

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/22/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sheffield Inc.		02/22/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Euclid Chemical Company
Street Address:	19218 Redwood Road
City:	Cleveland
State/Country:	OHIO
Postal Code:	44110
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	2326935	TAMMSCOAT
Registration Number:	1382317	HORNSEAL
Registration Number:	1289638	FLEXOLITH
Registration Number:	2353703	TAMOSEAL
Registration Number:	801180	COLORUNDUM
Registration Number:	2424680	SPEED PLUG
Registration Number:	1382316	NO-TRAK
Registration Number:	800186	FORMSHIELD
Registration Number:	848081	CHEMSTOP
Registration Number:	2345550	SPEED CRETE
Registration Number:	1496415	AQUASTAIN
Registration Number:	1381941	HORN
Registration Number:	1289639	FLEXOCRETE

CH \$890.00 2326935

Registration Number:	2635240	EXPRESS REPAIR
Registration Number:	2330018	FLEX-LOK
Registration Number:	2385322	AKKRO-7T
Registration Number:	811237	CHEMSTOP
Registration Number:	2391390	LUSTER SEAL
Registration Number:	2513858	RAPID ROCK
Registration Number:	2085990	HORNCURE
Registration Number:	1608675	BARACADE
Registration Number:	1373785	HORNFLEX
Registration Number:	875473	TRI-DAR
Registration Number:	2413728	TAMMS K-11
Registration Number:	2413727	TAMMS
Registration Number:	294001	DEHYDRATINE
Registration Number:	844870	CHEMSTOP
Registration Number:	797653	HORNOLITH
Registration Number:	2415359	AQUASTAIN
Registration Number:	2436413	CLEARSEAL
Registration Number:	1377216	VIBRO-FOIL
Registration Number:	691129	RODOFOAM
Registration Number:	2528900	THIN PATCH
Registration Number:	2333359	FORMSHIELD
Registration Number:	1379870	DURAL

CORRESPONDENCE DATA

Fax Number: (216)241-0816
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 216.622.8200
Email: ipdocket@calfee.com
Correspondent Name: Diane H. Dobra
Address Line 1: 800 Superior Avenue
Address Line 2: Suite 1400
Address Line 4: Cleveland, OHIO 44114-2688

ATTORNEY DOCKET NUMBER:	06821/07363
NAME OF SUBMITTER:	Sandi L. Colello
Signature:	/Sandi L. Colello/

Date:

04/07/2006

Total Attachments: 13

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/03/2006	200606200010	MERGER/DOMESTIC (MER)	125.00	100.00	00	00	00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

346416

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE EUCLID CHEMICAL COMPANY

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200606200010



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

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 2nd day of March, A.D.
2006.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by J. Kenneth Blackwell
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (select one)
Mail Form to one of the following:
Yes PO Box 1390 Columbus, OH 43218
Requires an additional fee of \$100
No PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos
e-mail: busse.v@sos.state.oh.us

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(164-MER)

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

I SURVIVING ENTITY

A. The name of the entity surviving the merger is:

The Euclid Chemical Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 346416
Domestic (Ohio) Non-Profit Corporation, charter number
Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number
Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio,
Domestic (Ohio) Limited Liability Company, with registration number
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 under registration number
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
Domestic (Ohio) Limited Partnership, with registration number
Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number

MAR. 2. 2006 3:37PM

CORPORATION SERVICE COMPANY

NO. 7114 P. 4

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

The Franchise-Hall Corporation System, Inc. 50 West Broad Street, Suite 1800
name (street) NOTE: P.O. Box Addresses are NOT acceptable.
Columbus Ohio 43215
(city, village or township) (zip code)

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

VII 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 the surviving entities if through this merger the statutory agent has changed, or if the named agent differs in any way from the name currently on record with the Secretary of State)

VIII 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

IX AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided [] No Changes [x]

X QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

name (street) NOTE: P.O. Box Addresses are NOT acceptable.
Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business in Ohio expires or is canceled

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CORPORATION SERVICE COMPANY

NO. 7'14 P. 5

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2 Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the limited liability company in its state of organization/registration is

(b) The name under which the limited liability company desires to transact business in Ohio is

(c) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

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CORPORATION SERVICE COMPANY

NO. 7114 P. 6

(1) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(1) The name of the limited partnership is

(2) The limited partnership was formed on _____

(3) The address of the office of the limited partnership in its state/country of organization is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(4) The limited partnership's principal office address is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(5) 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.)

