

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): TP&A Acquisition Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 01/25/2006

2. Name and address of receiving party(ies)
 Name: Covalece Specialty Materials Holding Corporation
 Internal Address: _____
 Address: _____
 Street Address: 9 West 57th Street
 City: New York State: NY Zip: 10019

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) 78/796,198
 B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Moser IP Law Group
 Internal Address: _____
 Street Address: 1040 Broad Street
 2nd Floor
 City: Shrewsbury State: NJ Zip: 07702

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 50-3562

DO NOT USE THIS SPACE

9. Signature.
 Ann M. LaFeir, Reg. No. 57,868
 Name of Person Signing *Ann M. LaFeir* Signature 10/10/06 Date

Total number of pages including cover sheet, attachments, and document: 3

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

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Delaware

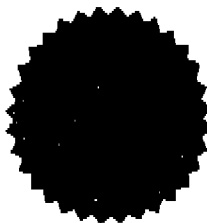
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The First State

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 AMENDMENT OF "TP&A ACQUISITION CORPORATION", CHANGING ITS NAME FROM "TP&A ACQUISITION CORPORATION" TO "COVALENCE SPECIALTY MATERIALS HOLDING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 3:17 O'CLOCK P.M.

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

4064163 8100
060073384



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4477154

DATE: 01-25-06

TRADEMARK
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FROM NRAI-DE

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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:17 PM 01/25/2006
 FILED 03:17 PM 01/25/2006
 SVV 060073384 - 4064163 FILE

**CERTIFICATE OF AMENDMENT OF CERTIFICATE
 OF INCORPORATION**

OF

TP&A ACQUISITION CORPORATION

TP&A Acquisition Corporation (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is TP&A Acquisition Corporation.
2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

The name of the corporation (which is hereinafter referred to as the "Corporation" is:

**COVALENCE SPECIALTY MATERIALS HOLDING
 CORPORATION**

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 25 day of January, 2006.



Michael Jupiter
 President and Secretary

Delaware Certificate of Amendment After Payment of
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