

D:DILWORTH & BARRESE, LLP COMPANY:1000 WOODBURY ROAD

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

06/29/2010
 900165778

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Supresta U.S. LLC		11/13/2008	LIMITED LIABILITY COMPANY:
ICL Supresta Inc.		11/30/2009	CORPORATION:

RECEIVING PARTY DATA

Name:	ICL-IP America Inc.
Street Address:	430 Saw Mill River Road
City:	Ardsley
State/Country:	NEW YORK
Postal Code:	10502
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	3194979	SUPRESTA
Registration Number:	0197508	LINDOL
Registration Number:	3047564	FYR-
Registration Number:	1048580	SYN-O-AD
Registration Number:	1077205	FLEXIBLE FYREX
Registration Number:	1286437	FYR-BACK
Registration Number:	0516373	FYREX
Registration Number:	2811321	FYROLTEX
Registration Number:	1082133	FYRTEK
Registration Number:	1068208	FYRLUBE
Registration Number:	0507800	VICTAWET

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Registration Number:	3016845	GT
Registration Number:	1118560	VICTASTAB
Registration Number:	3206711	BUILT-IN DEFENSE
Registration Number:	1354803	FYRQUEL EHC
Registration Number:	1345387	FYRQUEL EHC-S
Registration Number:	0901413	FYRQUEL
Registration Number:	0742831	FYROL
Registration Number:	0863773	FYRQUEL
Registration Number:	0820165	PHOSFLEX
Registration Number:	0996934	FYROL

CORRESPONDENCE DATA

Fax Number: (516)228-8516

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 516-228-8484

Email: rduran@dilworthbarrese.com

Correspondent Name: Dilworth & Barrese, LLP

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Address Line 2: Suite 405

Address Line 4: Woodbury, NEW YORK 11797

ATTORNEY DOCKET NUMBER: 1321-00 US TMS

NAME OF SUBMITTER: Stephen R. Barrese

Signature: /srb/

Date: 06/29/2010

Total Attachments: 9

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:02 PM 12/03/2008
FILED 12:03 PM 12/03/2008
SRV 081160731 - 4983745 FILE

CERTIFICATE OF MERGER
OF
SUPRETA U.S. LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO
ICL SUPRETA INC.,
A DELAWARE CORPORATION

Pursuant to Title 8, Section 264(a) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation has executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ICL Supreta Inc., which was formed under the laws of the State of Delaware. The name of the limited liability company being merged into this surviving corporation is Supreta U.S. LLC, which also was formed under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger has been approved, adopted, and executed by each of the constituents to the merger.

THIRD: The merger is to become effective at 11:59 PM, Eastern Standard Time, on December 31, 2008.

FOURTH: The Agreement and Plan of Merger is on file at Ardaley Park, 420 Saw Mill Road, Ardsley, NY 10502, the place of business of the surviving corporation.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SIXTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

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IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed as of the 12 day of NOVEMBER, 2008.

ICL SUPRESTA INC.

By: Paul M. Schlessman
Paul M. Schlessman
Chief Financial Officer and Treasurer

By: Heather K. Luther
Heather K. Luther
Vice-President, General Counsel and Secretary

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AGREEMENT AND PLAN OF MERGER
OF
AMERIBROM NEWCO LLC
WITH AND INTO
ICL SUPRESTA INC.

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated as of November 30, 2009, by and between Ameribrom Newco LLC, a Delaware limited liability company ("Newco LLC"), and ICL Supresta Inc., a Delaware corporation ("ICL Supresta").

WHEREAS, ICL North America Inc., which is the sole member (the "Member") of Newco LLC, has declared it advisable, desirable and to the advantage, welfare, and best interest of Newco LLC to merge with and into ICL Supresta, with ICL Supresta as the surviving entity, pursuant to the provisions of the Delaware Limited Liability Company Act and the Delaware General Corporation Law, (the "DGCL"), upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. **Merger of Newco LLC with and into ICL Supresta.** At the Effective Time (as such term is defined in Section 8 hereof), Newco LLC will merge with and into ICL Supresta (the "Merger"), and the separate existence of Newco LLC will cease. ICL Supresta, which is sometimes hereinafter referred to as the "Surviving Company," will be the surviving corporation from and after the Effective Time (as hereinafter defined) of the Merger, and shall continue to exist as said Surviving Company pursuant to the provisions of the DGCL. As a result of the Merger, all of the assets, properties and rights, and all of the debts, obligations and liens, of Newco LLC shall be vested in the Surviving Company, and the effects of the Merger shall be as provided in the applicable state laws.

