

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/03/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Separations Group		08/03/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	The Separations Group
Street Address:	17434 Mojave Street
City:	Hesperia
State/Country:	CALIFORNIA
Postal Code:	92345
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	76485267	DENALI
Serial Number:	76486270	EVEREST
Serial Number:	76489435	EXPEDITION
Serial Number:	78429125	ICETECH
Serial Number:	76486271	K2
Registration Number:	2836278	MODCOL
Registration Number:	2265821	MULTIPACKER
Registration Number:	1475738	SCRAM
Registration Number:	2518110	SELECTAPORE
Registration Number:	2283809	SPRING COLUMN
Serial Number:	78402900	VENTURE
Registration Number:	1712890	VYDAC
Serial Number:	76406606	VYKING

CH \$340.00 76485267

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (410)531-4195
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 410-531-4531
Email: kimberly.sauter@grace.com
Correspondent Name: W. R. Grace & Co.-Conn.
Address Line 1: 7500 Grace Drive
Address Line 2: Patent Department
Address Line 4: Columbia, MARYLAND 21044

NAME OF SUBMITTER:	Kimberly A. Sauter-Bray
Signature:	/Kimberly A. Sauter-Bray/
Date:	12/30/2004

Total Attachments: 7
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Delaware

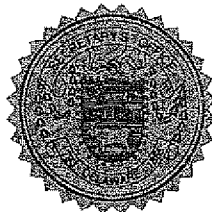
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"THE SEPARATIONS GROUP", A CALIFORNIA CORPORATION,
WITH AND INTO "ALLTECH INTERNATIONAL HOLDINGS, INC." UNDER THE NAME OF "THE SEPARATIONS GROUP", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 2004, AT 1:18 O'CLOCK P.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

3586310 8100M

AUTHENTICATION: 3274445

040566964

DATE: 08-04-04

TRADEMARK
REEL: 002999 FRAME: 0554

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE SEPARATIONS GROUP
a California corporation

INTO

ALLTECH INTERNATIONAL HOLDINGS, INC.
a Delaware corporation

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

THE SEPARATIONS GROUP, a corporation organized and existing under the laws of the State of California (this "Corporation"),

DOES HEREBY CERTIFY:

- FIRST:** That this Corporation was incorporated on January 2, 1973, pursuant to the California Corporations Code ("CCC"), the provisions of which permit the merger of a parent corporation existing under the laws of said State with and into a subsidiary corporation organized under the laws of another state.
- SECOND:** That this Corporation owns at least 90% of the outstanding shares of the common stock, par value \$.001, of Alltech International Holdings, Inc., a corporation incorporated on October 31, 2002 pursuant to the General Corporation Law of the State of Delaware ("Alltech"), and Alltech has no shares outstanding of any class of stock other than said common stock.
- THIRD:** That this Corporation, by resolutions of its Board of Directors, duly adopted by unanimous written consent of its members acting without a meeting pursuant to Section 307(b) of the CCC, dated as of August 2, 2004, has determined to, and upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself with and into Alltech pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") with Alltech as the surviving corporation (the "Merger"). A true copy of said resolutions is annexed hereto as Exhibit A and incorporated herein by reference. Said resolutions

have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: That the Merger has been approved by the holder of all of the outstanding stock of this Corporation entitled to vote thereon by written consent without a meeting in accordance with Section 603(a) of the CCC.

FIFTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of Alltech, as the surviving corporation, shall be amended by striking the first sentence in its entirety and replacing it with the following sentence:

“FIRST: The name of the corporation shall be: The Separations Group.”

SIXTH: That the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL.

IN WITNESS WHEREOF, The Separations Group, a California corporation, has caused this Certificate of Ownership and Merger to be signed by Gregory E. Poling, its authorized officer, this 3rd day of August, 2004.

THE SEPARATIONS GROUP
a California corporation

By: 
Gregory E. Poling
Its: President

EXHIBIT A

Action Taken by Unanimous Written
Consent of the Board of Directors
of
THE SEPARATIONS GROUP,
a California corporation

August 2, 2004

WHEREAS, The Separations Group, a California corporation (the "Corporation"), is the legal and beneficial owner of at least ninety percent (90%) of the outstanding shares of common stock, \$.001 par value per share (the "Alltech Stock"), of Alltech International Holdings, Inc., a Delaware corporation ("Subsidiary");

WHEREAS, said common stock is the only issued and outstanding class of stock of Subsidiary;

WHEREAS, the Corporation desires to merge itself into Subsidiary by means of a short-form merger, pursuant to the provisions of Section 253 of the Delaware General Corporation Law ("DGCL") and Section 1110 of the California Corporations Code ("CCC");

WHEREAS, the Corporation desires to amend the certificate of incorporation of Subsidiary to change the name of Subsidiary to "The Separations Group" upon the effective date of such merger pursuant to Section 253(b) of the DGCL;

WHEREAS, pursuant to Section 102(a)(1) of the DGCL, Subsidiary has filed, or will cause to be filed concurrently with the Certificate of Ownership and Merger, with the Delaware Secretary of State a certificate certifying that the total assets of Subsidiary are not less than Ten Million Dollars (\$10,000,000);

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger incorporating these resolutions (the "Certificate") with the Delaware Secretary of State (but subject to the approval of the sole shareholder of the Corporation) the Corporation shall merge itself into Subsidiary (the time and date on which the Certificate is filed with the Delaware Secretary of State is referred to herein as the "Effective Time");

RESOLVED FURTHER, that pursuant to the filing of the Certificate, the Corporation will be merged with and into Subsidiary (the "Merger"), whereby the Subsidiary shall be the surviving corporation of the Merger and the Corporation shall be the disappearing corporation of the Merger;

RESOLVED FURTHER, that Subsidiary shall assume all of the rights and obligations of the Corporation pursuant to Section 1107 of the CCC and Section 259 of the DGCL;

RESOLVED FURTHER, that as of the Effective Time, the certificate of incorporation of Subsidiary shall be amended by striking the first sentence in its entirety and replacing it with the following sentence:

“FIRST: The name of the corporation shall be: The Separations Group.”

