


DS

TRADEMARKS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

05-04-1999

IN TH:  : The Testor Corporation  
 FOR TI 101029220 : PRECISION FLO w/Design (+ 5 others)  
 REG. NOS. : 2,107,100 (+ 5 others)  
 REG. DATES : October 21, 1997 (+ 5 others)  
 ATTORNEY DOCKET NO. : FLO 0 001

Cleveland, Ohio 44114-2518  
April 21, 1999

RECORDATION FORM COVER SHEET

Commissioner of Patents  
and Trademarks  
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Floquil-Polly S Color Corp.

Entity:

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State New York  
 Other \_\_\_\_\_

2. Name and Address of receiving Party(ies):

Name: The Testor Corporation

Internal Address: \_\_\_\_\_

4-26-99

05/03/1999 JSHADAZZ 00000150 2107100

01 FC:481  
02 FC:482

( 40.00 OP  
125.00 OP )

Street Address: 620 Buckbee Street

City: Rockford

State: Illinois ZIP: 61104

Entity:

Individual(s) citizenship       Association  
 General Partnership       Limited Partnership  
 Corporation-State Ohio  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes       No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment       Change of Name  
 Security Agreement       Merger

Other \_\_\_\_\_

Execution Date: October 8, 1998

4. Application number(s) or registration number(s).

Additional sheet attached?  Yes       No

A. Trademark Appl. No.(s)      B. Trademark Reg. No.(s)  
\_\_\_\_\_      2,107,100 (+5 Others)

Additional numbers attached?  Yes       No

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

Name: James W. McKee

Firm: Fay, Sharpe, Beall,

Fagan, Minnich & McKee

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 6

7. Total fee (37 C.F.R. 3.41): \$ 165.00

Enclosed

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): \_\_\_\_\_

DO NOT USE THIS SPACE

9. Statement and signature.

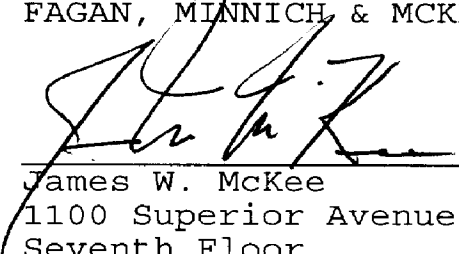
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, BEALL,  
FAGAN, MINNICH & MCKEE

4-21-99


Date

  
James W. McKee  
1100 Superior Avenue  
Seventh Floor  
Cleveland, OH 44114-2518  
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 9

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET w/Attachments is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on April 21, 1999.

By   
Rita Sullivan

4.A (Continued)

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
POLLY SCALE	2,011,153	October 22, 1996
FLOQUIL	1,341,851	June 18, 1985
FLO-PAQUE	877,299	September 23, 1969
FLOQUIL w/Design	870,745	June 10, 1969
FLOQUIL w/Design	406,249	March 21, 1944

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CERTIFICATE OF MERGER  
OF  
FLOQUIL-POLLY S COLOR CORP.  
AND  
THE TESTOR CORPORATION  
INTO  
THE TESTOR CORPORATION

(Under Section 907 of the New York Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving constituent corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation" is The Testor Corporation and the name under which it was formed is Newtest, Inc. The jurisdiction of its incorporation is Ohio; and the date of its incorporation therein is October 26, 1983. The Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed with the Department of State of the State of New York (the "Department of State") on October 14, 1997.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is Eloquil-Polly S Color Corp. The date upon which its certificate of incorporation was filed with the Department of State is September 24, 1973.

FOURTH: As to each constituent corporation, the designation and number of outstanding shares of each class of the each of the constituent corporations, which are the only classes or series of capital stock of such constituent corporations and all of which are certified to vote on the merger, as set forth in the plan of merger, are as follows:

Constituent Corporation	Designation	Number
The Testor Corporation	Common	100
Floquil-Polly S Color Corp.	Common	100

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of shares of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.


EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.


NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving constituent corporation served upon him is: RPM, Inc., 2628 Pearl Road, P.O. Box 777, Medina, Ohio 44258, Attention: Corporate Counsel.

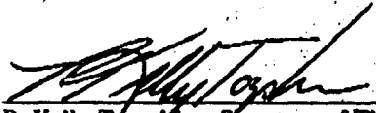
TENTH: The domestic constituent corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the domestic constituent corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the domestic constituent corporation. The said report, if estimated, is subject to amendment. The surviving foreign constituent corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the domestic constituent corporation.

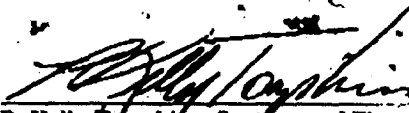
IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: October 9, 1998

  
James A. Karmán, Chairman of the Board of The Testor Corporation

  
James A. Karmán, Chairman of the Board of Floquill-Polly S Color Corp.

  
P. Kelly Tompkins, Secretary of The Testor Corporation

  
P. Kelly Tompkins, Secretary of Floquill-Polly S Color Corp.

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OCT 9 1998 10:42AM

CALFEE, HALTER & GRISWOLD LLP.

NO. 7303 P. 5/5

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CERTIFICATE OF MERGER  
OF  
FLOQUIL-POLLY S COLOR CORP.  
AND  
THE TESTOR CORPORATION  
INTO  
THE TESTOR CORPORATION

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Section 907 of the New York Business Corporation Law

*JAC*

*100*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 14 1998

TAXS

BY: *JAC*

*Montgomery*

Filer: Corporation Service Company  
80 State Street  
Albany, New York 12207-2543  
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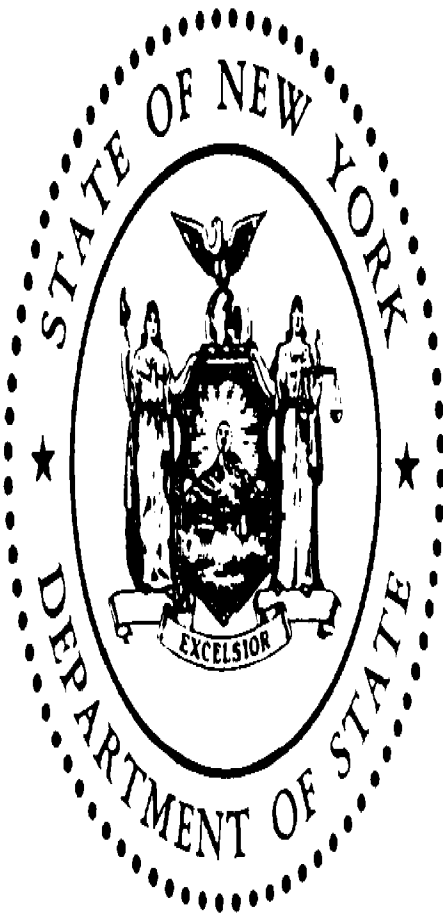
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State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

MAR 30 1999



*Special Deputy Secretary of State*

DOS-1266 (5/96)

RECORDED: 04/26/1999

TRADEMARK  
REEL: 1891 FRAME: 0097