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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The W.W. Henry Company

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: The W.W. Henry Company, L.P.

Internal Address: T/A The W.W. Henry Company

Street Address: 400 Ardex Park Drive

City: Aliquippa State: PA Zip: 15001

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Conversion

Execution Date: 12/31/2003

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

A. Trademark Application No.(s)

76526006

B. Trademark Registration No.(s)

1064754

Additional number(s) attached Yes No

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

Name: Kerstin Kress

Internal Address: The W.W. Henry Company

Street Address: 400 Ardex Park Drive

City: Aliquippa State: PA Zip: 15001

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 640

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page 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.

Kerstin Kress

Name of Person Signing

Kerstin Kress

Signature

03/17/2004

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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Registration Numbers

1706784
1674714
750358
1266044
1263322
621536
1036478
843932
1567742
1592648
2772177
2726870
2743433
2785693



State of California
Kevin Shelley
Secretary of State

200401800002
File #

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 30 2003

KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF LIMITED PARTNERSHIP -
CONVERSION**

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED PARTNERSHIP
W. W. Henry, L.P.

2. NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING DOCUMENTS WITH THE CA SECRETARY OF STATE: one

3. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS (ATTACH ADDITIONAL PAGES, IF NECESSARY)

NAME	ADDRESS	CITY AND STATE	ZIP CODE
Henry GPCO, Inc.	818 W. Seventh Street	Los Angeles, CA	90017
NAME	ADDRESS	CITY AND STATE	ZIP CODE
NAME	ADDRESS	CITY AND STATE	ZIP CODE

4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE
818 W. Seventh Street

CITY AND STATE: Los Angeles, CA ZIP CODE: 90017

5. STREET ADDRESS OF THE CA OFFICE WHERE RECORDS ARE KEPT
818 W. Seventh Street

CITY: Los Angeles STATE: CA ZIP CODE: 90017

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS

AN INDIVIDUAL RESIDING IN CALIFORNIA

A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.

AGENT'S NAME: Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL

CITY	STATE	ZIP CODE
	CA	

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY
The W. W. Henry Company

9. FORM OF ENTITY: corporation

10. JURISDICTION: California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY: 00291862

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:

NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE	PERCENTAGE VOTE REQUIRED
<u>4,091 shares of common stock</u>	<u>majority vote</u>

ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: one THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.

14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

[Signature]
SIGNATURE OF AUTHORIZED PERSON

Herbert Goller, President/Assistant Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON