

1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Patent and Trademark Office  
Attorney Docket No: BYCO519064

To the Director - U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party:

Octel Marine and Power Corporation

- Individuals
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Washington
- Other \_\_\_\_\_

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

2. Name and address of receiving party:

Name: Octel America, Inc.

Address: 8375 S. Willow Street

City: Littleton State: CO ZIP: 80124

- Individual(s) citizenship \_\_\_\_\_
- Association State of \_\_\_\_\_
- General Partnership State of \_\_\_\_\_
- Limited Partnership State of \_\_\_\_\_

Corporation-State of Delaware

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation 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: April 1, 2005

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

A. Trademark Application No(s).

B. Trademark Registration No(s). 1,537,888 and 1,923,171

Additional numbers attached?  Yes  No

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

Everett E. Fruehling, Esq.  
CHRISTENSEN O'CONNOR  
JOHNSON KINDNESS<sup>PLLC</sup>  
1420 Fifth Avenue  
Suite 2800  
Seattle, WA 98101-2347  
206.682.8100

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): .....\$ 65.00

8. The Director is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.*

Everett E. Fruehling  
Name of Attorney or Agent  
Direct Dial 206.695.1743

Everett E. Fruehling  
Signature

8 September 2005  
Date

Total number of pages including cover sheet, attachments and document: 6

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being transmitted via facsimile to the U.S. Patent and Trademark Office, Assignment Division, at facsimile number 571-273-0140, on the below date.

Date: September 9, 2005

Dawn M. Estley  
Signature

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**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP  
AND MERGER**

OFFICE OF  
CORPORATIONS

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DEPARTMENT OF  
CORPORATIONS

SUBSIDIARY INTO PARENT  
Section 253

**MERGING OCTEL MARINE AND POWER CORPORATION  
INTO OCTEL AMERICA, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Octel America, Inc., a corporation incorporated on June 6, 1994, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that:

This Corporation owns 100% of the capital stock of Octel Marine and Power Corporation, a corporation incorporated November 28, 2000, pursuant to the provisions of the Washington Business Corporation Act, RCW Title 23B; and

This Corporation, by resolution of its Board of Directors duly adopted on March \_\_, 2005, by a unanimous written consent pursuant to Section 141(f), determined to, and did, merge effective April 1, 2005, into itself Octel Marine and Power Corporation, which resolution is the following words, to wit:

RESOLVED, that it is in the best interests of Octel America, Inc., that the Octel Marine and Power Corporation be merged into it;

RESOLVED FURTHER, that the aforesaid merger shall occur according the following Plan of Merger:

Plan of Merger

1. Octel Marine and Power Company, a Washington corporation ("Octel Marine"), a wholly owned subsidiary of Octel America, Inc., a Delaware corporation ("Octel America"), shall be merged into Octel America, and Octel America shall be the surviving corporation.

2. This merger shall occur in accordance with Delaware Code Title 8, Section 253(a), Revised Code of Washington 23B.11.040, and Internal Revenue Code Section 368(a)(1)(A).

CERTIFICATE OF OWNERSHIP AND MERGER

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3. The effective date of merger shall be April 1, 2005, and filings to evidence and implement this merger shall be so made with the Delaware Secretary of State and the Washington Secretary of State. On the effective date of this merger:

(a) Octel Marine shall merge into Octel America, and the separate existence of Octel Marine shall cease;

(b) Title to all real estate and other property and all interests therein owned by Octel Marine and Octel America shall vest in Octel America without reversion or impairment;

(c) All liabilities of Octel Marine and Octel America shall be those of Octel America;

(d) The assets and liabilities of Octel Marine and Octel America shall be taken up on the books of Octel America, as the surviving corporation, at the amounts at which such items are carried at that time on the books of the respective corporations;

(e) Any proceeding pending against either of the corporations may be continued as if the merger did not occur or Octel America, as the surviving corporation may be substituted in the proceeding for Octel Marine, whose existence ceased; and

(f) The issued and outstanding shares of the capital stock of Octel Marine shall be cancelled.

4. Because there is no shareholder of Octel Marine other than Octel America, the shares of Octel Marine shall be cancelled, there shall be no conversion of shares, and no one has rights with respect to this merger under RCW Chapter 23B.13.

