

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338656

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FMC Wyoming Corporation		04/01/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Tronox Alkali Wyoming Corporation		
Street Address:	One Stamford Plaza		
Internal Address:	263 Tresser Boulevard, Suite 1100		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2220710	ABSORPTAPLUS	
Registration Number:	3837490	ENPROVE	
Registration Number:	2221906	GRADE 100	
Registration Number:	4140423	LIQUIDSODA	
Registration Number:	1388770	S-CARB	
Registration Number:	2220709	SESQUI	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	16731-8 RMP		
NAME OF SUBMITTER:	Renee M. Prescan		
SIGNATURE:	/Renee M. Prescan/		

CH \$165.00 2220710

DATE SIGNED:	04/18/2015
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Total Attachments: 6

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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 RESTATED CERTIFICATE OF "FMC WYOMING CORPORATION", CHANGING ITS NAME FROM "FMC WYOMING CORPORATION" TO "TRONOX ALKALI WYOMING CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2015, AT 11:39 O'CLOCK A.M.

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

2020283 8100

150450033

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2254858

DATE: 04-01-15

TRADEMARK
REEL: 005500 FRAME: 0428

CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION
OF
FMC WYOMING CORPORATION

I, Katherine Harper, being an authorized officer of FMC Wyoming Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is FMC Wyoming Corporation.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 31, 1983 under the corporate name of FMC Wyoming Corporation.

THIRD: The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 27, 2014.

FOURTH: The Board of Directors of the Corporation, pursuant to Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware, adopted resolutions authorizing the Corporation to restate the Corporation's Certificate of Incorporation in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof (the "Restated Certificate").

FIFTH: The required holders of the Corporation's issued and outstanding capital stock approved and adopted this Restated Certificate in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of restating the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Restated Certificate of Incorporation this April 1, 2015.

FMC WYOMING CORPORATION

By: Katherine Harper
Name: Katherine Harper
Title: Senior Vice President

**RESTATED CERTIFICATE OF INCORPORATION
OF
TRONOX ALKALI WYOMING CORPORATION**

ARTICLE ONE

The name of the corporation is Tronox Alkali Wyoming Corporation (hereinafter called the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the state of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL").

ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be shares of Common Stock, with a par value of one cent (\$0.01) per share.

ARTICLE FIVE

The directors shall have the power to adopt, amend or repeal Bylaws, except as may otherwise be provided for in the Bylaws.

ARTICLE SIX

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

ARTICLE SEVEN

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or

class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders, or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARTICLE EIGHT

Section 1. Right to Indemnification. The Corporation shall indemnify each person who was or is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or a constituent corporation absorbed in a consolidation or merger or is or was serving at the request of the Corporation or a constituent corporation absorbed in a consolidation or merger as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service as an administrator, trustee or other fiduciary of one or more employee benefit plans of the Corporation or other enterprise (hereinafter an "indemnitee"), against expenses (including attorney' fees), liability and loss actually and reasonably incurred or suffered by such person in connection with such proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed proceeding by or in the right of the Corporation, except to the extent that such indemnification is prohibited by applicable law. Persons who are not directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be considered an indemnitee and similarly indemnified in respect of service to the Corporation to the extent the Board at any time specified that such persons are entitled to the benefits of this Article Eight.

Section 2. Right to Advancement of Expenses. The right to indemnification conferred in Section 1 of this Article Eight shall include the right to be paid by the Corporation the expenses (including without limitation attorneys' fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if required by law, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified by the Corporation as authorized under this Article Eight.

Section 3. Contractual Obligation. The right to (i) indemnification and (ii) to the advancement of expenses conferred in Sections 1 and 2 of this Article Eight shall be a contract right and each such right shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent or to render the relevant service to the Corporation and shall inure to the benefit of the indemnitee's personal representatives, heirs, executors and administrators and no modification or repeal of any provision of this Article Eight shall affect, to the detriment of

the indemnitee, such obligations of the Corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 4. Procedure for Determining Permissibility. To determine whether any indemnification or advancement of expenses under this Article Eight is permissible, the Board by a majority vote of a quorum consisting of directors not parties to such proceeding may, and on request of any prospective indemnitee shall be required to, determine in each case whether the applicable standard as required by law has been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, or such determination may be made by the stockholders, provided that, if there has been a change in control of the Corporation between the time of the action or failure to act giving rise to the claim for indemnification or advancement of expenses and the time such claim is made, at the option of the prospective indemnitee, the permissibility of indemnification or advancement of expenses shall be determined by independent legal counsel. The reasonable expenses of any indemnitee in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advancement of expenses, shall be borne by the Corporation.

Section 5. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article Eight shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Restated Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the personal representatives, heirs, executors and administrators of any such person.

Section 6. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL; provided, that if the Corporation maintains such insurance with respect to any director, it shall maintain such insurance with respect to each of the directors.

Section 7. Election of Applicable Law. Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Article Eight may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made by a notice in writing to the Corporation at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

ARTICLE NINE

The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the DGCL. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except liability: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article Nine shall be prospective only, and shall not affect, to the detriment of any director or former director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation reserves the right to amend or repeal any provisions contained in this Restated Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

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