

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM400648

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Avantor Performance Materials, Inc.		09/27/2016	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	Avantor Performance Materials, LLC
Street Address:	3477 Corporate Parkway
Internal Address:	Suite 200
City:	Center Valley
State/Country:	PENNSYLVANIA
Postal Code:	18034
Entity Type:	Limited Liability Company: NEW JERSEY

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Registration Number:	2582274	ALEG
Registration Number:	0594056	A.R.
Registration Number:	1410989	AR SELECT
Registration Number:	4179986	AVANTOR
Registration Number:	4176449	AVANTOR
Registration Number:	4180008	AVANTOR PERFORMANCE MATERIALS
Registration Number:	2421101	BAKER ALEG
Registration Number:	0934770	BAKER ANALYZED
Registration Number:	2731516	BAKER BIO-ANALYZED
Registration Number:	0919213	BAKER INSTRA-ANALYZED
Registration Number:	1022985	BAKER INSTRA-ANALYZED
Registration Number:	2677673	BAKER PRS
Registration Number:	1477263	BAKER PRS-1000
Registration Number:	2441492	BAKER REZI
Registration Number:	2290002	BAKERBOND
Registration Number:	2081981	BAKERCLEAN
Registration Number:	2731515	BAKERDRY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2042671	BAKERFACTS
Registration Number:	3970789	BAKER-FLEX
Registration Number:	0788032	BUFFAR
Registration Number:	1231558	CALTAC
Registration Number:	2368307	CHEMCHOICE
Registration Number:	3076715	CHEMCHOICE
Registration Number:	2293528	CHEM-CLEAR
Registration Number:	0830044	CHROMAR
Registration Number:	2569428	CIRCLE OF SAFETY
Registration Number:	2524894	CIRCLE OF SAFETY
Registration Number:	2830234	CLK
Registration Number:	2838848	CLK
Registration Number:	1851239	CYCLE-TAINER
Registration Number:	0893101	DILUT-IT
Registration Number:	1962223	DISKMATE
Registration Number:	0897637	DUAL-TINT
Registration Number:	1749162	FINYTE
Registration Number:	1258074	GENAR
Registration Number:	0821837	GRANUSIC
Registration Number:	1719733	HYDRA-POINT
Registration Number:	0929398	J. T. BAKER
Registration Number:	4451814	MACRON FINE CHEMICALS
Registration Number:	4373080	MACRON FINE CHEMICALS
Registration Number:	4373081	MACRON FINE CHEMICALS
Registration Number:	3632451	PANEXCEA
Registration Number:	0500027	PARLODION
Registration Number:	0129685	PARLODION
Registration Number:	1048775	PHOTREX
Registration Number:	2573149	REZI
Registration Number:	0851916	SAFEMOR
Registration Number:	1045185	SOLUSORB
Registration Number:	2151995	SPEEDISK
Registration Number:	2453652	SPILL TAMER
Registration Number:	0836924	STAKMOR
Registration Number:	1280252	STANDARD
Registration Number:	1585210	ULTIMAR
Registration Number:	3784033	ULTRA LC/MS
Registration Number:	1876208	ULTRA RESI-ANALYZED

Property Type	Number	Word Mark
Registration Number:	0877636	ULTREX
Registration Number:	0963932	ULTREX
Registration Number:	1030415	ULTREX
Registration Number:	2373724	ULTRYTE
Registration Number:	0800133	NANOGRADE
Registration Number:	1045182	NEUTRACIT
Registration Number:	1045184	NEUTRASORB
Registration Number:	1045188	RESISORB

CORRESPONDENCE DATA

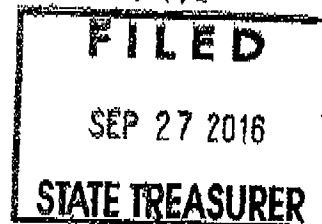
Fax Number: 2128594000
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: (212) 859-8000
Email: alana.berrocal@friedfrank.com
Correspondent Name: Alana Berrocal
Address Line 1: 1 New York Plaza
Address Line 2: 26th Floor
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	30991-130 [07565]
NAME OF SUBMITTER:	Alana Berrocal
SIGNATURE:	/Alana Berrocal/
DATE SIGNED:	10/03/2016

Total Attachments: 8

source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page1.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page2.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page3.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page4.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page5.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page6.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page7.tif
source=Avantor Performance Materials Inc -NJ-Merger (Discontinuing Company)#page8.tif

MRG



0600435129

CERTIFICATE OF MERGER
OF
AVANTOR PERFORMANCE MATERIALS, INC.
WITH AND INTO
AVANTOR PERFORMANCE MATERIALS, LLC

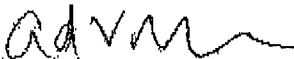
Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act and Section 42:2C of the New Jersey Revised Uniform Limited Liability Company Act, the New Jersey corporation and the New Jersey limited liability company hereinafter named do hereby certify that:

1. The name of the merging business entity, which is a corporation organized under the laws of the State of New Jersey, is Avantor Performance Materials, Inc. ("APM Inc."). The New Jersey identification number of such entity is: 5150801000.
2. The name of the surviving business entity, which is a limited liability company organized under the laws of the State of New Jersey, is Avantor Performance Materials, LLC ("APM LLC"). The New Jersey identification number of such entity is: 0600435129.
3. The Agreement and Plan of Merger, which is attached hereto as Exhibit A and provides for the merger of APM Inc. with and into APM LLC, with APM LLC as the surviving entity (the "Merger"), was approved by the board of directors and stockholders of APM Inc. on September 27, 2016. There are 87,011 shares of common stock, no par value, outstanding and entitled to vote on the Merger and all such shares were voted in favor of approving the Merger.
4. The Agreement and Plan of Merger, and the Merger, were approved by the sole member of APM LLC on September 27, 2016.
5. APM LLC will continue its existence as the surviving limited liability company pursuant to the provisions of the New Jersey Revised Uniform Limited Liability Company Act.
6. The Merger shall become effective in the State of New Jersey at 5:00 P.M. Eastern Daylight Time on September 27, 2016.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed on September 27, 2016.