2. **Name Change.** As a result of the Merger, ICL Supresta will change its name to ICL-IP America Inc.

3. **Approval of Merger.** The Plan of Merger has been authorized and approved by resolutions of the Member of Newco LLC and by the Board of Directors and stockholders of ICL Supresta, adopted by written consents thereof dated as of the date hereof, in accordance with applicable state law.

4. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of ICL Supresta shall be the Certificate of Incorporation of the Surviving Company, until thereafter changed as provided therein and by applicable law.

5. **Board of Directors and Officers.** The Board of Directors and Officers of ICL Supresta immediately prior to the Effective Time of the Merger shall be the Board of Directors and Officers, respectively, of the Surviving Company from and after the effective time of the

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Merger until their successors have been duly elected, appointed or qualified or until the earlier of their death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

6. **Bylaws.** At the Effective Time, the Bylaws of ICL Supresta shall be the Bylaws of the Surviving Company, until thereafter amended as provided therein and by law.

7. **Interests.** At the Effective Time, and by virtue of the Merger, each then issued and outstanding limited liability company membership interest of Newco LLC shall be cancelled, and no stock or other securities or other obligations of ICL Supresta or any other entity shall be issued in consideration for such cancellation. Each issued and outstanding share of the capital stock of ICL Supresta shall remain issued and outstanding without change.

8. **Filing, Effective Time.** If this Plan of Merger has not been earlier terminated pursuant to Section 9 hereof, (i) the parties will cause to be executed and filed and recorded any document or documents prescribed by applicable state law, including but not limited to the appropriate statutory merger filings; (ii) will cause to be performed any other necessary acts within the State of Delaware to effectuate the Merger herein provided for; and (iii) this Plan of Merger shall become effective upon the receipt of any necessary approvals or clearances and the filing of the statutory merger filings in accordance with Delaware law. The effective time referred to in this subsection (iii) is referred to herein as the "Effective Time." It is understood that the parties hereto intend that the Effective Time shall occur as of 11:59 p.m. on the date of this Plan of Merger or as soon thereafter as practicable.

9. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of ICL Supresta at any time prior to the Effective Time.


[Signature Page to Follow]

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IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized parties as of the date first written above.


AMERIBROM NEWCO LLC

By: ICL NORTH AMERICA INC., its sole member


By: 
Name: C. M. WEIDNER
Title: CEO

AMERIBROM NEWCO LLC

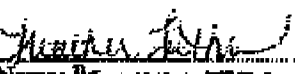
By: ICL NORTH AMERICA INC., its sole member

By: 
Name: PAUL SCHUCHMAN
Title: CEO

ICL SUPRESTA INC.

By: 
Name: RICHARD HOOPER
Title: President & CEO

ICL SUPRESTA INC.

By: 
Name: HEATHER LOHME
Title: Vice President

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"AMERIBROM NEWCO LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ICL SUPRESTA INC." UNDER THE NAME OF "ICL IP-AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2009, AT 10:33 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/eauthver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7665162

DATE: 11-30-09

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "ICL IP-AMERICA INC.", CHANGING ITS NAME FROM "ICL IP-AMERICA INC." TO "ICL-IP AMERICA INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2009, AT 6:02 O'CLOCK P.M.

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

4363745 8100

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You may verify this certificate online
at corp.delaware.gov/authentic.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7717419

DATE: 12-22-09

TRADEMARK
REEL: 004238 FRAME: 0727

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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:07 PM 12/18/2009
 FILED 06:02 PM 12/18/2009
 SNV 091118977 - 4383745 FILE

**STATE OF DELAWARE
 CERTIFICATE OF CORRECTION**

ICL IP-America Inc., 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 ICL IP-America Inc.
2. That a Certificate of Merger (the "Certificate") was filed by the Secretary of State of Delaware on November 30, 2009 and the Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of the Certificate is:


In Article Third, the hyphen in the name of "ICL IP-America Inc." is in the wrong place.

4. Article Third of the Certificate is corrected to read as follows:

THIRD: The name of the surviving corporation is ICL Suprasta Inc., which is changing its name to ICL-IP America Inc.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be filed this 18th day of December, 2009.

ICL IP-AMERICA INC.

By: 
 Name: DEBORAH AMICK
 Title: ASSISTANT TREASURER

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