

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Plastocel, Inc.		12/16/2010	CORPORATION: CONNECTICUT
<b>RECEIVING PARTY DATA</b>			
Name:	Sealed Air Corporation (US)		
Street Address:	200 Riverfront Boulevard		
City:	Elmwood Park		
State/Country:	NEW JERSEY		
Postal Code:	07407		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	77864488	PLASTOCEL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(201)703-4113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	201-703-4181		
Email:	trademarks@sealedair.com		
Correspondent Name:	Sealed Air Corporation (US)		
Address Line 1:	200 Riverfront Boulevard		
Address Line 4:	Elmwood Park, NEW JERSEY 07407		
ATTORNEY DOCKET NUMBER:	4798		
NAME OF SUBMITTER:	H. Katherine White		
Signature:	/H.Katherinewhite/		

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**TRADEMARK**  
 REEL: 004459 FRAME: 0846

Date:

01/25/2011

**Total Attachments: 3**

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**Certificate of Ownership and Merger  
And  
Plan of Merger  
Merging**

**Plastocel, Inc.**  
(a Connecticut corporation)

**Into**

**Sealed Air Corporation (US)**  
(a Delaware corporation)

**Pursuant To  
Section 253 of the Delaware General Corporation Law  
and  
Sections 33-600 to 33-998, inclusive of the Connecticut Business Corporation Act**

Sealed Air Corporation (US), a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: The Corporation was incorporated on the 17th day of February, 1969 pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns all of the outstanding shares of each class of the capital stock of Plastocel, Inc., a corporation incorporated on the 8th day of November, 2001 pursuant to the laws of the State of Connecticut ("Plastocel").

THIRD: The Corporation by the following resolutions of its Board of Directors duly adopted on the 16th of December, 2010, which resolutions have not been amended or modified and remain in full force and effect, determined to and does merge with and into itself said Plastocel on the terms and conditions set forth in such resolutions:

RESOLVED that the Corporation merge, and it hereby does merge, its wholly owned subsidiary, Plastocel, with and into the Corporation, and assume all of the obligations and liabilities of said corporation.

RESOLVED that prior to effecting the foregoing merger, the Corporation be, and it hereby is, authorized to qualify to do business in the State of Connecticut in accordance with the provisions of the Connecticut Business Corporation Act.

RESOLVED that such merger shall be effective at 5:00 P.M., Eastern Standard Time, on December 31, 2010.

RESOLVED that the officers of the Corporation shall be, and each hereby is, authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Plastocel with and into this Corporation and to assume the liabilities and obligations of such corporation, and the date of the adoption thereof, and to cause the same to be filed with the office of the Secretary of State of the State of Delaware and a certified copy thereof recorded in the Office of the Recorder of Deeds of New Castle County and to make and execute and cause to be filed with the Secretary of State of the State of Connecticut a Certificate of Merger pursuant to the laws of the State of Connecticut and to do all acts and things whatsoever, whether within or without the State of Delaware or the State of Connecticut, as may to any of them upon the advice of counsel seem appropriate in connection with or in furtherance of any of the matters, transactions or agreements referred to or contemplated by the foregoing resolutions.

FOURTH: The Corporation, as the sole shareholder of Plastocel, has approved the merger of its wholly owned subsidiary, Plastocel, with and into the Corporation, and assumes all of the obligations and liabilities of said corporation.

FIFTH: The merger shall become effective at 5:00 P.M., Eastern Standard Time, on December 31, 2010.

*[Signature Page Follows]*

IN WITNESS WHEREOF, said Sealed Air Corporation (US) has caused this Certificate to be signed by David H. Kelsey, its authorized officer, this 16<sup>th</sup> day of December, 2010.

SEALED AIR COPORATION (US)

By: *DKelsey*  
David H. Kelsey  
Vice President & Chief  
Financial Officer