(6) 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:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

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CORPORATION SERVICE COMPANY

NO. 714 P. 7

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn

4 Foreign Qualifying Partnership Having Limited Liability

(1) The name of the partnership shall be

(2) Please complete the following appropriate section (either item b(1) or b(2)):

(1) The address of the partnership's principal office in Ohio is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2) The address of the partnership's principal office (Non-Ohio):

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, _____, _____
(city, township, or village) (state) (zip code)

(3) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(4) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(5) The business which the partnership engages in is:

MAR. 2 2006 3:35 PM

CORPORATION SERVICE COMPANY

NO. 7114 P. 8

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 Euclid Chemical Company

Sheffield Inc.

(Exact name of entity)

(Exact name of entity)

By: [Signature]

By: [Signature]

Its: P. Kelly Tompkins, Secretary

Its: P. Kelly Tompkins, Secretary

Date: 2-22-06

Date: 2-22-06

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by J. KENNETH BLACKWELL

3. acting in the capacity of Ohio Secretary of State

4. bears the seal/stamp of Ohio Secretary of State

CERTIFIED

5. at Columbus, Ohio

6. March 22, 2006

7. by the Secretary of State of Ohio.

8. No. 089599

9. Seal/Stamp:

10. Signature:



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State of Ohio

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

6. *the fifteenth day of March, A.D. 2006*

7. *by Secretary of State, Delaware Department of State*

8. No. *0279092*

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

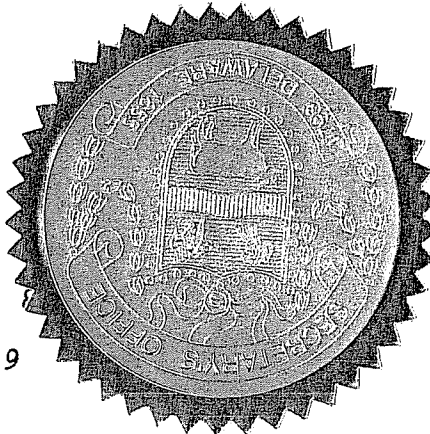
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SHEFFIELD INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE EUCLID CHEMICAL COMPANY" UNDER THE NAME OF "THE EUCLID CHEMICAL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MARCH, A.D. 2006, AT 3:51 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4593767

4075145

060251019

DATE: 03-15-06

TRADEMARK
REEL: 003284 FRAME: 0266

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SHEFFIELD INC.
(a Delaware corporation)

INTO

THE EUCLID CHEMICAL COMPANY
(an Ohio corporation)

It is hereby certified that:

1. The Euclid Chemical Company (the "Parent") is a business corporation of the State of Ohio.
2. The Parent is the owner of all of the outstanding shares of stock of Sheffield Inc. (the "Subsidiary"), which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of the Parent permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Parent hereby merges the Subsidiary into the Parent.
5. The following is a copy of the resolutions adopted on February 22, 2006 by the Board of Directors of the Parent to merge the Subsidiary into the Parent:

RESOLVED, that the Board of Directors of the Corporation have deemed it advisable and in the best interests of the Corporation that Sheffield Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation (the "Subsidiary") merge with and into the Corporation;

RESOLVED FURTHER, that the Agreement and Plan of Merger (the "Agreement and Plan of Merger") by and between the Corporation and Subsidiary, in substantially the form attached hereto as Exhibit A, which provides for the merger of the Subsidiary with and into the Corporation (the "Merger"), is hereby adopted and approved, with such additions, deletions and modifications as the officer or officers executing the same may approve;

RESOLVED FURTHER, that the Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for

enforcement of any obligation of the Corporation arising from the Merger, does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such proceeding, and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of Delaware:

The Euclid Chemical Company
19218 Redwood Road
Cleveland, Ohio 44110

RESOLVED FURTHER, that the officers, including, without limitation, the Secretary, of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger with such additions, deletions and modifications as any of such executing officers may deem necessary, advisable or desirable, and the execution and delivery of such Agreement and Plan of Merger by any of such executing officers shall be deemed to be conclusive evidence that any additions, deletions and modifications have the approval of such officer; and

RESOLVED FURTHER, that the officers, including, without limitation, the Secretary, of the Corporation be, and each of them hereby is, authorized to prepare, negotiate, execute, deliver, file and record any and all such documents, certificates, agreements, instruments, consents and other instruments, and to do, or cause to be done, any and all such further acts and things as they or any of them, may deem necessary, desirable or advisable to make effective or to implement the intent and purpose of the foregoing resolutions, including, without limitation, (a) the execution and filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, (b) the execution and filing of a Certificate of Merger with the Secretary of State of Ohio, and (c) all appropriate filings with the Internal Revenue Service, as they or any of them may deem necessary or desirable to implement the Merger, and any such document, certificate, agreement, instrument, consent or other instrument so executed, or act or thing done or caused to be done by them or any of them, shall be conclusive evidence of their or his or her authority in so doing.

Executed on February 22, 2006

THE EUCLID CHEMICAL COMPANY

By: 

Name: P. Kelly Tompkins

Title: Secretary

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