

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM451629

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:	1050 CINDY LANE		
City:	CARPINTERIA		
State/Country:	CALIFORNIA		
Postal Code:	93013		
Entity Type:	Limited Liability Company: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1880975	CHEMFAX	
CORRESPONDENCE DATA			
Fax Number:	2124552502		
<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:	(212) 455-2582		
Email:	ksolomon@stblaw.com		
Correspondent Name:	LAWRENCE HUANG, ESQ.		
Address Line 1:	SIMPSON THACHER & BARTLETT LLP		
Address Line 2:	425 LEXINGTON AVENUE		
Address Line 4:	NEW YORK, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	002814/0002		
NAME OF SUBMITTER:	Lawrence Huang		
SIGNATURE:	/LH/		
DATE SIGNED:	11/20/2017		
Total Attachments: 13			
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STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: AVANTOR PERFORMANCE MATERIALS, LLC
Business Id: 0600435129
Certificate Number: 6000075633

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A MERGER ON September 27, 2016 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
October 11, 2017 A.D.

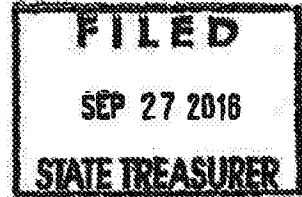


Ford M. Scudder
Ford M. Scudder
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandingCert/JSF/Verify_Cert.jsp

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: AdvM
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]

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 Mours
Title: Vice President

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

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)]

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: AVANTOR PERFORMANCE MATERIALS, LLC
Business Id: 0600435129
Certificate Number: 6000075634

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT AN ORIGINAL CERTIFICATE ON September 26, 2016 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
October 11, 2017 A.D.

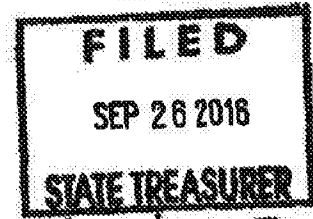


Ford M. Scudder
Ford M. Scudder
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TTR/standingCert/JSP/Verify_Cert.jsp

LLC



0600435729

CERTIFICATE OF FORMATION

OF

AVANTOR PERFORMANCE MATERIALS, LLC

This Certificate of Formation is being executed as of September 23, 2016, for the purpose of forming a limited liability company in accordance with NJSA 42:2C-18, the New Jersey Revised Uniform Limited Liability Company Act.

The undersigned being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is Avantor Performance Materials, LLC (the "Company").
2. Registered Office and Registered Agent. The Company's registered office in the State of New Jersey is located at 820 Bear Tavern Road, West Trenton, NJ 08628. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.



 Amy Hsu
 Authorized Person

AVANTOR PERFORMANCE MATERIALS, INC.

3477 Corporate Parkway, Suite #200

Center Valley, PA 18034

610-573-2600

Avantor Performance Materials, Inc., a corporation incorporated under the laws of the State of New Jersey, hereby consents in writing to the use for all purposes of the following name, to be used by a Limited Liability Company to be formed in the State of New Jersey:

Avantor Performance Materials, LLC

IN WITNESS WHEREOF, said Avantor Performance Materials, Inc. has caused this consent to be executed by its Vice President, Andre V. Moura, on September 23, 2016.

**AVANTOR PERFORMANCE
MATERIALS, INC.**



By: Andre V. Moura

Title: Vice President

SCHEDULE I

Mark	App. No.	Filing Date	Reg. No.	Reg. Date	Record Owner
CHEMFAX	74413594	07/16/1993	1880975	02/28/1995	Avantor Performance Materials, LLC

11/20/17 6:02 PM

RECORDED: 11/20/2017

**TRADEMARK
REEL: 006210 FRAME: 0206**