

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/25/1988

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
W. R. Grace & Co.		05/25/1988	CORPORATION: CONNECTICUT

RECEIVING PARTY DATA

Name:	W. R. Grace & Co.-Conn.
Street Address:	7500 Grace Drive
Internal Address:	Attn: Patent Department
City:	Columbia
State/Country:	MARYLAND
Postal Code:	21044
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1490721	CP

CORRESPONDENCE DATA

Fax Number: (410)531-4195
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 410-531-4531
 Email: columbia.trademarks@grace.com
 Correspondent Name: W. R. Grace & Co.-Conn.
 Address Line 1: 7500 Grace Drive
 Address Line 2: Attn: Patent Group
 Address Line 4: Columbia, MARYLAND 21044

ATTORNEY DOCKET NUMBER:	#3953/US
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NAME OF SUBMITTER:	Kimberly Sauter-Bray
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CH \$40.00 1490721

Signature:	/Kimberly Sauter-Bray/
Date:	03/17/2009
Total Attachments: 7 source=Certificate of Merger - May 25, 1988#page1.tif source=Certificate of Merger - May 25, 1988#page2.tif source=Certificate of Merger - May 25, 1988#page3.tif source=Certificate of Merger - May 25, 1988#page4.tif source=Certificate of Merger - May 25, 1988#page5.tif source=Certificate of Merger - May 25, 1988#page6.tif source=Certificate of Merger - May 25, 1988#page7.tif	

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005603A004 05/25/88 #37010 30.1

005603A004 05/25/88 #37100 220.1

W. R. Grace & Co.

Certificate of Merger

005603A004 05/25/88 #37010 140.1

This Certificate of Merger dated May 25, 1988 witnesseth:

1. The Plan of Merger to be effected hereby is attached as Exhibit A.

2. The merging corporations are W. R. Grace & Co. and Grace Merger Corp., both Connecticut corporations.

3. The affirmative vote of a majority of the outstanding shares of common stock of W. R. Grace & Co., and the affirmative vote of a majority of each class of preferred stock of W. R. Grace & Co. that would be converted into shares of W. R. Grace & Co.-New York by the Merger, was required for approval of the Plan of Merger. The vote of the shareholders of W. R. Grace & Co. on the Plan of Merger, duly held on May 10, 1988, was as follows:

<u>Class of Stock</u>	<u>Shares Outstanding</u>	<u>Votes Represented</u>	<u>Votes In Favor</u>
Common	84,432,970	84,432,970	47,065,565
Preferred	36,464	5,834,240	5,620,000
Class A Preferred	16,816	269,056	192,464
Class B Preferred	21,731	347,696	247,024

4. The affirmative vote of a majority of the outstanding stock of Grace Merger Corp. was required for the approval of the Plan of Merger. The sole shareholder of Grace Merger Corp. duly gave such approval by written consent dated May 4, 1988.

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IN WITNESS WHEREOF, we have executed this Certificate of Merger and affirm under penalties of false statement that the statements contained herein are true.

W. R. Grace & Co.

Carl Erickson
Senior Vice President

Lowell B. B...
Assistant Secretary

Grace Merger Corp.

Carl Erickson
Vice President

Lowell B. B...
Secretary

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EXHIBIT A

W. R. GRACE & CO.

PLAN OF MERGER

PLAN OF MERGER dated May 25, 1988 entered into by and among W. R. Grace & Co. ("Grace-Conn."), a Connecticut corporation, and its subsidiaries Grace Merger Corp. ("GMC"), a Connecticut corporation, and W. R. Grace & Co.—New York ("Grace-New York"), a New York corporation,

WITNESSETH:

WHEREAS, Grace-Conn. owns the entire outstanding capital stock of Grace-New York;

WHEREAS, Grace-New York owns 100 shares of Common Stock of GMC, constituting the entire outstanding capital stock of GMC;

WHEREAS, the laws of the State of Connecticut permit the merger of GMC with and into Grace-Conn.;

WHEREAS, the respective Boards of Directors of Grace-New York, Grace-Conn. and GMC deem it desirable and in the best interests of their respective corporations and stockholders to merge GMC with and into Grace-Conn., and have duly approved this Plan for that purpose; and

WHEREAS, the holders of Common Stock of Grace-Conn., and the respective stockholders of GMC and Grace-New York, have duly approved this Plan and the merger contemplated hereby;

NOW THEREFORE, in order to prescribe the terms and conditions of such merger and the mode of carrying such merger into effect, the parties hereby agree as follows:

I. Definitions

For purposes of this Plan, the following defined terms shall have the meanings set forth in this Article. All Article and Section numbers used herein refer to Articles and Sections of this Plan unless otherwise specifically described.

