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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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).

Henkel Loctite Corporation

- individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date January 1, 2004

2. Name and address of receiving party(ies)

Name Henkel Corporation

Internal Address: Suite 200, The Triad

Street Address: 2200 Renaissance Boulevard

City Gulph Mills State PA Zip: 19406

- 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

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

A. Trademark Application No (s)

B. Trademark Registration No.(s) 2126838

Additional number(s) attached Yes No

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

Name Christel Emerson

Internal Address: Henkel Corporation,

Law Dept./Trademarks

Street Address: 2200 Renaissance Boulevard

Suite 200, The Triad

City Gulph Mills State PA Zip 19406

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

8. Deposit account number:

08-1662

DO NOT USE THIS SPACE

9. Signature

Christel Emerson

Name of Person Signing

Signature

January 6, 2004

Date

Total number of pages including cover sheet, attachments, and document 4

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

CH \$40.00 081662 2126838

Delaware

PAGE 1

The First State

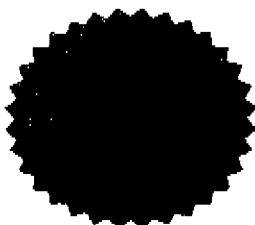
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HENKEL LOCTITE CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "HENKEL CORPORATION" UNDER THE NAME OF "HENKEL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2003, AT 9:35 O'CLOCK P.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. 2004, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2818732

DATE: 12-17-03

TRADEMARK

REEL: 002773 FRAME: 0757

DEL-16-2003 12-06

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 10:24 PM 12/16/2003
 FILED 09:35 PM 12/16/2003
 SRV 030812000 - 0740913 FILE

**CERTIFICATE OF MERGER
 MERGING
 HENKEL LOCTITE CORPORATION
 INTO HENKEL CORPORATION**

Pursuant to Section 251 of the
 Delaware General Corporation Law

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 the constituent
 corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Henkel Loctite Corporation (prior to change of name filing on May 15, 2002 known as Loctite Corporation)	Delaware
Henkel Corporation	Delaware

SECOND: That an Agreement and Plan of Merger ("Merger Agreement")
 between the parties to the merger has been approved, adopted, certified, executed, and
 acknowledged by the constituent corporations in accordance with the requirements of
 Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That Henkel Corporation ("Henkel") shall be the surviving
 corporation.

FOURTH: That the Amended and Restated Certificate of Incorporation of the
 surviving corporation, Henkel, as in effect immediately prior to the effective date of the
 merger, shall be the Amended and Restated Certificate of Incorporation of the surviving
 corporation, and no amendments or changes to that Amended and Restated Certificate
 of Incorporation are effected by this merger.

FIFTH: That the executed Merger Agreement 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 The Triad, Suite 200, 2200 Renaissance Boulevard, Gulph Mills, Pennsylvania 19406.

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

SEVENTH: That the merger shall be effective as of 12:01 a.m., January 1, 2004.

HENKEL CORPORATION

By: *John E. Knudson*
John E. Knudson, President and Chief
Financial and Administrative Officer

ATTEST:

By: *K.R. Pifa*
Kenneth R. Pifa - Senior Vice President,
Chief Legal Officer & Secretary

ACKNOWLEDGEMENT

COMMONWEALTH OF PENNSYLVANIA

§6.

COUNTY OF MONTGOMERY

On this 15th day of December, 2003, before me appeared John E. Knudson and Kenneth R. Pifa, to me personally known, who being by me duly sworn, did say that they are the President and Chief Financial and Administrative Officer and the Senior Vice President, Chief Legal Officer & Secretary of Henkel Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its by-laws or from its board of directors, and said President and Chief Financial and Administrative Officer and the Assistant Secretary of Henkel Corporation acknowledged said instrument to be the free act and deed of said corporation.

Sworn to and subscribed before me on the date aforesaid.



Deborah A. Welch
Notary Public