AVANTOR PERFORMANCE
MATERIALS, INC.
a New Jersey Corporation

By: 
Name: Andre V. Moura
Title: Vice President

[Signature Page to APM LLC Certificate of Merger (APM Inc. merges into APM LLC)]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed on September 27, 2016.

AVANTOR PERFORMANCE
MATERIALS, LLC
a New Jersey Limited Liability Company

By: 
Name: Matthew Holt
Title: Vice President

[Signature Page to APM LLC Certificate of Merger (APM Inc. merges into APM LLC)]

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
AVANTOR PERFORMANCE MATERIALS, INC.
WITH AND INTO
AVANTOR PERFORMANCE MATERIALS, LLC

This Agreement and Plan of Merger (this "Agreement") is dated as of September 27, 2016, by and between (i) Avantor Performance Materials, Inc., a New Jersey corporation ("APM Inc.") and (ii) Avantor Performance Materials, LLC, a New Jersey limited liability company ("APM LLC").

WHEREAS, APM Inc. is a corporation existing under the laws of the State of New Jersey;

WHEREAS, APM LLC is a limited liability company existing under the laws of the State of New Jersey;

WHEREAS, Avantor Performance Materials Holdings, Inc. owns all of the outstanding shares of APM Inc. and all of the outstanding limited liability company interests of APM LLC; and

WHEREAS, APM Inc. and APM LLC desire to merge (the "Merger"), with APM LLC to be the surviving entity of the Merger (the "Surviving Entity").

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, APM Inc. and APM LLC do represent, warrant, covenant and agree as follows:

1. Parties to Merger and Surviving Entity. APM Inc. shall merge with and into APM LLC, pursuant to the laws of the State of New Jersey. After the consummation of the Merger, APM LLC will be the Surviving Entity. The name of the Surviving Entity will be Avantor Performance Materials, LLC, a New Jersey limited liability company, and its principal office will be 3477 Corporate Parkway, Suite 200, Center Valley, PA 18034.
2. Terms of Merger. The terms and conditions of the Merger are set forth in this Agreement. Upon satisfaction of all the terms and conditions set forth herein, the Merger shall be effective as of 5:00 P.M. (Eastern Daylight Time) on September 27, 2016 (the "Effective Time").
3. Effect of the Merger. Upon consummation, the Merger shall have the following effects:
 - (a) The Surviving Entity, shall upon the Effective Time of the Merger and thereafter, possess all the rights, privileges, immunities and contracts of both APM Inc. and APM LLC.
 - (b) All property, real, personal, and mixed, and all debts due in whatever amount, and all choses in action, and all and every other interest belonging to or due to APM Inc., shall be taken and deemed to be transferred to and invested in APM LLC without further act or deed; and the title to any real estate (which shall be documented with a confirmatory deed), if any, or any interest therein, vested in APM Inc., shall not revert nor be in any way impaired by reason of the Merger.
 - (c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of APM Inc., and neither the rights of creditors nor liens upon the property of APM LLC and APM Inc. shall be impaired by the Merger.

(d) The Merger is intended to be treated, for U.S. federal income tax purposes, as a complete liquidation of APM Inc. that qualifies for treatment under Section 332 of the U.S. Internal Revenue Code of 1986, as amended.

4. Conversion of Securities; Cancellation of APM Inc. Common Stock. At the Effective Time, by virtue of the Merger and without any other action on the part of APM Inc. or APM LLC, each share of common stock in APM Inc. which shall be outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist. The limited liability company interests of APM LLC shall remain outstanding after the Effective Time.

5. Certificate of Formation and Limited Liability Company Agreement. From and after the Effective Time, (a) the Certificate of Formation of APM LLC in effect immediately prior to the Effective Time filed with the Division of Revenue in the Department of the Treasury of the State of New Jersey shall be the Certificate of Formation of the Surviving Entity and (b) the Operating Agreement of APM LLC, dated as of September 26, 2016, in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity, each until altered or amended in accordance with their respective provisions and applicable law.

6. Amendment. This Agreement may be amended or waived only by a written instrument executed by both parties hereto at any time prior to filing with the Division of Revenue in the Department of the Treasury.

7. Counterparts. This Agreement may be executed in two or more counterparts and by electronic means (including 'pdf' or facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

8. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

9. Severability. If any provision of this Agreement is invalid or unenforceable, the balance of this Agreement shall remain in effect.

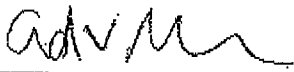
[Signature Page Follows]

TRADEMARK

REEL: 005889 FRAME: 0766

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered in its name and on its behalf, all as of the day and year first above written.

AVANTOR PERFORMANCE MATERIALS,
INC.
a New Jersey corporation

By: 
Name: Andre Moura
Title: Vice President

[Signature Page to Agreement and Plan of Merger - (APM INC - APM LLC)]

TRADEMARK
REEL: 005889 FRAME: 0767

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered in its name and on its behalf, all as of the day and year first above written.

AVANTOR PERFORMANCE MATERIALS,
LLC
a New Jersey limited liability company

By: Matthew Holt
Name: Matthew Holt
Title: Vice President

[Signature Page to Agreement and Plan of Merger - (APM INC - APM LLC)]