

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carroll Scientific, Inc.		12/31/2005	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Noveon, Inc.
Street Address:	9911 Brecksville Road
City:	Cleveland,
State/Country:	OHIO
Postal Code:	44141-3247
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2198353	DUOTRON
Registration Number:	2198349	FLUOTRON
Registration Number:	2359234	LIQUIGRIP
Registration Number:	2463128	LIQUILINK
Registration Number:	2365688	LIQUILUBE
Registration Number:	2199836	LIQUITRON
Registration Number:	2198348	PINNACLE
Registration Number:	2198351	POLYTECH
Registration Number:	2198350	PROTECH
Registration Number:	2365686	SOLUGEL
Registration Number:	2359233	SOYTECH
Registration Number:	2198352	THERMOL

CH \$315.00 2198353

CORRESPONDENCE DATA

Fax Number: (440)347-1110
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (440) 347-5072
Email: aaz@lubrizol.com
Correspondent Name: Teresan W. Gilbert
Address Line 1: 29400 Lakeland Boulevard
Address Line 4: Wickliffe, OHIO 44092

NAME OF SUBMITTER:	Andrea A. Zwegat
Signature:	/s/Andrea A. Zwegat
Date:	02/07/2006

Total Attachments: 9
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FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

FILED

DEC 08 2005

JESSE WHITE
SECRETARY OF STATE

File # 6000-481-1 Filing Fee: \$ 100.00 Approved: *Jt*

Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.



CP0012266

1. Names of the corporations proposing to ~~merge~~ ^{merge} ~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Noveon, Inc. <i>S</i>	Delaware	61494227
Carroll Scientific, Inc.	Illinois	60004811

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~XXXXXX~~ ^{surviving} ~~XXXXXX~~ ^{XXXXXX} corporation: Noveon, Inc.
~~XXXXXX~~ ^{acquiring} ~~XXXXXX~~

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

See Exhibit A attached hereto.

The merger shall be effective on December 31, 2005.

PAID

JAN 03 2006

EXPEDITED
SECRETARY OF STATE

5. Plan of ~~consolidation~~^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Carroll Scientific, Inc.

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated December 1, 2005
 (Month & Day) (Year)

Donald W. Bogus
 (Any authorized officer's signature)

Donald W. Bogus, President
 (Type or Print Name and Title)

Noveon, Inc.
 (Exact Name of Corporation)

Dated December 1, 2005
 (Month & Day) (Year)

Donald W. Bogus
 (Any authorized officer's signature)

Donald W. Bogus, Senior Vice President
 (Type or Print Name and Title)

Carroll Scientific, Inc.
 (Exact Name of Corporation)

Dated _____, _____
 (Month & Day) (Year)

 (Any authorized officer's signature)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

Exhibit A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Plan"), dated as of the 1st day of December, 2005, pursuant to Section 252 of the Delaware General Corporation Law and pursuant to the Illinois Business Corporation Act is made and entered into between Noveon, Inc., a Delaware corporation (the "Surviving Corporation"), and Carroll Scientific, Inc., an Illinois corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Surviving Corporation and the Merged Corporation desire to merge into a single corporation, as hereinafter specified.

NOW, THEREFORE, the parties to the Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Surviving Corporation hereby merges into itself the Merged Corporation and the Merged Corporation shall be and hereby is merged into the Surviving Corporation.

SECOND: The Restated Certificate of Incorporation of the Surviving Corporation shall be the Restated Certificate of Incorporation of the Surviving Corporation after the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into shares of the Surviving Corporation and the outstanding shares of the capital stock of the Surviving Corporation into shares of the Surviving Corporation shall be as follows:

- (a) On the Effective Date (as defined below), the Merged Corporation and the Surviving Corporation are both wholly owned subsidiaries of the same shareholder.
- (b) On the Effective Date, each issued and outstanding share of common stock, no par value, of the Merged Corporation will be canceled, and thereafter the certificates representing such shares shall be surrendered and canceled.
- (c) On the Effective Date, the present stockholder of the Surviving Corporation's capital stock will continue to hold the same share certificates in the Surviving Corporation that it now holds, and such share certificates will continue to represent the like number of shares of the Surviving Corporation.

