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To the Honorable Commissioner of

attached original documents or copy thereof.

101028982

1. Name of conveying party(ies):

DSM Engineering Plastic Products, Inc.
119 Salisbury Road
Sheffield, MA 01257

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 1, 1999

2. Name and address of receiving party(ies)

Name: Omega Acquisition Corp.

Internal Address:

Street Address: 1884 Miles Avenue

City: Elkhart State: IN ZIP: 46514

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1,550,984 VIVAK
- 1,547,378 HYZOD
- 1,901,222 HYGARD

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Fred Carl III

Internal Address: C29.1E.1

Street Address: 1884 Miles Avenue

05/03/1999 DNGUYEN 00000216 1550984

01 FC:481 40.00 DP
02 FC:482 50.00 DP
City: Elkhart, State: IN ZIP: 46514

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Paul R. Berry, Vice President
Name of Person Signing

Signature

4/22/99
Date

Total number of pages including cover sheet, attachments, and document:

10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

4-29-99

TRADEMARK ASSIGNMENT
(U.S.)

WHEREAS, D.S.M. Engineering Plastics Products, Inc., a Massachusetts corporation, successor by operation of law to Sheffield Plastics, Inc., having its primary place of business at 119 Salisbury Road, Sheffield, Massachusetts 01257 ("ASSIGNOR") is the owner of certain trademarks and of the following United States trademark registrations:

<u>Trademark</u>	<u>Registration Number</u>
VIVAK	1,550,984
HYZOD	1,547,378
HYGARD	1,901,222

WHEREAS, Omega Acquisition Corp, a Delaware corporation, having an office at 1884 Miles Avenue, Elkhart, Indiana 46514 ("ASSIGNEE") is acquiring the ongoing business of the ASSIGNOR under and pursuant to that certain Agreement for the Sale and Purchase of Assets and Liabilities of the Sheet Business between ASSIGNOR and ASSIGNEE dated February 5, 1999 (the "Asset Purchase Agreement"); and

WHEREAS, ASSIGNEE desires to acquire the trademarks and the trademark registrations for the trademarks identified above;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to said trademarks, together with the goodwill of the business symbolized by said trademarks, the business symbolized by said trademarks, said assignment being made in conformity with, under and subject to all of the terms, conditions and limitations set forth in the Asset Purchase Agreement. Nothing contained herein shall be deemed to amend, expand, limit or otherwise modify the rights of the parties under and pursuant to the Asset Purchase Agreement.

Dated this 1st day of April, 1999

D.S.M. Engineering Plastic Products, Inc. (ASSIGNOR)

By: _____

Title: President

SPCA-1207 (12-88)

OFFICIAL USE ONLY DO NOT WRITE IN THIS SPACE									
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LICENSE NUMBER									
B	U	S	H	,	A	P	P	L	
NAME				CODE			INITIALS		

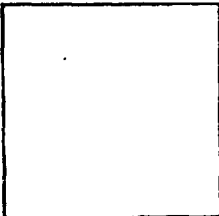
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF PROFESSIONAL AND OCCUPATIONAL AFFAIRS
BUSINESS LICENSING DIVISION



STATE REGISTRATION BOARD
FOR PROFESSIONAL ENGINEERS
POST OFFICE BOX 2649, HARRISBURG, PA 17105-2649

CORPORATE OR FICTITIOUS NAME REGISTRATION APPLICATION

1. Name of business: DSM ENGINEERING PLASTIC PRODUCTS, INC.
2. Name is (check one): CORPORATE NAME FICTITIOUS NAME
3. Name, license number and address of person who is a PRINCIPAL in the business and is registered as a Professional Engineer or Land Surveyor in Pennsylvania.

Name JAMES D BUSH 4. 

License Number PE-024505-E 9-30-97

Address 152 CASTLETON DR.
SHILLINGTON, PA 19607

5. Affidavit:

State of Pennsylvania
County of Berks

Before me the subscriber personally appeared James D. Bush to me known, who being duly sworn according to law, does depose and say that the information contained herein is true and correct to the best of my knowledge and belief.

Sworn and subscribed before me this 19th day of October, 1995.

Pauline S. Francis
(Notary Public's Signature)

James D. Bush
(Applicant's Signature)

OFFICIAL USE ONLY #10236

CERTIFICATE OF APPROVAL FOR Corporate NAME James D. Bush DATE 11/15/95

This is to certify that James D. Bush listed as a PRINCIPAL of DSM ENGINEERING PLASTIC PRODUCTS INC. is registered with the Board as Professional Engineer PE-024505-E or Land Surveyor and therefore, the use of the aforementioned name is hereby approved.

Thomas D. Halks REVIEWING OFFICER
STATE REGISTRATION BOARD FOR
PROFESSIONAL ENGINEERS

SUBMIT APPROVED FORM TO CORPORATION BUREAU

**PLAN OF REORGANIZATION AND
AGREEMENT OF MERGER
of
THE POLYMER CORPORATION (Pennsylvania)
and
SHEFFIELD PLASTICS, INC. (Massachusetts)**

THIS PLAN OF REORGANIZATION AND AGREEMENT OF MERGER is adopted as of this 16th day of October, 1995, by THE POLYMER CORPORATION ("POLYMER"), a Pennsylvania corporation with principal place of business at Reading, PA; and SHEFFIELD PLASTICS, INC. ("SHEFFIELD"), a Massachusetts corporation with principal place of business at Sheffield, Massachusetts.

