

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006
CONVEYING PARTY DATA	
Name	Execution Date
Chemtura USA Corporation	12/18/2006
RECEIVING PARTY DATA	
Name:	Chemtura Corporation
Street Address:	199 Benson Road
City:	Middlebury
State/Country:	CONNECTICUT
Postal Code:	06749
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6926767
CORRESPONDENCE DATA	
Fax Number:	(202)339-8287
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	jeff.morgan@kattenlaw.com
Correspondent Name:	Katten Muchin Rosenman LLP
Address Line 1:	2900 K Street, N.W.
Address Line 2:	Suite 200
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-5118
ATTORNEY DOCKET NUMBER:	338004-30009
NAME OF SUBMITTER:	Jeffrey Morgan
Total Attachments: 7 source=ChemturaUSA-Chemtura#page1.tif source=ChemturaUSA-Chemtura#page2.tif source=ChemturaUSA-Chemtura#page3.tif	

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**PLAN OF MERGER OF  
CHEMTURA USA CORPORATION  
WITH AND INTO  
CHEMTURA CORPORATION**

This PLAN OF MERGER (this "Plan"), dated as of December 31, 2006, sets forth the terms of the merger (the "Merger") of CHEMTURA USA CORPORATION, a New Jersey corporation ("Chemtura USA"), with and into CHEMTURA CORPORATION, a Delaware corporation (the "Parent"), pursuant to the provisions of the Delaware General Corporation Law, as amended (the "DGCL"), including, without limitation, Section 253 of the DGCL.

Immediately prior to the adoption of this Plan and at all times thereafter until the Effective Time (as defined below), the Parent owned and will continue to own 100% of the issued and outstanding shares of the capital stock of Chemtura USA.

1. Effective Time. As used in this Plan, the term "Effective Time" shall mean 11:59 p.m., Eastern Standard Time, on December 31, 2006.

2. The Merger. At the Effective Time, Chemtura USA shall merge with and into the Parent, the Parent shall absolutely and unconditionally assume all of the liabilities and obligations of Chemtura USA and the separate corporate existence of Chemtura USA shall thereupon cease. The Parent shall be the surviving corporation in the Merger (sometimes referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Parent with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 259 of the DGCL.

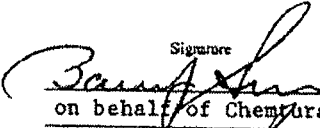

3. Terms of the Merger. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person, each share of capital stock of Chemtura USA issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired without payment of any consideration therefor, and shall cease to exist.

4. Certificate of Incorporation; By-laws. The certificate of incorporation and by-laws of the Parent immediately prior to the Effective Time shall be the certificate of incorporation and by-laws of the Surviving Corporation and thereafter may be amended as provided in accordance with applicable law.

5. Board of Directors and Officers. The initial directors and officers of the Surviving Corporation shall consist of the directors and officers of the Parent immediately prior to the Effective Time.

Certificate of Merger/Consolidation  
UMC-2  
Page 2

7. Effective Date (see inst.): December 31, 2006 at 11:59 p.m. Eastern Standard Time

Signature	Name	Title	Date
	Barry J. Shainman	Vice President	12/18/06
	on behalf of Chemtura USA Corporation	and Secretary	
	Barry J. Shainman	Vice President	12/18/06
	on behalf of Chemtura Corporation	and Secretary	

\*\*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

# Delaware

PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"CHEMTURA USA CORPORATION", A NEW JERSEY CORPORATION,  
WITH AND INTO "CHEMTURA CORPORATION" UNDER THE NAME OF  
"CHEMTURA CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2006, AT  
2:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

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061157887



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5288586

DATE: 12-18-06

FROM CORPORATION TRUST 302-655-2480

(MON) 12/18/06 9:49/ST. 9:48/NO. 4862069887 ? 3

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:52 PM 12/18/2006  
FILED 02:50 PM 12/18/2006  
SRV 061157887 - 3046078 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
CHEMTURA USA CORPORATION  
WITH AND INTO  
CHEMTURA CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law

Chemtura Corporation, a Delaware corporation (the "Corporation"), which desires to merge Chemtura USA Corporation, a New Jersey corporation and a wholly owned subsidiary of the Corporation ("Chemtura USA"), with and into the Corporation on the terms set forth below, pursuant to the provisions of Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), DOES HEREBY CERTIFY AS FOLLOWS:

**FIRST:** That the Corporation owns 100% of the outstanding shares of capital stock of Chemtura USA.

**SECOND:** That the Corporation's board of directors, by the resolutions set forth below, which were adopted at a meeting of the board of directors on December 8, 2006, determined to merge Chemtura USA with and into itself:

