

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nalco Energy Services, L.P.		01/01/2006	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Nalco Company
Street Address:	1601 W. Diehl Road
City:	Naperville
State/Country:	ILLINOIS
Postal Code:	60563-1198
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	619748	ADOMITE

CORRESPONDENCE DATA

Fax Number: (630)305-2906
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (630) 305-1000
 Email: rfaedtke@nalco.com
 Correspondent Name: Nalco Company
 Address Line 1: 1601 W. Diehl Road
 Address Line 2: Patent & Licensing Dept.
 Address Line 4: Naperville, ILLINOIS 60563-1198

ATTORNEY DOCKET NUMBER:	ADOMITE
NAME OF SUBMITTER:	Michael B. Martin

CH \$40.00 619748

Signature:

/Michael B. Martin/

Date:

02/01/2006

Total Attachments: 3

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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 MERGER, WHICH MERGES:

"NALCO ENERGY SERVICES, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "NALCO COMPANY" UNDER THE NAME OF "NALCO COMPANY", 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 DECEMBER, A.D. 2005, AT 4:02 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. 2006, AT 12:02 O'CLOCK A.M.

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

0234821 8100M

051067272



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4411723

DATE: 12-29-05

TRADEMARK
REEL: 003238 FRAME: 0529

**CERTIFICATE OF MERGER
MERCING
NALCO ENERGY SERVICES, L.P.
WITH AND INTO
NALCO COMPANY**

Pursuant to Title 8, Section 263 of the Delaware General Corporation Law (the "DGCL") and Title 6, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "DRULPA"), Nalco Company, a Delaware corporation ("Nalco"), does hereby certify the following with respect to the merger (the "Merger"), of Nalco Energy Services, L.P., a Delaware limited partnership ("NES LP"), with and into Nalco:

1. The name and state of organization of each of the constituent entities to the Merger is as follows:

<u>Name</u>	<u>State of Organization</u>
Nalco Company	Delaware
Nalco Energy Services, L.P.	Delaware

2. An Agreement and Plan of Merger, dated as of December 15, 2005 (the "Merger Agreement"), by and among Nalco, Nalco Energy Services Holdings LLC, a Delaware limited liability company ("NES Holdings"), and NES LP, has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited partnership.

3. The name of the surviving entity is Nalco Company, a Delaware corporation and the name of the company being merged into Nalco Company is Nalco Energy Services, L.P., a Delaware limited partnership.

4. The merger is to become effective at 12:02 a.m. on January 1, 2006.

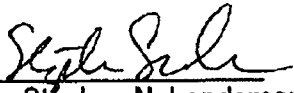
5. The certificate of incorporation of Nalco Company, a Delaware corporation, which is the surviving corporation in the Merger, shall be the certificate of incorporation of the surviving corporation.

6. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is 1601 W. Diehl Road, Naperville, IL 60563-1198.

7. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any shareholder of Nalco and NES Holdings and any partner of NES LP.

IN WITNESS WHEREOF, Nalco Company has caused this Certificate of Merger
to be executed this 15th day of December 2005.

NALCO COMPANY


By: Stephen N. Landsman *ms*
Its: Vice President, General Counsel
& Corporate Secretary