

IN THE CIRCUIT COURT OF CLINTON COUNTY, MISSOURI

F I L E D
NOV 12 2010

MOLLY LIVINGSTON
Clerk of Clinton Co Circuit Court

BEVERLY LONG, et al.,)
)
Plaintiffs,)
)
vs.)
)
PRIME TANNING CORP., et al.,)
)
Defendants.)

Case No. 09CN-CV00422

**DEFENDANT ELEMENTIS LTP L.P.'S
UNOPPOSED MOTION FOR SUBSTITUTION OF PARTY DEFENDANT AND
SUGGESTIONS IN SUPPORT**

Defendant Elementis LTP L.P., by and through counsel and pursuant to the Missouri Supreme Court Rules, hereby requests an Order of this Court substituting the currently named defendant Elementis LTP L.P. with the entity Elementis LTP Inc. This motion is **unopposed**. Suggestions in support of this motion are attached hereto and incorporated herein through this reference.

SUGGESTIONS IN SUPPORT

In support of its Motion for Substitution, Defendant Elementis LTP L.P. states as follows:

1. When plaintiffs filed this lawsuit, Elementis LTP L.P. was named as a party defendant.
2. In July 2009, Elementis LTP L.P. was merged with and into Elementis LTP Inc., and the only remaining viable entity is Elementis LTP Inc.
3. A true and accurate certified copy of the Certificate of Merger of Elementis LTP L.P. with and into Elementis LTP Inc. is attached hereto as Exhibit A and incorporated through this reference.

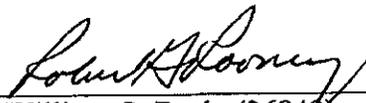
4. Defense counsel has contacted counsel for plaintiffs and there is no opposition to this motion.

5. A proposed Order is enclosed with these Suggestions as Exhibit B.

WHEREFORE, Defendant Elementis LTP L.P. requests an Order of this Court substituting the entity Elementis LTP Inc. with current defendant Elementis LTP L.P.

Respectfully submitted,

LATHROP & GAGE LLP

By: 
William G. Beck (26849)
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Kansas City, Missouri 64108-2618
Telephone: (816) 292-2000
Telecopier: (816) 292-2001

Attorney for Defendant
Elementis LTP L.P.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing was served by First Class United States Mail, Postage Prepaid, to the following counsel of record this 10th day of November, 2010:

Thomas P. Cartmell
Brian J. Madden
Thomas L. Wagstaff
WAGSTAFF & CARTMELL LLP
4740 Grand Avenue, Suite 300
Kansas City, MO 64112

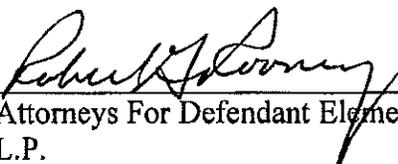
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Attorneys For Defendant Elementis LTP
L.P.

EXHIBIT A

Delaware

PAGE 1

The First State

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:

"ELEMENTIS LTP L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "ELEMENTIS LTP INC." UNDER THE NAME OF "ELEMENTIS LTP INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JULY, A.D. 2010, AT 4:12 O'CLOCK P.M.

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

2139992 8100M

100753018

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8122900

DATE: 07-20-10

CERTIFICATE OF MERGER

OF

ELEMENTIS LTP L.P.
(a Delaware limited partnership)

WITH AND INTO

ELEMENTIS LTP INC.
(a Delaware corporation)

Elementis LTP Inc., a Delaware corporation (the "Survivor"), which desires to merge Elementis LTP L.P., a Delaware limited partnership (the "Nonsurvivor"), with and into itself (the "Merger") pursuant to the provisions of Title 8, Section 263(a) of the Delaware General Corporation Law, and Title 6, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, hereby certifies as follows:

FIRST: The name of the surviving corporation is Elementis LTP Inc. and the name of the limited partnership being merged into this surviving corporation is Elementis LTP L.P.

SECOND: The Agreement of Merger has been approved adopted, certified, executed and acknowledged by the Survivor and the Nonsurvivor.

THIRD: The Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FOURTH: The Agreement of Merger is on file at the principal place of business of the Survivor. The address of the principal place of business of the Survivor is 329 Wyckoffs Mill Road, Hightstown, NJ 08520.

FIFTH: A copy of the Agreement of Merger will be furnished by the Survivor, on request and without cost, to any stockholder of any constituent corporation or partner of any constituent limited partnership.

SIXTH: The Certificate of Incorporation of the Survivor shall be its Certificate of Incorporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the Survivor has caused this Certificate of Merger to be signed as of this 19th day of July, 2010

ELEMENTIS LTP INC.
a Delaware corporation

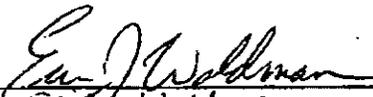
By: 
Name: Eric Waldmann
Title: Vice President

EXHIBIT B

IN THE CIRCUIT COURT OF CLINTON COUNTY, MISSOURI

BEVERLY LONG, et al.,)	
)	
Plaintiffs,)	
)	Case No. 09CN-CV00422
vs.)	
)	
PRIME TANNING CORP., et al.,)	
)	
Defendants.)	

ORDER

UPON CONSIDERATION of Defendant Elementis LTP L.P.'s Motion for Substitution of Parties, it is hereby

ORDERED that defendants' Motion for Substitution of Parties is hereby GRANTED, and Elementis LTP Inc. is hereby substituted in for current defendant Elementis LTP L.P.

Honorable Sanford F. Conley IV

Date: _____