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FORM PTO-1. (Modified) (Rev. 6-63) OMB Nc. 3651-0011 (exp. 4/94) Copyright 1994-97 LegalStar TM05/REV03  Tab settings >> >> \Table 100842375	<b>ONLY</b> SEP 9 5035
To the Honorable Commissions accordance in accordance	s. rease record the attached original documents or copy thereof.
1. Name of conveying party(ies):  Pratt & Lambert, Inc. 75 Tonawanda Street Buffalo, NY 14240  9.9.98	Name and address of receiving party(ies)     Name: Pratt & Lambert United, Inc.     Internal Address:
<ul> <li>☐ Individual(s)</li> <li>☐ General Partnership</li> <li>☐ Corporation-State</li> <li>☐ Other</li> </ul>	City: New York State: NY ZIP: 14240  Individual(s) citizenship
Additional names(s) of conveying party(ies)	Association
3. Nature of conveyance:  ☐ Assignment	☐ General Partnership ☐ Limited Partnership ☐ Corporation-State New York ☐ Other ☐ If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N ☐ (Designations must be a separate document from Additional name(s) & address(es) ☐ Yes ☐ N
4. Application number(s) or registration numbers(s):  A. Trademark Application No.(s)  74/446807  74/535988  Additional number	B. Trademark Registration No.(s)  79,446    1,466,838    883,180  358,177    1,518,548    1,851,843  1,176,755    1,096,393    640,912  rs
<ol> <li>Name and address of party to whom correspondence concerning document should be mailed:</li> <li>Name: Robert E. McDonald, Esq.</li> <li>Internal Address: The Sherwin-Williams Company</li> <li>1100 Midland Bldg Legal Dept.</li> </ol>	6. Total number of applications and registrations involved:  7. Total fee (37 CFR 3.41):\$ \$1,340.00  □ Enclosed  Authorized to be charged to deposit account
Street Address: 101 Prospect Avenue, NW  City: Cleveland State: OH ZIP: 44115	8. Deposit account number:  19-2025
09/29/1998 JSHABAZZ 00000134 192025 74446807 DO NO 01 FC:481	OT USE THIS SPACE
To the best of my knowledge and belief, the foregoing infolor of the original document.  Robert E. McDonald	rmation is true and correct and any attached copy is a true copy  September 9, 1998
Name of Person Signing	Śignature Date

Total number of pages including cover sheet, attachments, and

601,825230,4861,864,1351,544,0921,933,9391,936,0421,539,9451,295,376912,3561,072,9881,707,652230,4851,209,3931,788,994105,6101,749,7071,853,9771,484,8941,851,845272,8701,864,470813,8381,876,748861,2651,165,1171,773,9771,000,456	1,017,239 1,853,976 836,991 79,522 626,462 911,724 1,250,105 1,853,978 1,815,320 1,815,319 1,298,296 1,527,622 1,789,051 931,078	1,814,613 115,999 910,336 573,519 755,339 1,520,395 722,763 85,177 880,334 1,701,289 1,769,056 1,749,714 1,534,912 1,834,242
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#### IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assistant Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-3513

# RECORDATION OF ASSIGNMENT BY MERGER AND NAME CHANGE AND APPOINTMENT OF ATTORNEYS OF RECORD

#### Dear Sir:

Enclosed, for recordation, please find the following documents:

- 1. a photocopy of a Certificate of Merger of Pratt & Lambert, Inc., and United Coatings, Inc. Into Pratt & Lambert, Inc. dated August 4, 1994 and
- 2. a photocopy of a Certificate of Merger of Pratt & Lambert United, Inc., a New York corporation, with and into The Sherwin-Williams Company, an Ohio corporation, recorded in the Office of the Secretary of State of the State of Ohio on July 1, 1996.

