

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Thompson Minwax Company		03/31/1997	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	The Sherwin-Williams Company
Street Address:	101 Prospect Avenue NW
City:	Cleveland
State/Country:	OHIO
Postal Code:	441151075
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	0970017	HELMSMAN

CORRESPONDENCE DATA	
Fax Number:	(216)515-4400
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2165662432
Email:	legal_ip@sherwin.com
Correspondent Name:	Robert E. McDonald, Esq.
Address Line 1:	101 Prospect Avenue NW
Address Line 2:	The Sherwin-Willaims Co., Legal Dept.
Address Line 4:	Cleveland, OHIO 441151075

NAME OF SUBMITTER:	Debbie Pankiw
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Total Attachments: 6 source=helmsman assignment letter1#page1.tif source=helmsman assignment letter2#page1.tif source=helmsman merger certificate1#page1.tif source=helmsman merger certificate2#page1.tif source=helmsman merger certificate3#page1.tif source=helmsman merger certificate4#page1.tif
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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

The Thompson Minwax Company)
 Conveying Party,)
)
 and)
)
The Sherwin-Williams Company)
 Receiving Party.)

BOX ASSIGNMENT FEE
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

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

Dear Sir/Madam:

Enclosed, for recordation, please find a photocopy of a Certificate of Merger of The Thompson Minwax Company, a Delaware corporation, with and into The Sherwin-Williams Company, an Ohio corporation, recorded in the Office of the Secretary of State of the State of Delaware on March 17, 1997.

This merger will cause the "Owner of Record" of the following U.S. trademark registration to be The Sherwin-Williams Company:

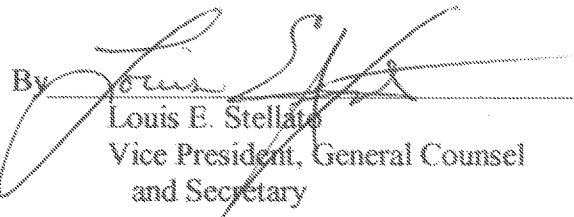
<u>Mark</u>	<u>Reg. No.</u>
HELMSMAN	0970017

The undersigned, acting on behalf of The Sherwin-Williams Company, hereby appoints ROBERT E. McDONALD, Reg. No. 29,193, VIVIEN Y. TSANG, Reg. No. 40,209 and ARTHI

K. TIREY, Reg. No. 50,960, whose address is The Sherwin-Williams Company, 101 Prospect Avenue NW, 1100 Midland Bldg. – Legal Dept., Cleveland, Ohio 44115-1075, 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

By  _____
Louis E. Stellato
Vice President, General Counsel
and Secretary

CERTIFICATION

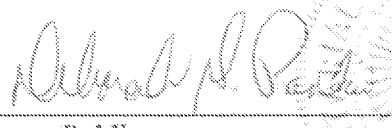
I, Louis E. Stellato, Vice President, General Counsel and Secretary of The Sherwin-Williams Company, do hereby certify that the attached copy of the CERTIFICATE OF MERGER, wherein The Thompson Minwax Company, Thompson Minwax Holding Corp. and Thompson Minax Management Corp. were merged with and into The Sherwin-Williams Company, is a true copy of the original.

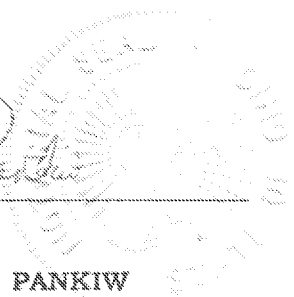

Louis E. Stellato

STATE OF OHIO)
)SS.
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public in and for said county and state, appeared Louis E. Stellato, to me personally known who being sworn, did say that he is the Vice President, General Counsel and Secretary of The Sherwin-Williams Company and that this is a true copy of CERTIFICATE OF MERGER, wherein The Thompson Minwax Company, Thompson Minwax Holding Corp. and Thompson Minwax Management Corp. were merged with and into The Sherwin-Williams Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 30TH day of SEPTEMBER, 2003.


Notary Public
DEBORAH G. PANKIW
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Sept. 7, 2004



State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"THE THOMPSON MINWAX COMPANY", A DELAWARE CORPORATION,
 "THOMPSON MINWAX HOLDING CORP.", A DELAWARE CORPORATION,
 "THOMPSON MINWAX MANAGEMENT CORP.", A DELAWARE CORPORATION,
 WITH AND INTO "THE SHERWIN-WILLIAMS COMPANY" UNDER THE NAME OF "THE SHERWIN-WILLIAMS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 1997, AT 11:15 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

 Edward J. Freel, Secretary of State

2442254 8100M

AUTHENTICATION:

8506402

971191321

DATE:

TRADEMARK

REEL: 002729 FRAME: 0507

CERTIFICATE OF MERGER
OF
THOMPSON MINWAX HOLDING CORP.
AND
THOMPSON MINWAX MANAGEMENT CORP.
AND
THE THOMPSON MINWAX COMPANY
INTO
THE SHERWIN-WILLIAMS COMPANY

The Sherwin-Williams Company ("Sherwin-Williams"), a corporation organized and existing under the laws of the State of Ohio, does hereby certify:

FIRST: That the name and state of incorporation of each constituent corporation of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Thompson Minwax Holding Corp.	Delaware
Thompson Minwax Management Corp.	Delaware
The Thompson Minwax Company	Delaware
The Sherwin-Williams Company	Ohio

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by the domestic constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Sherwin-Williams Company.

FOURTH: That the Amended Articles of Incorporation of Sherwin-Williams, an Ohio corporation, which will survive the merger, shall be the Amended Articles of Incorporation of the surviving corporation.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 101 Prospect Avenue, NW, Cleveland, Ohio 44115.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That Sherwin-Williams, which shall survive the merger, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation Sherwin-Williams arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is to The Sherwin-Williams Company, 101 Prospect Avenue, NW, Cleveland, Ohio, 44115 until Sherwin-Williams shall have hereafter designated in writing to said Secretary of State a different address for such purpose. Service of process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies said Secretary of State shall forthwith send by registered mail to Sherwin-Williams at the aforesaid address.

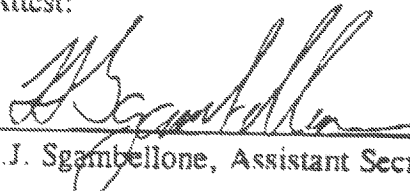
EIGHTH: That the Certificate of Merger shall be effective on March 31, 1997 at 11:59 p.m.

Dated: February 19, 1997

THE SHERWIN-WILLIAMS COMPANY

By: 
L.E. Stofato, Vice President

Attest:


J.J. Sgambellone, Assistant Secretary