATION

General Chemical Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27th day of December, 1985, pursuant to the General Corporation Law of the State of Delaware

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Peridot Holdings, Inc. ("Peridot"), a corporation incorporated on the 9th day of December, 1988, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 30th day of March, 1998, determined to and did merge into itself said Peridot:

RESOLVED: To authorize and approve the plan of liquidation of Peridot Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Peridot"), to be effected by means of a merger of Peridot with and into the Company (the "Merger");

RESOLVED: To approve and adopt the Certificate of Ownership and Merger (the "Certificate") prepared in connection with the Merger in substantially the form attached hereto as Exhibit A, and to approve such changes, if any, to the Certificate as may be deemed necessary and appropriate by the President, any Vice President, the Treasurer, the Assistant Treasurer, the Secretary and any Assistant Secretary of the Company (collectively, the "Authorized Officers"), or any of them acting singly, and to authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute the Certificate in the name and on behalf of the Company and (ii) to deliver the Certificate with the Secretary of State of the State of Delaware, such execution and delivery thereof with any changes therein to be conclusive evidence of such Authorized Officer's authority to so act pursuant to this resolution and of such approval and adoption;

- RESOLVED:** To designate the effective time of the Merger as the date on which the Certificate is filed with the Secretary of State of the State of Delaware;
- RESOLVED:** To authorize the execution of this Unanimous Written Consent in Lieu of Meeting of Directors in counterparts, each of which shall be taken together as a single document;
- RESOLVED:** To direct the Secretary of the Company to file this Unanimous Written Consent in Lieu of Meeting of Directors with the minutes of the Board of Directors;
- RESOLVED:** To approve, ratify and confirm in all respects, any and all actions taken, or caused to be taken, by the officers, Directors, employees and agents of the Company prior to the date hereof on behalf of the Company, in connection with the foregoing resolutions; and
- RESOLVED:** To authorize and direct the Authorized Officers, and each of them acting singly, in the name and on behalf of the Company, to take, or cause to be taken, any and all actions to execute and deliver any and all certificates, assignments, instruments or other documents, to do any and all things and to incur and pay any and all expenses that, in the judgment of such Authorized Officers or Officer, may be necessary or advisable to effectuate the foregoing votes, such execution and delivery by any such Authorized Officers or Officer of any such certificate, assignment, instrument or other document or the doing by them of any act (including the authorization of any change in any such certificate, assignment, instrument or other document) shall conclusively establish both the authority of such Authorized Officers or Officer so to do from the Company and the approval of the Board of Directors of the Company.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of General Chemical Corporation at any time prior to the date of filing the merger with the Secretary of State of the State of Delaware.

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11/06/2003

11:44

SKADDEN ARPS → OPR/ASSIGNMENTS

NO. 856

0005

11/06/2003

09:40

SKARDEL INC. → 1696594091917774188

NO. 040

024

IN WITNESS WHEREOF, said General Chemical Corporation has caused this Certificate to be signed by Richard R. Russell, its President, this 30th day of March, 1998.

GENERAL CHEMICAL CORPORATION

By 
Richard R. Russell, President

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NO. 042 P. 5

EXHIBIT A

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PERIDOT HOLDINGS, INC.

WITH AND INTO

GENERAL CHEMICAL CORPORATION

General Chemical Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27th day of December, 1985, pursuant to the General Corporation Law of the State of Delaware

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Peridot Holdings, Inc. ("Peridot"), a corporation incorporated on the 9th day of December, 1988, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 30th day of March, 1998, determined to and did merge into itself said Peridot:

RESOLVED: To authorize and approve the plan of liquidation of Peridot Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Peridot"), to be effected by means of a merger of Peridot with and into the Company (the "Merger");

RESOLVED: To approve and adopt the Certificate of Ownership and Merger (the "Certificate") prepared in connection with the Merger in substantially the form attached hereto as Exhibit A, and to approve such changes, if any, to the Certificate as may be deemed necessary and appropriate by the President, any Vice President, the Treasurer, the Assistant Treasurer, the Secretary and any Assistant Secretary of the Company (collectively, the "Authorized Officers"), or any of them acting singly, and to authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute the Certificate in the name and on behalf of the Company and (ii) to deliver the Certificate with the Secretary of State of the State of Delaware, such execution and delivery thereof with any changes therein to be conclusive evidence of such Authorized Officer's authority to so act pursuant to this resolution and of such approval and adoption;