These mergers and the name change of Pratt & Lambert, Inc. to Pratt & Lambert United, Inc. set forth on page two of the Certificate of Merger of Pratt & Lambert, Inc. and United Coatings, Inc. Into Pratt & Lambert, Inc. will cause the ultimate "Owner of Record" of the following pending trademark applications and trademark registrations to be The Sherwin-Williams Company:

Mark	(Ser. No.) Reg. No.
38	79,446
61 (STYLIZED)	358,177
ACCOLADE	1,176,755
ACRY-GLO	1,466,838
AMERICA'S PREMIUM WOOD	
FINISHES (+DESIGN)	1,518,548
AQUA ROYAL	1,096,393
AQUA-SATIN	883,180
ARMOR-TAR	1,851,843
CALIBRATED COLORS (STYLIZED)	640,912
CELLU-TONE SATIN	601,825

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	(Ser. No.)
Mark	Reg. No.
CHEM-SKID	1,864,135
CLAWLOCK	1,933,939
CRYSTAL	1,539,945
DESIGN ONLY	912,356
DESIGNER WHITE	1,707,652
DUOSOL	1,209,393
DURAVAR	(74/446807)
EFFECTO (STYLIZED)	105,610
ENDU-THANE	1,853,977
ENDUCRYL	1,851,845
ENDURING ELEGANCE	1,864,470
ENFLEX III	1,076,748
ENVIRO-TAR	1,851,844
EXODE	1,165,117
EXPEDITE	1,000,456
FILTEX	230,486
FORECAST COLORS	1,544,092
GEO-LAC	1,936,042
HYDROGLOSS	1,295,376
JET GLO	1,072,988
LYT-ALL (STYLIZED)	230,485
M.L. CAMPBELL	1,788,994
MAGNALAC	1,749,707
MONO PAC	1,484,894
P&L (+DESIGN)	272,870
P&L (STYLIZED)	80,196
PALGARD	813,838
PERMALIZE	861,265
PLUS & COLORS	1,773,977
POOL SHIELD	1,017,239
POXY-GARD	1,853,976
POXY-GLO	(74/535988)
PRATT & LAMBERT	836,991
PRATT'S PATENT LIQUID	
DRYER (STYLIZED)	79,522
PRIMAFIL	626,462
PRO-HIDE	911,724
PRO-HIDE PLUS	1,250,105
SKID-SAFE	1,853,978
SKYLIGHT	1,815,320
STAINSHIELD	1,815,319

	(Ser. No.)
Mark	Reg. No.
STYLE HIDE	1,298,296
SUN BOUNCE	1,527,622
SUPER ONE-COAT	1,789,051
SUPR 1 KOTE	931,078
SUPRIME	1,796,688
TECH-GARD	1,814,613
TONETIC (STYLIZED)	115,999
UNILUX	910,336
VAPEX (STYLIZED)	573,519
VARMOR (+DESIGN)	755,339
VITRA-SHIELD	1,520,395
VITRA-TILE	722,763
VITRALITE (STYLIZED)	85,177
VITRALON	880,334
VITRASIL	1,701,289
WATER BEADER	1,769,056
WITHSTAND (+DESIGN)	1,749,714
WOOD LORE	1,534,912
WOOD SONG (+DESIGN)	1,834,242

The undersigned, acting on behalf of The Sherwin-Williams Company, hereby appoints ROBERT E. McDONALD, Reg. No. 29,193 and HEIDI A. BOEHLEFELD, Reg. No. 34,296, whose address is The Sherwin-Williams Company, 101 Prospect Avenue NW, 1100 Midland Bldg. - Legal Dept., Cleveland, Ohio 441115-1075, and whose telephone number is (216) 566-2432, its attorney and associate attorney, with full power of substitution and revocation to transact all business in the Patent and Trademark Office in connection therewith.

Respectfully submitted,

THE SHERWIN-WILLIAMS COMPANY

THE WASHINGTON AVENU ALBANY NY 1227-

#### FILING RECEIPT

ORPORATION NAME PRATT & LAMBERT UNITED. INC.

OCHMENT TYPE MERGER (DOM BUSINESS)

STOCK NAME PROVISIONS

COUNTY, FRIE

SYTCE COMPANY EMPIRE CORPORATE & INFORMATION SERVICES

SERVICE CODE ::

NSTITUENT NAME: UNITED COATINGS, INC.

