

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Chemcentral Corporation		10/01/2007	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Univar USA Inc.
Street Address:	17425 NE Union Hill Road
City:	Redmond
State/Country:	WASHINGTON
Postal Code:	98052
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1211140	CHEMCENTRAL
Registration Number:	1226387	CHEMASK
Registration Number:	2390752	CHEMCENTRAL
Registration Number:	2537534	CHEMSIL

CORRESPONDENCE DATA

Fax Number: (206)624-2719
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206-264-2960
 Email: cindy.caditz@klarquist.com
 Correspondent Name: Cindy L. Caditz
 Address Line 1: 600 University Street, Suite 2950
 Address Line 2: One Union Square
 Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	7515-78420-01
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CH \$115.00 1211140

NAME OF SUBMITTER:	Cindy L. Caditz
Signature:	/Cindy L. Caditz/
Date:	10/12/2007
Total Attachments: 8 source=Chemcentral_Univar USA Inc merger#page1.tif source=Chemcentral_Univar USA Inc merger#page2.tif source=Chemcentral_Univar USA Inc merger#page3.tif source=Chemcentral_Univar USA Inc merger#page4.tif source=Chemcentral_Univar USA Inc merger#page5.tif source=Chemcentral_Univar USA Inc merger#page6.tif source=Chemcentral_Univar USA Inc merger#page7.tif source=Chemcentral_Univar USA Inc merger#page8.tif	

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

5441-225-8

13.35

10-01-07

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

\$100.00

[Handwritten signature]

certificate that the attached is a true and correct copy of

FILED

ARTICLES OF MERGER

OCT 01 2007

of

**JESSE WHITE
SECRETARY OF STATE**

UNIVAR USA INC.

Filed Effective October 1, 2007

as filed in this office on September 21, 2007.

Date: September 21, 2007



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

[Handwritten signature of Sam Reed]

Sam Reed, Secretary of State

TRADEMARK

REEL: 003638 FRAME: 0877



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 1, 2007

3008-214-1

CT CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD IL 62704

RE CHEMCENTRAL CORPORATION

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
DOCUMENT SECTION
TELEPHONE (217) 782-7880

#3

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

OCT 01 2007

**JESSE WHITE
SECRETARY OF STATE**

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 3008-214-1 Filing Fee: \$ 100-00 Approved: lt
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge} ~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>CHEMCENTRAL Corporation</u>	<u>Illinois</u>	<u>3008-214-1</u>
<u>Univar USA, Inc.</u>	<u>Washington</u>	<u>5441-225-8</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} ~~new~~ corporation: Univar USA Inc.
~~acquiring~~
(b) it shall be governed by the laws of: Washington

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} ~~consolidation~~ ~~exchange~~ is as follows:

See Exhibit A attached hereto.

5. Plan of ~~consolidation~~ merger ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.
(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30--90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
CHEMCENTRAL Corporation	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

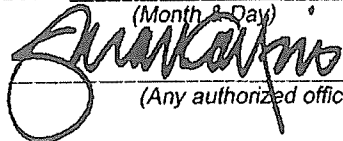
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 27, 2007
 (Month & Day) (Year)



(Any authorized officer's signature)

J. Graham Carpio, Assistant Secretary
 (Type or Print Name and Title)

CHEMCENTRAL Corporation
 (Exact Name of Corporation)

Dated September 27, 2007
 (Month & Day) (Year)

(Any authorized officer's signature)

Peter D. Heinz, Assistant Secretary
 (Type or Print Name and Title)

Univar USA Inc.
 (Exact Name of Corporation)

Dated _____, _____
 (Month & Day) (Year)

(Any authorized officer's signature)

(Type or Print Name and Title)

(Exact Name of Corporation)

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
CHEMCENTRAL Corporation	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 27, 2007
(Month & Day) (Year) CHEMCENTRAL Corporation
(Exact Name of Corporation)

(Any authorized officer's signature)

I. Graham Carpio, Assistant Secretary
(Type or Print Name and Title)

Dated September 27, 2007
(Month & Day) (Year) Univar USA Inc.
(Exact Name of Corporation)

(Any authorized officer's signature)

Peter D. Heinz, Assistant Secretary
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year) _____
(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

PLAN OF MERGER BY AND BETWEEN
UNIVAR USA INC.
AND
CHEMCENTRAL CORPORATION

WHEREAS, the following PLAN OF MERGER was duly approved by the Board of Directors of UNIVAR USA INC., a Washington corporation ("Parent"), and CHEMCENTRAL CORPORATION, an Illinois corporation (the "Subsidiary").

WHEREAS, the Subsidiary shall, pursuant to Section 11.30 of the Illinois Business Corporation Act (The "IBCA") and Section 23B.11.040 of the Washington Business Corporation Act (the "WBCA"), be merged with and into Parent (the "Merger"). The Parent shall be the surviving corporation and is sometimes hereinafter referred to as the "surviving corporation". The separate existence of the Subsidiaries shall cease upon the effective time of the Merger in accordance with the provisions of the IBCA and the WBCA.

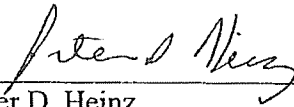
Plan of Merger

1. Parties.
 - (a) The name of the parent corporation is: Univar USA Inc.
 - (b) The name of the merging subsidiary is: CHEMCENTRAL Corporation.
2. Ownership. The Parent owns all of the shares of Subsidiary; therefore all of the outstanding shares of the Subsidiary shall be cancelled due to common interest.
3. Effective Date. The Merger shall become effective on October 1, 2007 at 11:59 p.m., unless earlier revoked by an officer of the surviving corporation.
4. Effect of Merger. The separate existence of the Subsidiary shall cease upon the effective time of the Merger in accordance with the provisions of the IBCA and the WBCA; all rights, title, assets, debts, liabilities, and obligations of the Subsidiary shall vest in the Parent.

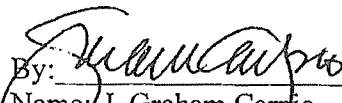
* * *

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed and filed on September 11, 2007.

Univar USA Inc.,
A Washington corporation

By: 
Name: Peter D. Heinz
Title: Assistant Secretary

CHEMCENTRAL Corporation
an Illinois corporation

By: 
Name: J. Graham Carpio
Title: Assistant Secretary

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