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows:

- (a) Conversion of Shares. As of the Effective Time,
- (1) each outstanding share of Alltech Stock held of record by stockholders, other than (i) the Corporation and (ii) the Dissenting Shares (as defined below), shall cease to be outstanding; and such stockholders shall be entitled to receive from Subsidiary, as the surviving corporation in the Merger, the sum of \$4.62823 in cash for each such share (the “Merger Price”), payable without interest upon surrender to Subsidiary of their certificates formerly representing ownership of Alltech Stock;
 - (2) each outstanding share of Alltech Stock owned of record by the Corporation shall cease to be outstanding, without any payment being made in respect thereof; and
 - (3) each share of capital stock of the Corporation shall be converted into one share of capital stock of Subsidiary, a certificate for which shall be issued to the sole shareholder of the Corporation (“Parent”) upon surrender to Subsidiary’s corporate Secretary of such shareholder’s certificates formerly representing shares of capital stock in the Corporation.
- (b) Dissenting Shares. Shares of Alltech Stock outstanding immediately prior the Effective Time which are held by holders (i) other than the Corporation, (ii) who have not voted in favor of the Merger or consented thereto in writing, and (iii) who have demanded appraisal rights with respect thereto in accordance with Section 262 of the DGCL (the “Dissenting Shares”) shall cease to be outstanding as of the Effective Time and shall not be converted into or be exchangeable for the right to receive the Merger Price, but holders of the Dissenting Shares shall be entitled to receive payment of the appraised value of such shares in accordance with

the provisions of said Section 262, except that any Dissenting Shares held by a stockholder who shall thereafter withdraw its demand for appraisal of such shares or lose the right to appraisal as provided in Section 262 shall thereupon be deemed to have been converted into, and to have become exchangeable for, the right to receive the Merger Price in accordance with Section 262. The Subsidiary shall give Parent (A) prompt notice of any written demands for appraisal of any shares of Alltech Stock, attempted withdrawals of such demands, and any other instruments served pursuant to the DGCL and received by Subsidiary relating to the stockholders' rights of appraisal and (B) the opportunity to direct all negotiations and proceedings with respect to demands for appraisal under the DGCL. The Subsidiary shall not, except with the prior written consent of Parent, voluntarily make any payment with respect to any demands for appraisal of capital stock of Alltech, offer to settle or settle any such demands or approve any withdrawal of any such demands.

- (c) Merger Price. The total Merger Price (calculated pursuant to subparagraph (a)(1) above) payable to any one holder of Alltech Stock shall be rounded to the nearest cent, with any amount equal to or above \$.005 rounded up to \$.01.
- (d) Treatment of Options, Warrants and Other Rights. As of the Effective Time, all stock option, stock purchase or stock bonus plans, programs or arrangements with respect to equity rights in Subsidiary (collectively, "Stock Plans") shall terminate and, in addition, Subsidiary shall ensure that following the Effective Time no holder of any Stock Plan or any participant in any Stock Plan or other plans, programs or arrangements shall have any right thereunder to acquire equity securities of Subsidiary.
- (e) Amendment. The Certificate may be amended, at any time prior to the Effective Time of the Merger, after approval of such amendment by the Board of Directors of the Corporation and, if such amendment alters any principal terms of the Certificate, by Parent.
- (f) Abandonment. Notwithstanding approval of the Certificate by Parent, the Board of Directors of the Corporation, in its discretion and without further approval by said shareholder, may abandon the Merger, at any time prior to the Effective Time.

RESOLVED FURTHER, that the Board of Directors hereby determines that the Certificate and the Merger, taken together, are fair to and in the best interests of the Corporation, Parent and the other stockholders of Subsidiary, and has recommended approval and adoption of the Certificate and the Merger by Parent;

RESOLVED FURTHER, that the proposed Merger be submitted to Parent and that, upon receiving the written consent of such shareholder, the proposed Merger shall be approved and adopted in all respects;

RESOLVED FURTHER, that Subsidiary, as the surviving corporation, shall notify each stockholder of record of Subsidiary within 10 days after the effective date of the Merger that the Merger has become effective and advise such holders' of their appraisal rights under Section 262 of the DGCL;

RESOLVED FURTHER, that the President or any Vice President of the Corporation be and each hereby is authorized to make and execute the Certificate incorporating a copy of these resolutions providing for the Merger of the Corporation into Subsidiary, and the date of adoption hereof, and to cause the same to be filed with the Delaware Secretary of State and, thereafter, the California Secretary of State;

RESOLVED FURTHER, that the related transactions and agreements contemplated by the Certificate or to be undertaken in connection with the Merger are hereby approved and adopted;

RESOLVED FURTHER, that any and all actions taken by the persons who are or have been officers or directors of the Corporation which would have been in conformity with the above resolutions if such resolutions had been in effect at the time of such actions are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER, that the officers and directors of the Corporation, or any of them, are hereby authorized to perform any acts, including the payment of any and all expenses, and to execute and deliver any and all documents and notices, including filings under applicable Federal and state securities laws, that any or all of them deem necessary or appropriate in their opinion to carry out any or all of the foregoing resolutions.