TLED: 08/04/1994 DURATION: \*\*\*\*\*\*\*\* CASH #: 940804000260 FILM #: 940804000; -

JORESS FOR PROCESS

TISTERED AGENT

STOCK: 1500000 PV

10.00

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FILER	FEES	95.00	PAYMENTS	9510
FRILLIPS LYTLE HITCHCOCK BLAINE & HUBER	FILING	60.00	CASH :	0,0
3400 MARINE MIDLAND CENTER	TAX :	0.00	CHECK :	0.6
	CERT :	0.00	BILLED:	95.0
BUFFALO, NY 14203	COPIES :	10.00		
	HANDLING:	25.00		
			REFUND:	$\Theta$ , $\Theta$

~1025 (11789)

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TRADEMARK

**REEL: 1796 FRAME: 0799** 

# State of New York } ... Bepartment of State } ...

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same a correct transcript of said original.

AUG - 4 1984

Witness my hand and seal of the Department of State on

Secretary of State

DOS-200 (12/87)

E-12

E-12

CERTIFICATE OF MERGER

OF F 940804000239

PRATT & LAMBERT, INC.

AND

UNITED COATINGS, INC.

INTO

PRATT & LAMBERT, INC.

Under Section 904 of the Business Corporation Law

We, the undersigned Joseph J. Castiglia and James R. Boldt respectively, the President and Secretary of Pratt & Lambert, Inc., a domestic corporation organized and existing under and by virtue of the laws of the State of New York, and Anthony J. Janus, Jr. and Joy F. Knapp respectively the Vice President and Secretary of United Coatings, Inc., a foreign corporation organized and existing under and by virtue of the laws of the State of Delaware, hereby certify:

- 1. (a) The names of the constituent corporations to the merger are: United Coatings, Inc. and Pratt & Lambert, Inc.
- (b) The name under which United Coatings, Inc. was formed is U.C. Holdings, Inc., and the name under which Pratt & Lambert, Inc. was formed is Pratt and Lambert.

- (c) Pratt & Lambert, Inc. shall be the surviving corporation and following the merger its name shall be Pratt & Lambert United, Inc.
- 2. As to each constituent corporation, the designation and number of outstanding shares is as follows:

Name of Corporation

Designation and Number of Outstanding Shares

United Coatings, Inc.

Class A Common with \$.00001 par value - 140,000

Class B Common with \$.00001 par value - 140,000

Class C Common with \$.00001 par value - 20,000

Pratt & Lambert, Inc.

Common with \$1.00 par value - 5,58**9**,800

Preferred with \$10.00 par value - 0

- 3. The amendments or changes in the Certificate of Incorporation of Pratt & Lambert, Inc., the surviving corporation, to be effected by the merger are as follows:
- (a) Article FIRST shall be amended to change the name to Pratt & Lambert United, Inc. and shall read in its entirety as follows:

"FIRST: The name of the corporation is Pratt & Lambert United, Inc."

- (b) Subparagraph (a) of ARTICLE THIRD shall be amended to increase the number of authorized shares of Common Shares and to reduce the par value of the authorized (whether or not issued or outstanding) Common Shares and shall read in its entirety as follows:
  - "(a) The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred one million and five hundred thousand (101,500,000) shares, divided into two classes, namely, Preferred Shares and Common Shares. The number of shares of Preferred authorized is one million five hundred thousand (1,500,000) shares of the par value of ten dollars (\$10) per share. The number of shares of Common authorized is one hundred million (100,000,000) shares of the par value of one cent (\$.01) per share."

In connection with the foregoing amendment, each authorized share of Common with par value of one dollar (\$1.00) per share (whether or not issued or outstanding) shall, by virtue of the foregoing amendment, be changed into a share of Common with par value of one cent (\$.01) per share.

(c) Article SIXTH shall be amended to change the duration of the corporation and shall read in its entirety as follows:

"SIXTH: The duration of the corporation shall be perpetual."