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FOURTH: The terms and conditions of the merger are as follows:

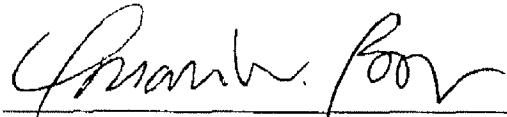
- (a) This merger shall become effective as of the close of business on December 31, 2005 (the "Effective Date").
- (b) The Amended and Restated By-laws of the Surviving Corporation shall be the Amended and Restated By-laws of the Surviving Corporation after the merger.
- (c) The present directors and officers of the Surviving Corporation will continue as such for the Surviving Corporation until their successors are duly elected or designated after the merger.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Board of Directors of the Surviving Corporation or the Merged Corporation at any time prior to the time the Merger is filed with the Secretary of State. This Plan may be amended by the Board of Directors of the Surviving Corporation or the Merged Corporation at any time prior to the time this Plan or a Merger is filed with the Secretary of State, provided that an amendment made subsequent to the adoption of this Plan by the stockholders of the Surviving Corporation or the Merged Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of the Surviving Corporation or the Merged Corporation, (2) alter or change any term of the Amended and Restated Certificate of Incorporation of the Surviving Corporation, or (3) alter or change any of the terms and

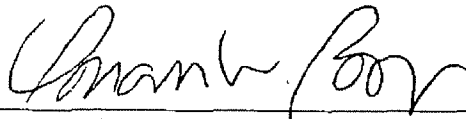
conditions of this Plan if such alteration or change would adversely affect the holders of any class or series thereof of the Surviving Corporation or the Merged Corporation.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of the Surviving Corporation and the sole stockholder and Board of Directors of the Merged Corporation, have caused this Plan to be executed this 1st day of December, 2005.

NOVEON, INC.

By: 
Donald W. Bogus, President

CARROLL SCIENTIFIC, INC.

By: 
Donald W. Bogus, Senior Vice President

Delaware

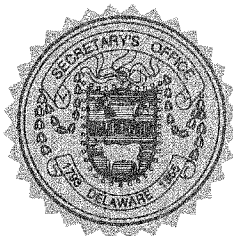
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CARROLL SCIENTIFIC, INC.", A ILLINOIS CORPORATION, WITH AND INTO "NOVEON, INC." UNDER THE NAME OF "NOVEON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2005, AT 6:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.



3311450 8100M

060018728

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4434723

DATE: 01-09-06

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**CERTIFICATE OF MERGER
OF
CARROLL SCIENTIFIC, INC.
INTO
NOVEON, INC.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Noveon, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Carroll Scientific, Inc., an Illinois corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Noveon, Inc., a Delaware corporation.

FOURTH: The Restated Certificate of Incorporation of Noveon, Inc., a Delaware corporation, which will survive the merger, shall be the Restated Certificate of Incorporation of the surviving corporation.

FIFTH: Carroll Scientific, Inc., an Illinois corporation and the corporation merging into Noveon, Inc., is authorized to issue 1,000 shares of common stock, no par value.

SIXTH: This Certificate of Merger shall be effective on December 31, 2005. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on December 31, 2005.

SEVENTH: The executed Agreement of Merger is on file at 9911 Brecksville Road, Cleveland, Ohio 44141, the place of business of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

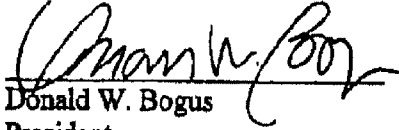
IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, this 18th day of December, 2005.

NOVEON, INC.

By:

Name: Donald W. Bogus

Title: President

A handwritten signature in black ink, appearing to read "Donald W. Bogus", written over a horizontal line.