

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2012
CONVEYING PARTY DATA	
Name	Execution Date
Kaneka Texas Corporation	03/12/2012
RECEIVING PARTY DATA	
Name:	Kaneka Americas Holding, Inc.
Street Address:	6250 Underwood Road
City:	Pasadena
State/Country:	TEXAS
Postal Code:	77507
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7019074
CORRESPONDENCE DATA	
Fax Number:	2022204201
Phone:	2022204200
Email:	tjordan@kenyon.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Kenyon & Kenyon LLP
Address Line 1:	1500 K Street, N.W., Suite 700
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005
ATTORNEY DOCKET NUMBER:	12523/8
NAME OF SUBMITTER:	Tammy L. Jordan
Total Attachments: 5 source=Cert of Merger_ 12523_8#page1.tif source=Cert of Merger_ 12523_8#page2.tif source=Cert of Merger_ 12523_8#page3.tif source=Cert of Merger_ 12523_8#page4.tif source=Cert of Merger_ 12523_8#page5.tif	

OP \$40.00 7019074

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Kaneka New York Holding Company, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

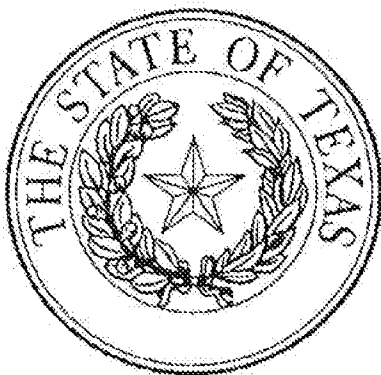
Kaneka Americas Holding, Inc.
[Prior Name : KANEKA TEXAS CORPORATION]
Domestic For-Profit Corporation
[File Number: 60686100]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 03/12/2012

Effective: 04/01/2012



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Phone: (512) 463-5555
Prepared by: Lisa Jones

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
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PATENT
REEL: 028757 FRAME: 0371

Form 622

(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: see instructions

**Certificate of Merger
Combination Merger
Business Organizations Code**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
MAR 12 2012
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1Kaneka Texas Corporation*Name of Organization*The organization is a For-Profit Corporation*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

TexasUSAThe file number, if any, is 60686100*State**Country**Texas Secretary of State file number*Its principal place of business is 6161 Underwood RoadPasadenaTX*Address**City**State*☒ The organization will survive the merger. ☐ The organization will not survive the merger.☒ The plan of merger amends the name of the organization. The new name is set forth below.Kaneka Americas Holding, Inc.*Name as Amended***Party 2**Kaneka New York Holding Company, Inc.*Name of Organization*The organization is a For-Profit Corporation*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

DelawareUSA

The file number, if any, is _____

*State**Country**Texas Secretary of State file number*Its principal place of business is 546 Fifth AvenueNew YorkNY*Address**City**State*☐ The organization will survive the merger. ☒ The organization will not survive the merger.☐ The plan of merger amends the name of the organization. The new name is set forth below.*Name as Amended***Party 3***Name of Organization*

The organization is a _____

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of _____

The file number, if any, is _____
State Country Texas Secretary of State file number
Its principal place of business is _____
Address City State
☐ The organization will survive the merger. ☐ The organization will not survive the merger.
☐ The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

☐ The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. ☒ The plan of merger effected changes or amendments to the certificate of formation of:

Kaneka Texas Corporation

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

The business address of the registered agent and the registered office address is changed to:

6250 Underwood Road, Pasadena, TX 77507.

4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

☐ The approval of the owners or members of _____
Name of domestic entity
was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: April 1, 2012

C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

☒ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: March 12, 2012

Kaneka Texas Corporation

Merging Entity Name



Signature of authorized person (see instructions)

Shinji Mizusawa

Printed or typed name of authorized person

Kaneka New York Holding Company, Inc.

Merging Entity Name


Signature of authorized person (see instructions)

Minoru Tanaka

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person