

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Color Caulk, Inc.		06/14/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Roanoke Companies Group, Inc.
Street Address:	3148 Roanoke Road
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64111
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2770955	COLOR CAULK
Registration Number:	2755397	
Registration Number:	2768802	AMCO TOOL
Registration Number:	2656541	TOSCANA
Registration Number:	2674759	GLU OFF
Registration Number:	2694261	REDI-MADE
Registration Number:	2651969	VALUTILE
Registration Number:	2651968	NATURAL DESIGNS
Registration Number:	2716740	SEAM FINISH
Registration Number:	2746352	COUNTERMATE
Registration Number:	2718841	SPREAD & SET
Registration Number:	2738686	PRECISION COMPONENTS
Registration Number:	1816542	TILE-PERFECT
Registration Number:	1881740	1
Registration Number:	1877317	1 ALL IN ONE

CH \$540.00 2770955

Registration Number:	1991562	EZ
Registration Number:	1991549	EZ
Serial Number:	78287823	STAND 'N SEAL
Serial Number:	78416135	COLOR CAULK
Serial Number:	78408620	IMPRESSIONS
Serial Number:	78379486	COUNTERMATE

CORRESPONDENCE DATA

Fax Number: (717)232-4015
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 717-237-5516
Email: swapicelli@duanemorris.com
Correspondent Name: Samuel W. Apicelli
Address Line 1: 305 North Front Street, P.O. Box 1003
Address Line 2: Duane Morris LLP
Address Line 4: Harrisburg, PENNSYLVANIA 17108-1003

ATTORNEY DOCKET NUMBER:	H1938-00001
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NAME OF SUBMITTER:	Samuel W. Apicelli
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Total Attachments: 5
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State of Missouri



Matt Blunt
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

COLOR CAULK, INC. - F00489410

INTO:

ROANOKE COMPANIES GROUP, INC. -- 00518199

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, MATT BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

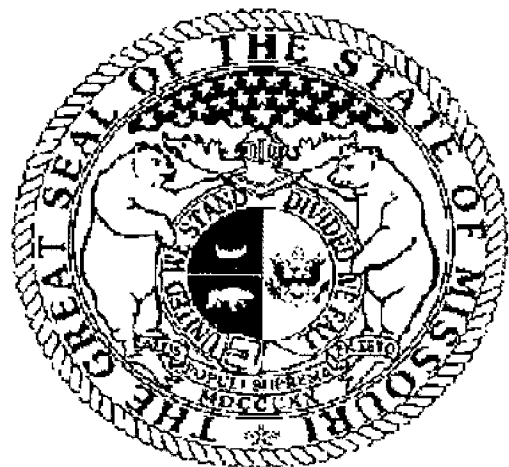
ROANOKE COMPANIES GROUP, INC. -- 00518199

as the surviving entity.

IN TESTIMONY WHEREOF, I have set
my hand and imprinted the GREAT SEAL
of the State of Missouri, on this, the 17th day of
June, 2004.

Matt Blunt

Secretary of State



TRADEMARK

REEL: 002964 FRAME: 0589



T0417315510

T0400716712

S
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Articles of Merger

(Submit in duplicate with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- That COLOR CAULK, INC. of California
(Name of Corporation) (Parent State)
_____ of _____
(Name of Corporation) (Parent State)
and ROANOKE COMPANIES GROUP, INC. of Missouri
(Name of Corporation) (Parent State)

are hereby merged and that the above named ROANOKE COMPANIES GROUP, INC.
is the surviving corporation. (Name of Corporation)

- That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
- The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the above-named corporations, and at such meeting the following votes were recorded:

Corporation	Number of Shares Outstanding	Number voting for plan	Number voting against plan
Color Caulk, Inc.	1000	1000	0
Roanoke Companies Group, Inc.	100	100	0