1.01 "Grace-New York" means W. R. Grace & Co.—New York, a New York corporation.

1.02 "Grace-Conn." means W. R. Grace & Co., a Connecticut corporation.

1.03 "GMC" means Grace Merger Corp., a Connecticut corporation.

1.04 "Merger" means the merger of GMC into Grace-Conn. as contemplated by this Plan.

1.05 "The Act" means the Connecticut Stock Corporation Act.

1.06 "Effective Time" means the time when a certificate with respect to the Merger meeting the requirements of Section 33-367 of the Act is filed with the Secretary of State of Connecticut in accordance with such Section.

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2. Terms and effect of Merger

2.01 Grace-Conn. and GMC are the merging corporations as contemplated by the Act. At the Effective Time and pursuant to the Act:

(a) GMC shall be merged with and into Grace-Conn. and the separate existence of GMC shall cease.

(b) Grace-Conn. shall be the surviving corporation, and shall continue for all purposes whatsoever.

(c) The Certificate of Incorporation and By-Laws of the surviving corporation shall be the Restated Certificate of Incorporation and By-Laws of Grace-Conn. as in effect at the Effective Time, which shall remain unchanged and unaffected by the Merger until amended as provided by law, except that at the Effective Time, the name of the surviving corporation shall become W. R. Grace & Co.-Conn.

(d) The persons who are the directors of Grace-Conn. at the Effective Time shall continue as directors of the surviving corporation until their respective successors are duly elected and qualified.

(e) The persons who are the officers of Grace-Conn. at the Effective Time shall continue as such officers of the surviving corporation until the Board of Directors of the surviving corporation shall otherwise determine.

(f) Each share of capital stock of GMC issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become (1) 845,000 shares of Common Stock of Grace-Conn., plus (2) if the holders of Preferred Stock of Grace-Conn. have duly approved this Plan, 364.64 shares of such Preferred Stock, plus (3) if the holders of Class A Preferred Stock of Grace-Conn. have duly approved this Plan, 168.16 shares of such Class A Preferred Stock, plus (4) if the holders of Class B Preferred Stock of Grace-Conn. have duly approved this Plan, 217.31 shares of such Class B Preferred Stock.

(g) Each share of capital stock of Grace-Conn. issued and outstanding or held in the treasury of Grace-Conn. immediately prior to the Effective Time shall, at the Effective Time, to the extent so provided in Section 2.02, by virtue of the Merger and without any action on the part of the holder thereof, be converted into a share of capital stock of Grace-New York in accordance with Section 2.02, and all rights of the holder thereof in respect of each share of Grace-Conn. so converted shall be extinguished, other than rights as a holder of capital stock of Grace-New York as specified in Section 2.02, or any dissenters' rights to be paid the value of such share of stock of Grace-Conn. pursuant to the Act.

(h) Each share of capital stock of Grace-New York issued and outstanding immediately prior to the Effective Time shall be cancelled at the Effective Time, without any action on the part of the holder thereof or any payment therefor.

2.02 (a) Each share of Common Stock of Grace-Conn. validly issued and outstanding immediately prior to the Effective Time (including shares held by any of Grace-Conn.'s subsidiaries), and each share of such stock held in the treasury of Grace-Conn. immediately prior to the Effective Time, shall at the Effective Time be converted into and become one share of Common Stock of Grace-New York.

(b) If the holders of Preferred Stock of Grace-Conn. have duly approved this Plan, then each share of Preferred Stock of Grace-Conn. validly issued and outstanding immediately prior to the Effective Time (including shares held by any of Grace-Conn.'s subsidiaries), and each share of such stock held in the treasury of Grace-Conn. immediately prior to the Effective Time, shall at the

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Effective Time be converted into and become one share of 6% Preferred Stock of Grace-New York. If such holders have not so approved this Plan, then each such share of such Preferred Stock shall remain a share of Grace-Conn.