WHEREAS, there has been presented to the Board of Directors (the "Board") of Chemtura Corporation (the "Corporation"), a proposal to effect a corporate restructuring (the "Restructuring") involving the Corporation and certain of the Corporation's direct and indirect subsidiaries; and

WHEREAS, as part of the Restructuring, Chemtura USA Corporation, a New Jersey corporation, will be merged with and into the Corporation, with the Corporation continuing as the surviving entity pursuant to Section 253 of the Delaware General Corporation Law ("Section 253 Merger"); and

WHEREAS, the Corporation owns beneficially and of record 100% of the issued and outstanding shares of capital stock of Chemtura USA Corporation; and

WHEREAS, the Board deems it desirable and in the best interest of the Corporation to proceed with the Restructuring, including the Section 253 Merger;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the Restructuring and authorizes the President, Chief Executive Officer and Chairman of the Board; any Executive Vice President; any Senior Vice President; the Secretary; any Assistant Secretary and any other Vice President of the Corporation (the "Authorized Officers"), in the name and on behalf of the Corporation (including in its capacity as a stockholder of any subsidiary involved in the Restructuring), to take such actions and to execute and deliver any

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agreement, consent, notice, certificate, instrument or other document necessary or appropriate to consummate the Restructuring, in such form as the Authorized Officer performing or executing the same may approve, the performance or execution thereof by such Authorized Officer to be conclusive evidence of the approval thereof by such Authorized Officer; and be it further

RESOLVED, that, in accordance with the Delaware General Corporation Law, as amended (the "DGCL") (including Section 253 of the DGCL), the Board hereby authorizes, adopts and approves in all respects the Section 253 Merger; and be it further

RESOLVED, that the Section 253 Merger shall become effective at 11:59 p.m., Eastern Standard Time, on December 31, 2006, or at such other date or time as any Authorized Officer may deem necessary or appropriate (the "Effective Time"); and be it further

RESOLVED, that at the Effective Time, automatically by virtue of the Section 253 Merger and without any action on the part of any party or other person, each share of capital stock of Chemtura USA Corporation issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired without payment of any consideration therefore, and shall cease to exist; and be it further

RESOLVED, that the Authorized Officers are each hereby authorized, in the name and on behalf of the Corporation, to execute any Certificate of Ownership and Merger to be filed with the Office of the Delaware Secretary of State and to execute and deliver any such other certificates, instruments or documents, if any, as any of such Authorized Officers may deem necessary or appropriate to consummate the Section 253 Merger; and be it further

RESOLVED, that at any time prior to the Effective Time, the Board may determine not to effect the Section 253 Merger; and be it further

RESOLVED, that the Authorized Officers of the Corporation are each hereby authorized to take from time to time, in the name and on behalf of the Corporation, such actions and to execute and deliver from time to time, in the name and on behalf of the Corporation, any agreement, consent, notice, certificate, instrument or other document necessary as may be required or as such officer may deem necessary, advisable or proper in order to carry out the purposes and intent of the foregoing resolutions, all such acts and things done or caused to be done, and all such agreements, consents, notices, certificates, instruments or other documents necessary, to be performed, executed and delivered in such form as the Authorized Officer performing or executing the same may approve, the performance or execution thereof by such Authorized Officer to be conclusive evidence of the approval thereof by such Authorized Officer; and be it further

RESOLVED, that any and all action heretofore or hereafter taken by any Authorized Officer of the Corporation in accordance with the foregoing resolutions is hereby approved, ratified and confirmed as the act and deed of the Corporation.

THIRD: That the Corporation does hereby merge Chemtura USA with and into the Corporation, with the Corporation being the surviving corporation of the merger.

FOURTH: That the name of the surviving corporation in the merger is:

Chemtura Corporation

FIFTH: That the merger shall be effective at 11:59 p.m., Eastern Standard Time, on December 31, 2006 (the "Effective Time").

SIXTH: The Corporation's board of directors may determine not to effect the merger at any time prior to the Effective Time, and the Corporation will file a Certificate of Termination of Merger prior to the in the event such determination is made.

*[The remainder of this page intentionally left blank.]*



FROM CORPORATION TRUST 302-655-2480

(MON) 12.18.06 9:49/ST. 9:48/NO. 4862069887 P 6

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of this 18<sup>th</sup> day of December, 2006.

CHEMTURA CORPORATION,  
a Delaware corporation

By: 

Name: Barry J. Sheehan

Title: Vice President and Secretary

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