- If the above-named surviving corporation is to be governed by the laws of any state other than Missouri, the surviving corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:

n/a

5. PLAN OF MERGER

1. ROANOKE COMPANIES GROUP, INC. of Missouri
is the survivor.

2. All of the property, rights, privileges, leases and patents of the COLOR CAULK, INC.

_____ Corporation and
ROANOKE COMPANIES GROUP, INC. Corporation

Corp. #51 (12/02)

are to be transferred to and become the property of ROANOKE COMPANIES GROUP, INC.

the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of ROANOKE COMPANIES GROUP, INC. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. The outstanding shares of COLOR CAULK, INC.

shall be exchanged for shares of ROANOKE COMPANIES GROUP, INC. on the following basis:

1 share of Color Caulk, Inc. will become 1 share of Roanoke Companies Group, Inc.

5. The outstanding shares of ROANOKE COMPANIES GROUP, INC.

shall be exchanged for shares of ROANOKE COMPANIES GROUP, INC. on the following basis:

1 share of Roanoke Companies Group, Inc. will continue to be 1 share of Roanoke Companies Group, Inc.

6. The articles of Incorporation of the survivor ~~are~~ are not amended as follows:

n/a

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

COLOR CAULK, INC.

By [Signature]
Name of Corporation
President or Vice-President

Richard F. Tripodi, President
Printed Name
12/23/03
Date

ATTEST:

[Signature]
Secretary or Assistant Secretary

David Podell, Secretary

CORPORATE SEAL

ROANOKE COMPANIES GROUP, INC.

By [Signature]
Name of Corporation
President or Vice-President

William J. Kyte, President
Printed Name
12/15/03
Date

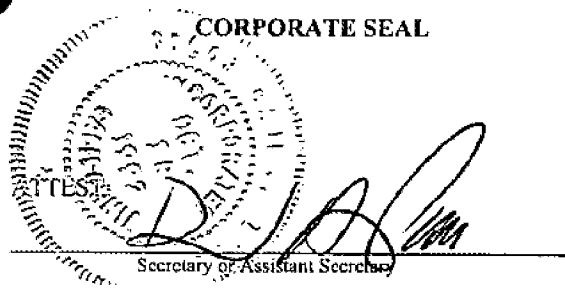
ATTEST:

[Signature]
Secretary or Assistant Secretary

William J. Kyte, Secretary

TRADEMARK

REEL: 002964 FRAME: 0591



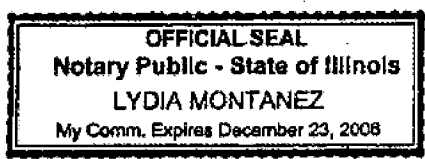
COLOR CAULK Inc.
Name of Corporation
By [Signature]
President or Vice President
Richard F. Tripodi 12/23/03
Printed Name Date

State of _____ }
County of _____ } ss

I, LYDIA MONTANEZ, a Notary Public,
do hereby certify that on 12/23/03 personally appeared before me
Richard F. Tripodi who being by me first duly sworn, declared
that he/she is the President
of COLOR CAULK, INC.

that he/she signed the foregoing documents as President of the corporation, and
that the statements therein contained are true.

(Notarial Seal or Stamp)



[Signature]
Notary Public

My commission expires 12/23/2006
My County of Commission Kane County, Illinois

State of Missouri }
County of Jackson } ss

I, Debra M. Hansen, a Notary Public,

do hereby certify that on December 15, 2003 personally appeared before me

William J. Kyte who being by me first duly sworn, declared

that he/she is the President

of ROANOKE COMPANIES GROUP, INC.

that he/she signed the foregoing documents as President of the corporation, and t

that the statements therein contained are true.



Debra M. Hansen
Notary Public

My commission expires May 28, 2006

My County of Commission Jackson

State of _____ }
County of _____ } ss

I, _____, a Notary Public,

do hereby certify that on _____ personally appeared before me

_____ who being by me first duly sworn, declared

that he/she is the _____

of _____

that he/she signed the foregoing documents as _____ of the corporation, and t

that the statements therein contained are true.

(Notarial Seal or Stamp)

Notary Public

My commission expires _____

My County of Commission _____