

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Docket No.:

1030/1018

Tab settings → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Sherex Chemical Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Ohio**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: Witco Corporation

Internal Address: _____

Street Address: One American Lane

City: Greenwich State: CT ZIP: 06831

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
774,781
794,635
854,434

Additional numbers Yes No

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

Name: Keith A. Weltsch

Internal Address: Scully, Scott, Murphy & Presser

Street Address: 400 Garden City Plaza

City: Garden City State: NY ZIP: 11530

6. Total number of applications and registrations involved:..... **3**

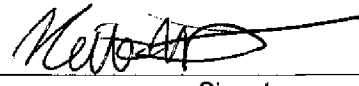
7. Total fee (37 CFR 3.41):.....\$ \$90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1013/SSMP

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.

Keith A. Weltsch  August 10, 2004
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

700104321

TRADEMARK
REEL: 002921 FRAME: 0036

CH \$90.00 191013 0774781

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 OWNERSHIP, WHICH MERGES:

"SHEREX CHEMICAL COMPANY, INC.", A OHIO CORPORATION, WITH AND INTO "WITCO CORPORATION" UNDER THE NAME OF "WITCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

0524523 8100M

981157609



Edward J. Freel

Edward J. Freel, Secretary of State

9046134

AUTHENTICATION:

04-24-98

DATE:

TRADEMARK
REEL: 002921 FRAME: 0037

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/28/1997
971137128 - 0524523

CERTIFICATE OF OWNERSHIP AND MERGER

of

SHEREX CHEMICAL COMPANY, INC.
(an Ohio corporation)

into

WITCO CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. Witco Corporation ("Witco") is a business corporation of the State of Delaware.
2. Witco is the owner of all of the outstanding shares of each class of stock of Sherex Chemical Company, Inc., a business corporation of the State of Ohio ("Sherex").
3. The laws of the jurisdiction of organization of Sherex permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. Witco hereby merges Sherex with and into Witco.
5. The following is a copy of the resolutions to so merge adopted on December 6, 1996, by the Board of Directors of Witco:

RESOLVED, that the Board of Directors hereby authorizes and approves, in furtherance of the Restructuring approved by the Board at its meeting on December 6, 1996, and in accordance with such specific plan of reorganization as shall have been approved by the Senior Vice President and General Counsel and the Senior Vice President and Chief Financial officer of the Company, the consolidation, through merger, acquisition, divestiture and/or dissolution, of the subsidiary legal entities and branch offices of the Company ("Consolidation");

FURTHER RESOLVED, that the Company is authorized and directed, as part of the Consolidation, to acquire and transfer, as the case may be, from and among the subsidiaries of the Company, direct share ownership of one or more of its subsidiaries as part of a plan of reorganization under the applicable provisions of IRC §368;


FURTHER RESOLVED, that all actions heretofore taken by the Company in respect of the Consolidation are, and each of such actions are, in all respects, ratified, approved and confirmed;

FURTHER RESOLVED, that the Chairman of the Board, Chief Executive Officer and President, and any Vice President of the Company, acting alone (the "Authorized Officer") are hereby directed and authorized to take all such actions, and to execute and deliver on behalf of the Company such instruments and documents, as such Authorized Officers shall deem necessary or appropriate to accomplish the Consolidation and the foregoing resolutions.

6. The above-described merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors and Sole Shareholder of Sherex in accordance with the laws under which it is organized.

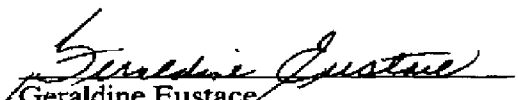
Executed on April 22, 1997, to be effective on April 30, 1997.

WITCO CORPORATION

BY: 
Dustan E. McCoy

Its: Senior Vice President and Secretary

ATTEST:


Geraldine Eustace
Assistant Secretary