

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5129123

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME	
EFFECTIVE DATE:	04/21/2017	
CONVEYING PARTY DATA		
	Name	Execution Date
	CHEMTURA CORPORATION	04/21/2017
NEWLY MERGED ENTITY DATA		
	Name	Execution Date
	LANXESS SOLUTIONS US INC.	04/21/2017
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)		
Name:	LANXESS SOLUTIONS US INC.	
Street Address:	199 BENSON ROAD	
City:	MIDDLEBUEY	
State/Country:	CONNECTICUT	
Postal Code:	06749	
PROPERTY NUMBERS Total: 15		
Property Type	Number	
Application Number:	62427412	
Application Number:	10168405	
Application Number:	09535217	
Application Number:	09637791	
Application Number:	09754932	
Application Number:	10091209	
Application Number:	09872191	
Application Number:	09943635	
Application Number:	09996774	
Application Number:	09996775	
Application Number:	09996728	
Application Number:	10771780	
Application Number:	10014911	
Application Number:	10060360	
Application Number:	10194413	

PATENT

CORRESPONDENCE DATA**Fax Number:**

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 203-573-2960
Email: patentmail-us@lanxess.com
Correspondent Name: NICANOR KOHNCKE
Address Line 1: 199 BENSON ROAD
Address Line 4: MIDDLEBURY, CONNECTICUT 06749

ATTORNEY DOCKET NUMBER:	CK US PROJECT FOUR
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NAME OF SUBMITTER:	NICANOR KOHNCKE
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SIGNATURE:	/Nicanor Kohncke/
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DATE SIGNED:	09/07/2018
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Total Attachments: 9

source=2018 LANXESS CHEMTURA CORPORATE CERTIFICATE Certified_Copy#page1.tif
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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:

"LANXESS SOLUTIONS US INC.", A DELAWARE CORPORATION,
WITH AND INTO "CHEMTURA CORPORATION" UNDER THE NAME OF
"LANXESS SOLUTIONS US INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D.
2017, AT 8:05 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3046078 8100M
SR# 20185393317

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202968474
Date: 06-27-18

PATENT
REEL: 046810 FRAME: 0467

CERTIFICATE OF MERGER
OF
LANXESS SOLUTIONS US INC.
INTO
CHEMTURA CORPORATION

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

April 21, 2017

Chemtura Corporation, a Delaware corporation (the "Company") does hereby
certify:

FIRST: The names and states of incorporation of the constituent corporations to
this merger (the "Constituent Corporations") are as follows:

LANXESS Solutions US Inc.
Chemtura Corporation

Delaware
Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 25, 2016 (the
"Merger Agreement"), among the Company, Lanxess Deutschland GmbH, a limited liability
company formed under the laws of Germany ("Parent"), and LANXESS Solutions US Inc. (f/k/a
LANXESS Additives Inc.), a Delaware corporation and an indirect wholly owned subsidiary of
Parent, has been approved, adopted, executed and acknowledged by each of the Constituent
Corporations in accordance with Section 251 of the General Corporation Law of the State of
Delaware.

THIRD: The name of the surviving corporation of the Merger (the "Surviving
Corporation") is Chemtura Corporation, except that at the time of the Merger it shall be changed to
LANXESS Solutions US Inc.

FOURTH: The merger herein certified shall be effective as of the time of the filing
of this Certificate of Merger.

FIFTH: Upon the effectiveness of the merger, the Restated Certificate of
Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as
set forth in Exhibit A attached hereto.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving
Corporation, 199 Benson Road, Middlebury, Connecticut 06762. A copy of the Merger
Agreement will be provided by the Surviving Corporation, upon request and without cost, to any
stockholder of either constituent corporation.

IN WITNESS WHEREOF, Chemtura Corporation has caused this
Certificate of Merger to be executed in its corporate name as of the date first written
above.

CHEMTURA CORPORATION

By: 
Name: Billie S. Flaherty
Title: Executive Vice President
and General Counsel

{Signature Page to Certificate of Merger}

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LANXESS SOLUTIONS US INC.

