

07-25-2002



Form PTO-1594

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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **FINANCE SECTION**
Silikal North America, Inc.

07/18/02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Connecticut
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Röhm America LLC
Internal
Address: _____
Street Address: 2 Turner Place
City: Piscataway State: NJ Zip: 08855

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 25, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76162587 76414232
 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2062027 1207683 2335412

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Amy Span Wergeles
 Internal Address: _____
 Street Address: Robinson & Cole LLP
280 Trumbull Street
 City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-1685
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Amy Span Wergeles *[Signature]* July 18, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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02 FC:482 100.00 OP

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CERTIFICATE OF MERGER

of

SILIKAL NORTH AMERICA, INC.

and

ROHM AMERICA LLC

To the Secretary of the State
State of Connecticut

Pursuant to the provisions of the Connecticut Business Corporation Act, the domestic business corporation and the foreign business limited liability company hereinafter named do hereby submit the following Certificate of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging SILIKAL NORTH AMERICA, INC., a wholly-owner subsidiary of Degussa Corporation, with and into ROHM AMERICA LLC, also a wholly-owner subsidiary of Degussa Corporation, as adopted by resolution adopted by unanimous consent of the Board of Directors of SILIKAL NORTH AMERICA, INC. on April 25, 2002, and by resolution adopted at a meeting by the Board of Directors of ROHM AMERICA LLC on April 25, 2002.

2. In respect of SILIKAL NORTH AMERICA, INC., the designation, the number of outstanding shares, and the number of votes entitled to be cast by the voting groups entitled to vote on the Plan of Merger herein provided for, are as follows:

- (A) (a) Designation of shares of voting group: Common, no par value
- (b) Number of outstanding shares of voting group: 35,270
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 35,270
- (B) (a) Designation of shares of voting group: Series A Cumulative Preferred, par value \$1,000
- (b) Number of outstanding shares of voting group: 146
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 146

- (C) (a) Designation of shares of voting group: Series B Cumulative Preferred, par value \$1,000
- (b) Number of outstanding shares of voting group: 170.61
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 170.61

3. In respect of SILIKAL NORTH AMERICA, INC., the total number of votes cast for and against the Plan of Merger herein provided for by each voting group entitled to vote separately on the said Plan of Merger is as follows:

- (A) (a) Designation of shares of voting group: Common, no par value
- (b) Number of votes of voting group cast for the Plan of Merger: 35,270
- (c) Number of votes of voting group cast against the Plan of Merger: 0
- (B) (a) Designation of shares of voting group: Series A Cumulative Preferred, par value \$1,000
- (b) Number of votes of voting group cast for the Plan of Merger: 146
- (c) Number of votes of voting group cast against the Plan of Merger: 0
- (C) (a) Designation of shares of voting group: Series B Cumulative Preferred, par value \$1,000
- (b) Number of votes of voting group cast for the Plan of Merger: 170.61
- (c) Number of votes of voting group cast against the Plan of Merger: 0

4. The said number of votes cast for the said merger was sufficient for the approval thereof by the said voting group.

5. The merger of SILIKAL NORTH AMERICA, INC. with and into ROHM AMERICA LLC is permitted by the laws of the jurisdiction of organization of ROHM AMERICA LLC and has been authorized in compliance with said laws.

6. The effective time and date in the State of Connecticut of the merger herein provided for shall be 3:00 p.m. on May 1, 2002.

Executed on April 25, 2002

SILIKAL NORTH AMERICA, INC.]

By *Wilfried Riestera*
Name of officer: *Wilfried Riestera*
Title of officer: *President*

ROHM AMERICA LLC

By *Rodger B. Cram*
Name of officer: *Rodger Cram*
Title of officer: *President*

PLAN OF MERGER adopted by **SILIKAL NORTH AMERICA, INC.**, a business corporation organized under the laws of the State of Connecticut, by resolution of its Board of Directors on April 25, 2002, and adopted by **ROHM AMERICA LLC**, a business limited liability Company organized under the laws of the State of Delaware, by resolution of its Board of Directors on April 25, 2002.

1. **SILIKAL NORTH AMERICA, INC.** and **ROHM AMERICA LLC** shall, pursuant to the provisions of the Connecticut Business Corporation Act and the provisions of the laws of the jurisdiction of formation of **ROHM AMERICA LLC**, be merged with and into a single entity, to wit, **ROHM AMERICA LLC**, which shall be the surviving business entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the laws of the jurisdiction of its formation. The separate existence of **SILIKAL NORTH AMERICA, INC.**, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Connecticut Business Corporation Act.

2. The Certificate of Formation of the surviving entity at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Formation of said surviving entity; and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving entity.

3. The Limited Liability Company Operating Agreement of Rohm America LLC (the "Operating Agreement") of the surviving entity at the effective time and date of the merger in the jurisdiction of its formation will be the Operating Agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving entity at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving entity, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the surviving entity.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall be cancelled and no consideration shall be paid for such shares. The outstanding membership interest of the surviving corporation shall not be converted or exchanged in any manner, but such interest shall continue to represent the sole membership interest in the surviving entity.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Connecticut Business Corporation Act, and the merger of the

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non-surviving corporation with and into the surviving entity shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving entity.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Connecticut Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving entity shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving entity, the non-surviving corporation and the surviving entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Connecticut and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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