

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
Rohm America, LLC		12/20/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Cyro Industries
Composed Of:	Composed of Rohacryl, Inc. and Degussa Specialty Polymers, Inc., the partners of Cyro Industries
Street Address:	100 Enterprise Drive
Internal Address:	7th Floor
City:	Rockaway
State/Country:	NEW JERSEY
Postal Code:	07866
Entity Type:	PARTNERSHIP: NEW JERSEY

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2062027	EXPERIENCE OUR CHEMISTRY
Registration Number:	2729873	LEADING THE WAY
Registration Number:	2767946	PATHFINDER
Registration Number:	2335412	

CORRESPONDENCE DATA

Fax Number: (973)541-8839
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-541-8864
 Email: mark.whipkey@degussa.com
 Correspondent Name: Mark Whipkey, Degussa Corporation

CH \$115.00 2062027

Address Line 1: 379 Interpace Parkway, P.O. Box 677
Address Line 2: IPM-NA
Address Line 4: Parsippany, NEW JERSEY 07054

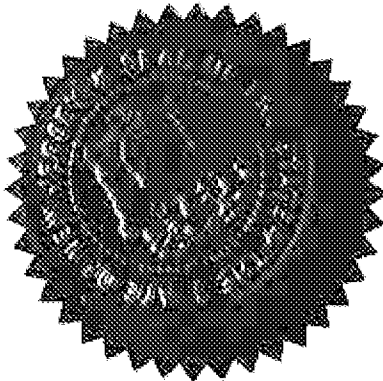
ATTORNEY DOCKET NUMBER:	ROHM/CYRO MERGER
NAME OF SUBMITTER:	Mark L. Whipkey
Signature:	/Mark L. Whipkey/
Date:	03/03/2006

Total Attachments: 4
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ROHM AMERICA LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of January, 2006

A handwritten signature in cursive script, appearing to read "Charles Chianese".

Charles Chianese
Acting State Treasurer

TRADEMARK

REEL: 003258 FRAME: 0680

M R G

FILED

DEC 20 2005

STATE TREASURER

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42, 42:2A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office.

1. Type of Filing (check one): Merger Consolidation
2. Name of Surviving Business Entity: CYRO Industries
3. Address of the Surviving Business Entity: 100 Enterprise Drive, 7th Floor, Rockaway, NJ 07866
4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
CYRO Industries	New Jersey	
Rohn America, LLC	Delaware	
5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer): 23700 Chagrin Boulevard, Beachwood, OH 44122

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

6. Effective Date (see inst): January 1, 2006

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity.

	Name	Title	Date
By: <u>[Signature]</u> Rohackyl, Inc.	Michael Mueller-Hansig	President, Director	20/12/05
By: <u>[Signature]</u> Degussa Speciality Polymers, Inc.	John Rolando	President	12/20/05

****Important Notes** -New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

3601247085

PLAN AND AGREEMENT OF MERGER
OF
ROHM AMERICA, LLC
WITH AND INTO
CYRO INDUSTRIES

THIS PLAN AND AGREEMENT OF MERGER dated as of January 1, 2006, by and between Rohm America, LLC, a Delaware limited liability company ("Rohm") and CYRO Industries, a New Jersey general partnership, ("CYRO") is made pursuant to Title 6, Section 18-209 of the General Corporation Law of the State of Delaware and Title 42:2B of the Uniform Partnership Act (1996) of the State of New Jersey.

WITNESSETH:

WHEREAS, Rohm is a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, CYRO is a general partnership duly formed and existing under the laws of the State of New Jersey; and

WHEREAS, Rohacryl, Inc., a Delaware corporation, and Degussa Specialty Polymers, Inc., a Delaware corporation, are all of the partners of CYRO (the "Partners"); and

WHEREAS, the Board of Directors of Rohm and the Partners deem it advisable, upon the terms and subject to the conditions set forth herein, that Rohm be merged with and into CYRO, with CYRO as the surviving general partnership.

NOW, THEREFORE, Rohm and CYRO agree as follows:

Section 1

Terms

- 1.1 The date and time of the merger shall be 12:01 a.m. Eastern Standard Time on January 1, 2006 (the "Effective Date").
- 1.2 On the Effective Date, Rohm shall be merged with and into CYRO, with CYRO as the surviving general partnership.
- 1.3 Upon the Effective Date, CYRO shall assume all assets, rights, privileges, powers, immunities, purposes, liabilities, and obligations of Rohm.

Section 2

Partnership Agreement

2.1 The Partnership Agreement, and any amendments thereto, in force and effect for CYRO on the Effective Date of the merger shall remain in full force and effect until amended as provided by applicable law.

Section 3

Miscellaneous

3.1 To the extent permitted by law, this Agreement may be amended in writing, at any time prior to the Effective Date of the merger, with respect to any of the terms and conditions contained herein.

IN WITNESS WHEREOF, the parties hereto have each caused this Plan and Agreement of Merger to be executed as of the date first above written.

ROHM AMERICA, LLC (Manager/Officer)

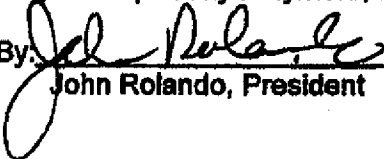
By: 
James S. Olsen, Assistant Secretary

CYRO INDUSTRIES

By: Rohacryl, Inc.

By: 
Peter A. Vinocur, Secretary

By: Degussa Specialty Polymers, Inc.

By: 
John Rolando, President