(c) If the holders of Class A Preferred Stock of Grace-Conn. have duly approved this Plan, then each share of Class A Preferred Stock of Grace-Conn. validly issued and outstanding immediately prior to the Effective Time (including shares held by any of Grace-Conn.'s subsidiaries), and each share of such stock held in the treasury of Grace-Conn. immediately prior to the Effective Time, shall at the Effective Time be converted into and become one share of Class A Preferred Stock of Grace-New York. If such holders have not so approved this Plan, then each such share of such Class A Preferred Stock shall remain a share of Grace-Conn.

(d) If the holders of Class B Preferred Stock of Grace-Conn. have duly approved this Plan, then each share of Class B Preferred Stock of Grace-Conn. validly issued and outstanding immediately prior to the Effective Time (including shares held by any of Grace-Conn.'s subsidiaries), and each share of such stock held in the treasury of Grace-Conn. immediately prior to the Effective Time, shall at the Effective Time be converted into and become one share of Class B Preferred Stock of Grace-New York. If such holders have not so approved this Plan, then each such share of such Class B Preferred Stock shall remain a share of Grace-Conn.

2.03 At the Effective Time the merging corporations shall become a single corporation; Grace-Conn. shall continue to exist as the surviving corporation and shall thereupon and thereafter, pursuant to the Act, possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties, of each of the merging corporations; all property and things in action belonging to each of the merging corporations shall vest in Grace-Conn. without further act or deed, and all debts, liabilities and duties of the merging corporations shall thenceforth attach to Grace-Conn.; all not pursuant to contract but by operation of law in the manner and to the full extent provided by the Act.

3. Exchange of stock certificates

3.01 At and after the Effective Time, each holder of an outstanding certificate, theretofore representing shares of capital stock of Grace-Conn. which have been converted into shares of capital stock of Grace-New York, upon presentation of such certificate for surrender to Manufacturers Hanover Trust Company, as Grace-New York's agent (or any successor as Grace-New York's stock transfer agent), shall be entitled to receive in lieu thereof and in exchange therefor a certificate representing the number of shares of capital stock of Grace-New York into which such shares of Grace-Conn. have been converted pursuant to Section 2.02. Until so surrendered, each outstanding certificate that prior to the Merger represented such shares of capital stock of Grace-Conn. shall be deemed, for all corporate purposes, to evidence ownership of the number and kind of shares of capital stock of Grace-New York into which such shares have been converted pursuant to Section 2.02.

4. General

4.01 This Plan and the performance of the transactions contemplated hereby shall be governed by and construed and enforced in accordance with the laws of the State of Connecticut, other than the conflict-of-laws provisions thereof.

4.02 All of the provisions of this Plan shall be binding upon, and inure to the benefit of and be enforceable by, the parties hereto and their respective successors, but this Plan and the parties' rights and obligations hereunder shall not be assigned.

4.03 This Plan may be amended, superseded or terminated, and any of the terms hereof may be waived, only by a written instrument specifically stating that it amends, terminates or cancels this Plan or waives any of the terms hereof, executed by all parties or, in the case of a waiver, by the party waiving compliance, and subject to any approval of the Board of Directors or stockholders of any of

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the parties that may be required by law. The failure of any party at any time to require performance of any provision hereof shall in no manner affect the right at a later time to enforce the same. No waiver by any party of any breach of any provision contained in this Plan, in any one or more instances, shall be deemed to be or construed as a further or continuing waiver of any such breach or a waiver of any breach of any other provision.

4.04 The article headings contained in this Plan are for convenient reference only, and shall not in any way affect the meaning or interpretation of this Plan. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

W. R. GRACE & Co.

By: Cait Erickson
Senior Vice President

GRACE MERGER CORP.

By: Cait Erickson
Vice President

W. R. GRACE & Co.—NEW YORK

By: Cait Erickson
Senior Vice President

FILED
STATE OF CONNECTICUT
MAY 25 10 04 AM '88

By: [Signature]
#390
30 FF
50 Exp
200 Exp
140 (10 cc's)

Rec'd 10cc's:
CT Corporation Syte
100 Commercial
Plaza
Hartford, CT

0610E
3597

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STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 26th day of May A.D. 1988

Julia H. Kashjan
SECRETARY OF THE STATE