WHEREAS, SHEFFIELD is a corporation duly organized and validly existing under the laws of the State of Massachusetts and is a wholly-owned subsidiary of DSM Engineering Plastic Products Holding Company ("DEPPHC"); and

WHEREAS, POLYMER is a corporation organized and validly existing under the laws of the State of Pennsylvania and is a wholly-owned subsidiary of DEPPHC; and

WHEREAS, the Board of Directors of SHEFFIELD and POLYMER deem it advisable and for the benefit of each corporation and their respective shareholders that SHEFFIELD merge into POLYMER;

NOW THEREFORE, SHEFFIELD (hereinafter referred to as the "Merged Corporation") shall merge itself into and with POLYMER (hereinafter referred to as the "Surviving Corporation"), the corporate existence of which shall be continued under the name "DSM Engineering Plastic Products, Inc.", and thereafter the individual existence of the Merged Corporation shall cease. The terms and conditions of the merger hereby adopted and the mode of carrying the same into effect shall be as follows:

1. The Merged Corporation is: **Sheffield Plastics, Inc.**
2. The Surviving Corporation is: **The Polymer Corporation**. The name of the Surviving Corporation shall be changed to **DSM Engineering Plastic Products, Inc.** by amending the Certificate of Incorporation of the Surviving Corporation.
3. The acts and things required to be done by the laws of the States of Pennsylvania and Massachusetts in order to make this Plan of

Reorganization and Agreement of Merger effective shall be attended to and done by the proper officers of the two corporations as soon as practicable.

4. The Certificate of Incorporation of the Surviving Corporation, as amended, shall continue in force and effect as the Certificate of Incorporation of the Surviving Corporation.
5. Upon the merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers, and franchises of a public as well as of a private nature, of each of the Surviving Corporation and the Merged Corporation; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merged Corporation theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Merged Corporation or the Surviving Corporation shall not revert or be in any way impaired by reason of such merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations, and penalties of each of the Merged Corporation and the Surviving Corporation; and any claim existing or action or proceeding, civil or criminal, pending by or against either of such corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgement rendered against either of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Merged Corporation or the Surviving Corporation shall be impaired by such merger.
6. Upon the merger becoming effective, all of the shares of capital stock of the of the Merged Corporation, as previously issued to the sole shareholder, DEPPHC, shall be cancelled. The shares of capital stock of the Surviving Corporation, as issued to the sole shareholder DEPPHC, shall be exchanged for new shares of capital stock of the Surviving Corporation which shall reflect the new name of the Surviving Corporation with all of the assets and liabilities of the Merged Corporation. The existing shares of the Surviving Corporation, which are received in the exchange, shall then be cancelled.
7. The assets and liabilities of the Merged Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merged Corporation immediately prior to the merger; and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Merged Corporation and the Surviving Corporation; and there shall be made such other appropriate entries

consistent with sound accounting principles and practices as may be required.

8. The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
9. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
10. The effective date of this merger shall be January 1, 1996.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on the Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of these corporations as of this 16th day of October, 1995.

SURVIVING CORPORATION:
THE POLYMER CORPORATION

By: Jerry L. Thurston
J. L. Thurston, President

ATTEST:

Kenneth J. Carlson, Jr.
Kenneth J. Carlson, Jr., Secretary
[Corporate Seal]

MERGED CORPORATION:
SHEFFIELD PLASTICS, INC.

By: Dennis D. Duff
Dennis D. Duff, President

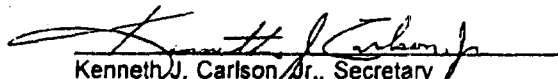
ATTEST:

David L. Martin, Secretary
[Corporate Seal]

CERTIFICATE OF THE SECRETARY
OF
THE POLYMER CORPORATION

I, Kenneth J. Carlson, Jr., Secretary of THE POLYMER CORPORATION, (the "Corporation"), a corporation organized and existing under the laws of the State of Pennsylvania, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of SHEFFIELD PLASTICS, INC., a Massachusetts corporation, was duly adopted by the unanimous written consent of the Corporation's board of directors and of the sole stockholder holding all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of the Corporation and the duly adopted agreement and act of the Corporation on October 16, 1995.


WITNESS my hand on this 16 day of October, 1995.


Kenneth J. Carlson, Jr., Secretary
THE POLYMER CORPORATION

CERTIFICATE OF THE SECRETARY
OF
SHEFFIELD PLASTICS, INC.

I, David L. Martin, Secretary of SHEFFIELD PLASTICS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Massachusetts, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of THE POLYMER CORPORATION, was duly adopted by the unanimous written consent of the Corporation's board of directors and of the sole shareholder holding all of the issued and outstanding shares of the capital stock of the Corporation, which Agreement of Merger was thereby adopted as the act of the shareholder of the Corporation and the duly adopted agreement and act of the Corporation on October 16, 1995.

WITNESS my hand on this 16 day of OCTOBER, 1995.



David L. Martin, Secretary
SHEFFIELD PLASTICS, INC.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 01, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

DSM ENGINEERING PLASTIC PRODUCTS, INC.

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

ACTING

Secretary of the Commonwealth

DPOS