FIRST: The name of the corporation is LANXESS Solutions US Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock each having a par value of one cent (\$0.01).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) Limitation of Liability. (a) To the fullest extent permitted by the GCL as it now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the

Corporation to provide broader exculpation rights than permitted prior thereto), no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation or its stockholders. (b) Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring at or prior to the time of such repeal or modification.

(5) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as an employee or agent of the Corporation or as a director, officer, partner, member, trustee, administrator, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the GCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, excise taxes or penalties under the Employee Retirement Income Security Act of 1974, as amended from time to time ("ERISA"), penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Section 6 of this ARTICLE FIFTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 5 of this ARTICLE FIFTH shall be a contract right and shall include the obligation of the Corporation to pay the expenses incurred in defending any such proceeding in advance of its final disposition (an "advance of expenses"); provided, however, that an advance of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an

undertaking (an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 5 or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification and advancement of expenses to employees and agents of the Corporation with the same or lesser scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

(6) Any indemnification of a director or officer of the Corporation or advance of expenses (including attorneys' fees, costs and charges) under Section 5 of this ARTICLE FIFTH shall be made promptly, and in any event within forty-five days (or, in the case of an advance of expenses, twenty days, provided that the director or officer has delivered the undertaking contemplated by Section 5 of this ARTICLE FIFTH), upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this ARTICLE FIFTH is required, and the Corporation fails to respond within sixty days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advance of expenses, in whole or in part, or if payment in full pursuant to such request is not made within forty-five days (or, in the case of an advance of expenses, twenty days, provided that the director or officer has delivered the undertaking contemplated by Section 5 of this ARTICLE FIFTH), the right to indemnification or advances as granted by this ARTICLE FIFTH shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any action by a director or officer for indemnification or the advance of expenses (other than an action brought to enforce a claim for the advance of expenses where the undertaking required pursuant to Section 5 of this ARTICLE FIFTH, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the GCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth in the GCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of

conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. The procedure for indemnification of other employees and agents for whom indemnification and advancement of expenses is provided pursuant to Section 5 of this ARTICLE FIFTH shall be the same procedure set forth in this Section 6 for directors or officers, unless otherwise set forth in the action of the Board of Directors providing indemnification and advancement of expenses for such employee or agent.

(7) Any person serving as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise, at least 50% of whose equity interests are owned by the Corporation (a "subsidiary" for this ARTICLE FIFTH) shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

(8) Persons who after the date of the adoption of this provision become or remain directors or officers of the Corporation or who, while a director or officer of the Corporation, become or remain a director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnity, advance of expenses and other rights contained in this ARTICLE FIFTH in entering into or continuing such service. The rights to indemnification and to the advance of expenses conferred in this ARTICLE FIFTH shall apply to claims made against an indemnitee arising out of acts or omissions which occurred or occur both prior and subsequent to the adoption hereof.

(9) The rights to indemnification and to the advance of expenses conferred in this ARTICLE FIFTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation or under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise. All rights to indemnification under this ARTICLE FIFTH shall be deemed to be a contract between the Corporation and each director or officer of the Corporation who serves or served in such capacity at any time while this ARTICLE FIFTH is in effect. Any repeal or modification of this ARTICLE FIFTH or any repeal or modification of relevant provisions of the Delaware General Corporation Law or any other applicable laws shall not in any way diminish any rights to indemnification and advancement of expenses of such director or officer or the obligations of the Corporation arising hereunder with respect to any proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such repeal or modification.

(10) For purposes of this ARTICLE FIFTH, references to the "Corporation" shall include, in addition to the resulting corporation, any

constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this ARTICLE FIFTH with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

(11) If this ARTICLE FIFTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and advance expenses to each person entitled to indemnification under Section 2 of this ARTICLE FIFTH as to all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, ERISA excise taxes and penalties, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person and for which indemnification or advancement of expenses is available to such person pursuant to this ARTICLE FIFTH to the fullest extent permitted by any applicable portion of this ARTICLE FIFTH that shall not have been invalidated and to the fullest extent permitted by applicable law.

(12) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

(13) The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was or has agreed to become a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the GCL.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.