- (d) Article SEVENTH relating to the number of directors shall be deleted in its entirety.
- (e) Subparagraph (b) of Article TWELFTH shall be amended to change the provisions authorized by Section 709 of the



Business Corporation Law requiring the act of a greater proportion of directors at meetings of directors and shall read in its entirety as follows:

- "(b) The proportion of votes of directors that shall be necessary for the transaction of any item of business by the board of directors shall be a majority of the entire board, except that the proportion of votes of directors that shall be necessary for any amendment to the By-Laws which (a) reduces the number of directors of the corporation below the number authorized thereby or (b) alters, amends or repeals the provisions contained in Section 7 of Article IV or Sections 1, 2(d) or 4 of Article V of the By-Laws of the corporation as existing on the date hereof or hereafter amended pursuant to this Article TWELFTH, shall be at least three-fourths of the entire board. 'Entire board' means the total number of directors which the corporation would have under the By-Laws currently in effect if there were no vacancies."
- 5. (a) The certificate of incorporation of Pratt & Lambert, Inc. was filed by the Department of State of the State of New York on May 3, 1897. United Coatings, Inc. was incorporated under the laws of the State of Delaware on July 21, 1983.
- (b) United Coatings, Inc. has not done business in the State of New York and has not filed an application for authority to do business in the State of New York.
- 6. (a) The merger was authorized with respect to United Coatings, Inc. by the vote of at least a majority of directors of United Coatings, Inc. followed by the vote of the

holders of at least a majority of all of the outstanding shares entitled to vote thereon.

(b) The merger was authorized by the vote of at least a majority of directors of Pratt & Lambert, Inc. followed by the vote of the holders of at least two-thirds of all of the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, this Certificate has been signed on the day of horist, 1994, and the statements contained herein are affirmed as true under penalties of perjury.

PRATT & LAMBERT, INC.

Joseph J. Castiglia, President

By James R. Boldt, Secretary

UNITED COATINGS, INC.

Anthony J. Janus, Jr. Vice President

Joy F. Khapp Secretary

BBBls W43313 131860.4

CERTIFICATE OF MERGER

OF

PRATT & LAMBERT, INC.

AND

UNITED COATINGS, INC.

INTO

PRATT & LAMBERT, INC.

Under Section 904 of the Business Corporation Law

Filer:

Phillips Lytle Hitchcock Blaine & Huber 3400 Marine Midland Center Buffalo, New York 14203 E-12

STATE OF HEW YORK DEPARTMENT OF STATE

FIED AUG 04 1994

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HIO CRETARY OF STATE ROC ING STATEMENT 6/20/96	CHARTET 05540-1219	R NUMBER: ND FRAME:	008027 5540-1214
CORPORATION:	DOCUMENT NUMBER	CODE	F <u>E</u> !
THE SHERWIN-WILLIAMS COMPANY	96061435601 96061435601 96061435601	MER MIS TIC	50.01 10.01 80.01
124173			

RETURN TO: C T CORPORATION SYSTEM

ATTN R NEWMAN 17 S HIGH ST

COLUMBUS OH 43215

TOTAL : 140.0

0515



# The State of Ohio

### **Bob Taft**

Secretary of State

8027

# Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER MIS TIC

of:

THE SHERWIN-WILLIAMS COMPANY

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 5540 at Frame 1221 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 14TH day of JUNE

A.D. 19 96 .

**Bob Taft** 

Secretary of State

Proceedings

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

8027

Approved RB

Date 6/14/96

Fee 50.00

9 6 0 6 143560/

### CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I.	SUR	VIVING ENTITY
	A.	The name of the entity surviving the merger is:
		The Sherwin-Williams Company
	(d the e	erviving mater is an Obso limited paracrosup or qualified foreign limited paracrosup, its regulation number must be provided)
	B.	Name change: As a result of this merger, the name of the surviving entity has been changed to the following:
		only if the name of survival cours is changing through the serger;
	C.	The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)
	kxl	Domestic (Ohio) corporation
	[ ]	Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of and licensed to transact business in the state of Ohio.
	[ ]	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of, and NOT licensed to transact business in the state of Ohio.
	1 1	Domestic (Ohio) limited liability company
	[]	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of, and registered to do business in the state of Ohio.
RECEIVED		Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of, and NOT registered to do business in the state of Ohio.
JUN 141996	1	Domestic (Ohio) limited partnership, registration number
BOB TAFT SECRETARY OF STATE		