5. The name of the surviving corporation shall be Octel America, Inc.

6. The Articles of Incorporation of Octel America shall be the Articles of Incorporation of the surviving corporation.

7. The Bylaws of Octel America shall be the Bylaws of the surviving corporation.

8. The address of the registered office of Octel America, as the surviving corporation, in the State of Washington shall be 601 Union Street, Suite 3100, Seattle, Washington 98102, and the registered agent at that address shall be William L. Neal.

CERTIFICATE OF OWNERSHIP AND MERGER

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RESOLVED FURTHER that the Board hereby authorizes the officers of Octel America to take such action and do such things as may be necessary or appropriate to implement this Plan of Merger, including, but not limited to, filing Articles of Merger, Certificate of Ownership and Merger, or such other documentation as may be required under Delaware and Washington law.

This merger does not result in an increase in the total authorized capital stock of Octel America or Octel Marine.

The merger evidenced by this Certificate is effective April 1, 2005.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to signed by its authorized officer on 18 March, 2005

OCTEL AMERICA, INC.

By:   
\_\_\_\_\_  
Lester J. Bowman  
President

CERTIFICATE OF OWNERSHIP AND MERGER

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## ARTICLES OF MERGER

FILED BY  
**OCTEL AMERICA, INC.**

FILED  
 SECRETARY OF STATE  
 MAR 28 2005  
 STATE OF WASHINGTON

Pursuant to the provisions of the Washington Business Corporation Act, RCW 23B.11.040 and 23B.11.050, Octel America, Inc., a Delaware corporation, as parent corporation of its wholly-owned subsidiary, Octel Marine and Power Corporation, a Washington corporation, hereby submits for filing Articles of Merger for the purpose of merging Octel Marine and Power Corporation into Octel America, Inc.

### ARTICLE I

The Plan of Merger is as follows:

1. Octel Marine and Power Company, a Washington corporation ("Octel Marine"), is a wholly owned subsidiary of Octel America, Inc., a Delaware corporation ("Octel America"), and shall be merged into its parent corporation Octel America, and Octel America shall be the surviving corporation.
2. This merger shall occur in accordance with Delaware Code Title 8, Section 253(a), Revised Code of Washington 23B.11.040, and Internal Revenue Code Section 368(a)(1)(A).
3. The effective date of merger shall be April 1, 2005, and filings to evidence and implement this merger shall be so made with the Delaware Secretary of State and the Washington Secretary of State. On the effective date of this merger:
  - (a) Octel Marine shall merge into Octel America, and the separate existence of Octel Marine shall cease;
  - (b) Title to all real estate and other property and all interests therein owned by Octel Marine and Octel America shall vest in Octel America without reversion or impairment;
  - (c) All liabilities of Octel Marine and Octel America shall be those of Octel America;
  - (d) The assets and liabilities of Octel Marine and Octel America shall be taken up on the books of Octel America, as the surviving corporation, at the amounts at which such items are carried at that time on the books of the respective corporations;

ARTICLES OF MERGER

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(e) Any proceeding pending against either of the corporations may be continued as if the merger did not occur or Octel America, as the surviving corporation may be substituted in the proceeding for Octel Marine, whose existence ceased; and

(f) The issued and outstanding shares of the capital stock of Octel Marine shall be cancelled.

4. Because there is no shareholder of Octel Marine other than Octel America, the shares of Octel Marine shall be cancelled, there shall be no conversion of shares, and no one has rights with respect to this merger under RCW Chapter 23B.13.

5. The name of the surviving corporation shall be Octel America, Inc.

6. The Articles of Incorporation of Octel America shall be the Articles of Incorporation of the surviving corporation.

7. The Bylaws of Octel America shall be the Bylaws of the surviving corporation.

8. The address of the registered office of Octel America, as the surviving corporation, in the State of Washington shall be 601 Union Street, Suite 3100, Seattle, Washington 98101, and the registered agent at that address shall be William L. Neal.

ARTICLE II

This merger is made in accordance with RCW 23B.11.040 between a parent corporation and its wholly owned subsidiary, and approval of shareholders is not required.

ARTICLE III

This merger shall be effective April 1, 2005.

DATED 17 March, 2005

OCTEL AMERICA, INC.

By: 

LESTER J. BOWMAN  
PRESIDENT

ARTICLES OF MERGER

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