

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 05/31/2005     |

**CONVEYING PARTY DATA**

| Name                                  | Formerly | Execution Date | Entity Type           |
|---------------------------------------|----------|----------------|-----------------------|
| Resolution Performance Products Corp. |          | 05/31/2005     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |                                  |
|-----------------|----------------------------------|
| Name:           | Hexion Specialty Chemicals, Inc. |
| Street Address: | 180 East Broad Street            |
| City:           | Columbus                         |
| State/Country:  | OHIO                             |
| Postal Code:    | 43215                            |
| Entity Type:    | CORPORATION: NEW JERSEY          |

**PROPERTY NUMBERS Total: 1**

| Property Type        | Number  | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 0641951 | EPI-REZ   |

**CORRESPONDENCE DATA**

Fax Number: (281)205-2755  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 8323662434  
 Email: lisa.jones@hexion.com  
 Correspondent Name: Lisa Kimes Jones  
 Address Line 1: 1600 Smith Street, 24th Floor  
 Address Line 4: Houston, TEXAS 77210-4500

|                         |                    |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | EPI-REZ            |
| NAME OF SUBMITTER:      | Lisa Kimes Jones   |
| Signature:              | /Lisa Kimes Jones/ |

CH \$40.00 0641951

Date:

01/22/2007

**Total Attachments: 6**

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# Delaware

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*The First State*

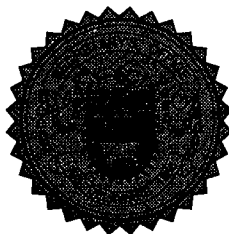
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RESOLUTION PERFORMANCE PRODUCTS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BORDEN CHEMICAL, INC." UNDER THE NAME OF "HEXION SPECIALTY CHEMICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2005, AT 11:02 O'CLOCK A.M.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4528045

DATE: 02-16-06

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**CERTIFICATE OF MERGER**

of

**RESOLUTION PERFORMANCE PRODUCTS CORP.**  
**(a Delaware corporation)**

with and into

**BORDEN CHEMICAL, INC.**  
**(a New Jersey corporation)**

Dated as of May 31, 2005

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**Pursuant to Section 252(c) of the  
General Corporation Law of the State of Delaware**

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The undersigned corporation formed and existing under and by virtue of the Delaware General Corporation Law (the "DGCL") does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as set forth below.

| <u>Name</u>                           | <u>State of Incorporation</u>   |
|---------------------------------------|---------------------------------|
| Resolution Performance Products Corp. | Delaware (" <u>RPP Corp.</u> ") |
| Borden Chemical, Inc.                 | New Jersey (" <u>BCI</u> ")     |

2. An agreement of merger, pursuant to which the Constituent Corporations are to be merged (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with subsection (c) of Section 252 of the DGCL.

3. The name of the surviving corporation is Borden Chemical, Inc.

4. The certificate of incorporation of BCI is to be amended and changed in the form of Exhibit A attached hereto.

5. An executed copy of the agreement of merger is on file at an office of the

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surviving corporation, the address of which is as follows:

180 East Broad Street  
Columbus, Ohio 43215

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request, and without cost, to any shareholder of each of the Constituent Corporations.

7. The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of RPP Corp., as well as for enforcement of any obligation of the surviving corporation arising from the Merger, including any suit or other proceeding to enforce the right, if any, of any stockholder of RPP Corp. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

180 East Broad Street  
Columbus, Ohio 43215

\* \* \*

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IN WITNESS WHEREOF, Borden Chemical, Inc. has caused this Certificate of Merger to be signed by the undersigned, its authorized officer, as of the date first written above.

**BORDEN CHEMICAL, INC.**

By: \_\_\_\_\_

*William D. Carter*

Name: *William Carter*

Title: *Executive Vice President and  
CEO*

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DE CERTIFICATE OF MERGER - RPP CORP. AND BCI

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**CERTIFICATE OF AMENDMENT**

**Exhibit A**

**TO**

**RESTATED CERTIFICATE OF INCORPORATION OF**

**BORDEN CHEMICAL, INC.**

**Dated as of May 31, 2005**

(pursuant to N.J.S.A. 14A:9-2 and 14A:9-4)

In accordance with the provisions of N.J.S.A. 14A:9-2 and 14A:9-4, Borden Chemical, Inc. files this Amendment to its Restated Certificate of Incorporation, stating as follows:

1. The name of the corporation is **Borden Chemical, Inc.** (the "Company").
2. Attached hereto as Exhibit A is a copy of the text of the resolution (the "Resolution") adopted by the board of directors (the "Board") and sole shareholder of the Company, each by means of a unanimous written consent, approving an amendment to the Restated Certificate of Incorporation changing the name of the Company to Hexion Specialty Chemicals, Inc.
3. The Resolution was duly adopted by the Board and the sole shareholder on May 31, 2005.
4. The total number of shares entitled to vote on the amendment was 96,905,936 shares of common stock.
5. The number of shares voting for the amendment was 96,905,936 and no shares were voted against the amendment.
6. The effective date of the amendment to the Company's Restated Certificate of Incorporation shall be the date of filing.

\* \* \* \* \*

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**EXHIBIT A**

**Resolution of the Board of Directors and Shareholder of Borden Chemical, Inc.  
Changing the Name of the Company**

**RESOLVED**, that the Restated Certificate of Incorporation of the Company is hereby amended by amending and restating ARTICLE I – CORPORATE NAME, as follows:

**“ARTICLE I  
CORPORATE NAME**

**The name of the corporation is Hexion Specialty Chemicals, Inc.”**