00001-1000

	[]	Foreign (Non-Ohio) state/country of business in the state	limited partnership organ of Ohio, under registration	nized under the laws of the laws of the laws of the laws on number	to do
	[ ]	Foreign (Non-Ohio) state/country ofOhio.	limited partnership organ, and NOT	ized under the laws of the registered to do busine	e ss in the state o
II.	Mergin	g Entities			
each	entity, other	er than the survivor.	d state/country of incorpo which is a party to the me enternoble required or foreign quarte	erger are as follows: ar=a	ufficient mare to come
Name		State/	Country of Organization	Type of Entity	
Pr	att & La	mbert United, I	nc. New York	Corporation	372159
III.	Merger /	Agreement on File			
obtain	The name	and mailing address the agreement of mer	s of the person or entity fr ger upon written request	rom whom/which eligible :	persons may
	Name		Address		
Lo	ouis E. S	tellato	101 Prospect Ave (street and number) Cleveland, Ohio		
IV.	Effective	Date of Merger	(city, village or township		ode)
	This merg	er is to be effective:			
late e		Ly 1, 1996		he date must be a date of	
iaie oj ipecific	juing; the ed. the	of filing will be the	merger cannot be earlier effective date of the merge	tnan the date of filing; if er).	no date is

(OHIO - 1507)

005/41-1223

#### V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

#### VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address	
	(competes stress address)	
	(CHT. VALUE OF WORLD)	(Elp Code)

(This item MUST be completed if the surviving enrity is a foreign enrity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

#### Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

## Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

#### VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

#### VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

(OHIO - 1507)

#### IX. Qualification or Licensure of Foreign Surviving Entity

(name)		( street and number)
		Ohio
city, village or townsh	ıp)	, Ohio
rrevocably consent of the agent continu found, if the corporagent when require	ts to serves, and oration, led to do s	ng foreign corporation, limited liability company or limited partnership rice of process on the statutory agent listed above as long as the authority to service of process upon the Secretary of State if the agent cannot be imited liability company or limited partnership fails to designate another so, or if the corporation's, limited liability company's, or limited stration to do business in Ohio expires or is cancelled.
B. The qua	alifying e	entity also states as follows: (complete only if applicable)
1.	<b></b>	
	(If ti	eign Qualifying Limited Liability Company the qualifying entity is a foreign limited liability company, the following transformation must be completed)
	(If ti	ne qualifying entity is a foreign limited liability company, the following
	(If ti info	the qualifying entity is a foreign limited liability company, the following rmation must be completed)  The name of the limited liability company in its state of
	(If the information of the infor	The name under which the limited liability company desires to transact

2.	(If th	ign Qualifying Limited Partnership e qualifying entity is a foreign limited partnership, the following mation must be completed)
	a.	The name of limited partnership is
	b.	The limited partnership was formed on
	c.	The address of the office of the limited partnership in its state/countr of organization is
	d.	The limited partnership's principal office address is
	e.	The names and business or residence addresses of the GENERAL partners of the partnership are as follows:
		Name Address
		(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)
	f.	The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:
		The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

## v5540-1226

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

The Sherwin-Williams Company	Pratt & Lambert United, Inc.
exact name of entity	exact name of entity
By: Louis E. Stella Ly Vice President, General Counsel	to Byston /Louis E. Stellato
By: You Bright done Conoral Coursel	and William Production and Comments
Secretary	and ly Vice President and Secretary
Date:	Date:
The Sherwin-Williams Company	Pratt & Lambert United, Inc.
exact name of entry	exact name of entity
Byx- My Completing I Scar	mbellonBy X forth Contilly James J. Sgambello
lus: Assistant Secretary	ls: Assistant Secretary
Date:	Date:
exact name of entity	exact name of entity
Dan	
By:	By:
lts:	lts:
Date:	Date:
exact name of entity	exact name of entity
D	Pos
By:	By:
lts:	lts:
Date:	Date:
exact name of entity	exact name of entity
Ву:	By:
lts:	lts:
Date:	Date:

(OHIO - 1507)

TRADEMARK **REEL: 1796 FRAME: 0814** 

**RECORDED: 09/09/1998**