

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM447904

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Venator Materials Corporation		07/10/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Venator Materials LLC		
<b>Street Address:</b>	10003 WOODLOCH FOREST DRIVE		
<b>Internal Address:</b>	Venator Legal		
<b>City:</b>	The Woodlands		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77380		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87247886	VENATOR	
<b>Serial Number:</b>	87301124	VENATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	281-719-6719		
<b>Email:</b>	trademarks@venatorcorp.com		
<b>Correspondent Name:</b>	Venator - Trademarks		
<b>Address Line 1:</b>	10003 WOODLOCH FOREST DRIVE		
<b>Address Line 2:</b>	Venator Legal		
<b>Address Line 4:</b>	The Woodlands, TEXAS 77380		
<b>NAME OF SUBMITTER:</b>	Bryan D. Adams		
<b>SIGNATURE:</b>	/Bryan D. Adams/		
<b>DATE SIGNED:</b>	10/19/2017		
<b>Total Attachments: 3</b>			
source=Venator Materials Corp - Cert of Conversion (from a corp to an LLC; name change to Venator Materials LLC)#page1.tif			
source=Venator Materials Corp - Cert of Conversion (from a corp to an LLC; name change to Venator Materials			

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source=Venator Materials Corp - Cert of Conversion (from a corp to an LLC; name change to Venator Materials LLC)#page3.tif

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "VENATOR MATERIALS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "VENATOR MATERIALS CORPORATION" TO "VENATOR MATERIALS LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2017, AT 4:56 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6187795 8100V  
SR# 20175158771

Authentication: 202854888  
Date: 07-10-17

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 006186 FRAME: 0274**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

July 10, 2017

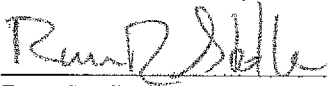
In accordance with the provisions of Section 266 of the Delaware General Corporation Law (the “*DGCL*”) and Section 18-214 of the Delaware Limited Liability Company Act (the “*LLC Act*”), Venator Materials Corporation, a Delaware corporation (the “*Corporation*”), hereby executes this Certificate of Conversion (this “*Certificate*”) for the purpose of converting (the “*Conversion*”) the Corporation to a limited liability company (the “*Limited Liability Company*”) and, in connection therewith, certifies as follows:

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware.
2. The jurisdiction of the Corporation immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation was first incorporated is October 19, 2016.
4. The name of the Corporation immediately prior to filing this Certificate is Venator Materials Corporation.
5. The name of the Limited Liability Company into which the Corporation is hereby being converted as set forth in its Certificate of Formation is “Venator Materials LLC”.
6. The Conversion has been approved by resolution of the board of directors and by vote of the sole stockholder of the Corporation in accordance with the provisions of Section 266 of the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first written above.

**VENATOR MATERIALS CORPORATION**

By:   
Name: Russ R. Stolle  
Title: Senior Vice President, General Counsel  
and Chief Compliance Officer

SIGNATURE PAGE TO CERTIFICATE OF CONVERSION