

05-08-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Offices
TRADEMARK

101706107
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4.27.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original documents(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail Documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002289 FRAME: 0026

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

860-275-8200

Name

John A. Schuster, Esq.

Address (line 1)

Robinson & Cole LLP

Address (line 2)

280 Trumbull Street

Address (line 3)

Hartford, CT 06103

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

1

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1647206		

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

18-1685

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

John A. Schuster

Name of Person Signing

Signature

4/25/01

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

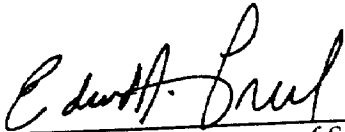
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROMPTON & KNOWLES CORPORATION", A MASSACHUSETTS CORPORATION,

WITH AND INTO "CK WITCO CORPORATION" UNDER THE NAME OF "CK WITCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.




Edward J. Freel, Secretary of State

3046078 8330

001618200

AUTHENTICATION: 0845303

DATE: 12-11-00

TRADEMARK
REEL: 002289 FRAME: 0028

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 09/01/1998
991363829 - 3046078

**CERTIFICATE OF MERGER
CROMPTON & KNOWLES CORPORATION**

INTO

CK WITCO CORPORATION

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Crompton & Knowles Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Crompton"), and CK Witco Corporation, a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Crompton ("CK Witco"), do hereby certify to the following facts relating to the merger (the "Merger") of Crompton with and into CK Witco.

FIRST: The name and state of incorporation of each constituent entity that is a party to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Crompton & Knowles Corporation	Massachusetts
CK Witco Corporation	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of May 31, 1999, as amended (the "Agreement"), by and among Crompton, CK Witco, and Witco Corporation, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(e) of the DGCL.

THIRD: The name of the surviving corporation, which shall be a Delaware corporation, is "CK Witco Corporation" (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation of CK Witco.

FIFTH: The authorized capital stock of Crompton & Knowles Corporation, the Massachusetts corporation, consists of 250,000,000 shares of Common Stock, par value \$1.10 per share, and 250,000 shares of Preferred Stock, without par value.

SIXTH: The executed Agreement is on file at the office of the Surviving Corporation at the following address:

CK Witco Corporation
One Station Place, Metro Center
Stamford, Connecticut 06902

Sent. By: INCORPORATING SERVICES LTD;

302 678 0789;

Sep-1-99 2:23PM;

Page 4

SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Crompton and CK Witco have caused this Certificate of Merger to be duly executed as of this 1st day of September, 1999, to be effective at 4:30 p.m. on September 1, 1999.

ATTEST:

CROMPTON & KNOWLES CORPORATION

By: [Signature]
Name: John T. Ferguson II
Title: Vice President, General Counsel and Secretary

By: [Signature]
Name: Vincent A. Calarco
Title: Chairman of the Board, President and Chief Executive Officer

ATTEST:

CK WITCO CORPORATION

By: [Signature]
Name: John T. Ferguson II
Title: Senior Vice President, General Counsel and Secretary

By: [Signature]
Name: Vincent A. Calarco
Title: President and Chief Executive Officer

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *MERGER (General Laws, Chapter 156B, Section 79)

merger of

CROMPTON & KNOWLES CORPORATION,
a Massachusetts corporation

and

CK WITCO CORPORATION,
a Delaware corporation

the constituent corporations, into

CK WITCO CORPORATION

one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the merger determined pursuant to the agreement of merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)
The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

N/A

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

C
P
M
A

*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

RECEIVED
SECRETARY OF THE COMMONWEALTH
99 SEP -1 12 11:16

Examiner

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

TYPE	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common		Common:		
Preferred		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned, Vice President and Assistant Clerk of Crompton & Knowles Corporation, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

[Signature] Vice President
John T. Ferguson II

[Signature] Assistant Clerk
Barry J. Shainman

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Vice President and †† Assistant Secretary of CK Witco Corporation, a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

† [Signature]
John T. Ferguson II
†† [Signature]
Barry J. Shainman

*Delete the inapplicable words
† Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
†† Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of _____ Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 ____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone: _____