- RESOLVED:** To designate the effective time of the Merger as the date on which the Certificate is filed with the Secretary of State of the State of Delaware;
- RESOLVED:** To authorize the execution of this Unanimous Written Consent in Lieu of Meeting of Directors in counterparts, each of which shall be taken together as a single document;
- RESOLVED:** To direct the Secretary of the Company to file this Unanimous Written Consent in Lieu of Meeting of Directors with the minutes of the Board of Directors;
- RESOLVED:** To approve, ratify and confirm in all respects, any and all actions taken, or caused to be taken, by the officers, Directors, employees and agents of the Company prior to the date hereof on behalf of the Company, in connection with the foregoing resolutions; and
- RESOLVED:** To authorize and direct the Authorized Officers, and each of them acting singly, in the name and on behalf of the Company, to take, or cause to be taken, any and all actions to execute and deliver any and all certificates, assignments, instruments or other documents, to do any and all things and to incur and pay any and all expenses that, in the judgment of such Authorized Officers or Officer, may be necessary or advisable to effectuate the foregoing votes, such execution and delivery by any such Authorized Officers or Officer of any such certificate, assignment, instrument or other document or the doing by them of any act (including the authorization of any change in any such certificate, assignment, instrument or other document) shall conclusively establish both the authority of such Authorized Officers or Officer so to do from the Company and the approval of the Board of Directors of the Company.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of General Chemical Corporation at any time prior to the date of filing the merger with the Secretary of State of the State of Delaware.

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007

IN WITNESS WHEREOF, said General Chemical Corporation has caused this Certificate to be signed by Richard R. Russell, its President, this 30th day of March, 1998.

GENERAL CHEMICAL CORPORATION

By: _____

Richard R. Russell, President

DOCSC\596182.4

S'd

MAR 31 '98 11:34AM GOODWIN PROCTER WORK

TRADEMARK

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GENERAL CHEMICAL CORPORATION

UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF BOARD OF DIRECTORS

The undersigned, being all the members of the Board of Directors of General Chemical Corporation, a Delaware corporation (the "Company"), hereby consent as provided in Section 141(f) of the Delaware General Corporation Law to the following actions required or permitted to be taken at any meeting of the Board of Directors of said Company which shall have the same effect as if duly adopted at a meeting of the Board of Directors duly called and held for that purpose:

The approval and adoption of the following resolutions:

- RESOLVED:** To authorize and approve the plan of liquidation of Peridot Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Peridot"), to be effected by means of a merger of Peridot with and into the Company (the "Merger");
- RESOLVED:** To approve and adopt the Certificate of Ownership and Merger (the "Certificate") prepared in connection with the Merger in substantially the form attached hereto as Exhibit A, and to approve such changes, if any, to the Certificate as may be deemed necessary and appropriate by the President, any Vice President, the Treasurer, the Assistant Treasurer, the Secretary and any Assistant Secretary of the Company (collectively, the "Authorized Officers"), or any of them acting singly, and to authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute the Certificate in the name and on behalf of the Company and (ii) to deliver the Certificate with the Secretary of State of the State of Delaware, such execution and delivery thereof with any changes therein to be conclusive evidence of such Authorized Officer's authority to so act pursuant to this resolution and of such approval and adoption;
- RESOLVED:** To designate the effective time of the Merger as the date on which the Certificate is filed with the Secretary of State of the State of Delaware;
- RESOLVED:** To authorize the execution of this Unanimous Written Consent in Lieu of Meeting of Directors in counterparts, each of which shall be taken together as a single document;
- RESOLVED:** To direct the Secretary of the Company to file this Unanimous Written Consent in Lieu of Meeting of Directors with the minutes of the Board of Directors;

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RESOLVED: To approve, ratify and confirm in all respects, any and all actions taken, or caused to be taken, by the officers, Directors, employees and agents of the Company prior to the date hereof on behalf of the Company, in connection with the foregoing resolutions; and

RESOLVED: To authorize and direct the Authorized Officers, and each of them acting singly, in the name and on behalf of the Company, to take, or cause to be taken, any and all actions to execute and deliver any and all certificates, assignments, instruments or other documents, to do any and all things and to incur and pay any and all expenses that, in the judgment of such Authorized Officers or Officer, may be necessary or advisable to effectuate the foregoing votes, such execution and delivery by any such Authorized Officers or Officer of any such certificate, assignment, instrument or other document or the doing by them of any act (including the authorization of any change in any such certificate, assignment, instrument or other document) shall conclusively establish both the authority of such Authorized Officers or Officer so to do from the Company and the approval of the Board of Directors of the Company.

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THE STATE OF TEXAS, COUNTY OF DALLAS

P. 4

Executed this 30th day of March, 1998.

Director:


Ralph M. Pascoe


Richard R. Russell

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