

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. 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):

Eastman Resins, Inc.

- 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: 08-02-2004

2. Name and address of receiving party(ies)

Name: Lawter International Inc.

Internal

Address:

Street Address: 8601 95th Street

City: Pleasant Prairie State: WI Zip: 53158

- 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)

Please see attached Schedule

Additional number(s) attached Yes No

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

Name: Lisa Kimes Jones

Internal Address: Resolution Specialty Materials LLC

Street Address: 1600 Smith Street

P.O. Box 4500

City: Houston State: TX Zip: 77210-4500

6. Total number of applications and registrations involved:

31

7. Total fee (37 CFR 3.41), \$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-3294

DO NOT USE THIS SPACE

9. Signature.

Lisa Kimes Jones

Name of Person Signing


Signature

Dec 7, 2004

Date

Total number of pages including cover sheet, attachments, and document: 8

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

CH \$790.00 503294 0815679

Continuation of Item 4:**Schedule of Trademark Registration Numbers**

TrademarkName	Application Number	Reg Number
100-S	72222722	815679
ALVCOLITE	72245206	826747
AQUA-HYDE	72289309	860820
CINERGI	75106439	2049160
DECOBRITE	73084790	1058113
DECOTHERM	73025056	1069192
DESIGN	72322773	889551
FLUORON	73735967	1520393
GELUSOL	73506205	1356082
HALEX	72214881	815678
HEXALON	73467638	1345399
HYDRO-REZ	37173	2571473
IRLON11	73270223	1191006
LITHKYD	73274063	1217996
LO-CAL	73084791	1058114
MIRREX	73360128	1247475
MIRRITE	73368296	1251391
NYPOL	73084789	1080103
PETRO-REZ	73108197	1073871
PEXATE	72338781	903690
POLYMID	72126526	738065
POLYSPERSE	73025057	1046604
PRIMEX	73600070	1419653
REACTOL	76070741	2477814
TEXALON	72185302	775599
THERMEX	72121742	738456
THERMOGEL	72390126	935897
TRIONOL	72150175	758664
ULTRA-REZ	74022948	1621861
UVITRON	72058210	682427
WEBVAR	74674421	2014972

Delaware

PAGE 1

The First State

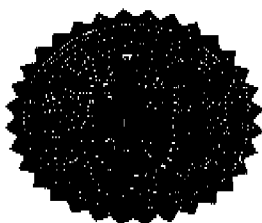
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "LAWTER INTERNATIONAL INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "EASTMAN RESINS, INC." TO "LAWTER INTERNATIONAL INC.", FILED THE SECOND DAY OF AUGUST, A.D. 2004, AT 1:31 O'CLOCK P.M.

0519520 8100X

040869740



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3516864

DATE: 12-03-04

TRADEMARK

REEL: 002987 FRAME: 0801

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:31 PM 08/02/2004
FILED 01:31 PM 08/02/2004
SRV 040563403 - 0519520 FILE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EASTMAN RESINS, INC.**

Eastman Resins, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

FIRST: The present name of the Corporation is "Eastman Resins, Inc." The Corporation was originally incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on January 6, 1958 under the name "Krambhaar Chemicals, Inc." The Corporation's original Certificate of Incorporation was amended on April 23, 1962; April 21, 1965; May 11, 1966; June 24, 1968; April 23, 1970; May 1, 1972; May 10, 1973; May 6, 1976; April 29, 1981; May 6, 1987; May 24, 1993; February 9, 2000; and July 1, 2002. A certificate of merger was filed January 4, 1960. A certificate of ownership was filed December 31, 1980 and June 9, 1999. A certificate of change of registered agent was filed on April 19, 2002 (collectively, the "Certificate of Incorporation").

SECOND: This Amended and Restated Certificate of Incorporation (the "Restated Certificate") amends and restates in its entirety the present Certificate of Incorporation of the Corporation, and has been approved in accordance with Sections 141, 228, 242 and 245 of the General Corporation Law of the State of Delaware.

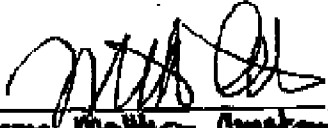
THIRD: This Restated Certificate shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

FOURTH: Upon the filing of this Restated Certificate with the Secretary of State of the State of Delaware, the Certificate of Incorporation of the Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.

* * * * *

NY1:1527080.

IN WITNESS WHEREOF, the undersigned, being the Assistant Secretary of the Corporation hereinabove named, **DOES HEREBY CERTIFY**, under penalties of perjury, that the facts herein above stated are truly set forth and, accordingly, such officer has hereunto set his hand as of August **Z**, 2004.



Name: **Matthew Constantino**
Title: Assistant Secretary

Attested and Restated Certificate of Incorporation

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LAWTER INTERNATIONAL INC.

ARTICLE FIRST

The name of the corporation (the "Corporation") is Lawter International Inc.

ARTICLE SECOND

The address of the registered office of the Corporation in the State of Delaware is 9 East Lockerman Street, Suite 1B, City of Dover, County of Kent, 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE FOURTH

The total number of shares of all classes of stock that the Corporation shall have authority to issue is one hundred (100) shares, all of which shall be of one class, shall be designated Common Stock and shall have a par value of \$0.01 per share.

ARTICLE FIFTH

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-laws so require.

ARTICLE SIXTH

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation

shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE SEVENTH

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

(a) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(i) to make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation;

(ii) without the assent or vote of the stockholders, to authorize and issue securities and obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property;

(iii) to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such surplus; and

(iv) to fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation.

(b) Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.

(c) From time to time any of the provisions of this Certificate of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this paragraph (c).

ARTICLE EIGHTH

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way

of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE NINTH

The Corporation elects not to be governed by Section 203 of the DGCL.

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