

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Okon, Inc.		05/31/2006	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	Zinsser Co., Inc.
Street Address:	173 Belmont Drive
City:	Somerset
State/Country:	NEW JERSEY
Postal Code:	08876
Entity Type:	CORPORATION: NEW JERSEY

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2360813	PAINTBOOSTER
Registration Number:	2798712	H2OSTOPPER
Registration Number:	1185340	OKON
Registration Number:	2454135	OKON FINAL SHIELD
Registration Number:	1800376	OKON NATURAL CHOICE
Registration Number:	1185341	WEATHER PRO

**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: Raymond Rundelli  
 Address Line 1: 800 Superior Avenue  
 Address Line 2: Suite 1400

**CH \$165.00 2360813**

Address Line 4: Cleveland, OHIO 44114-2688

ATTORNEY DOCKET NUMBER: 06821/07172

NAME OF SUBMITTER: Raymond Rundelli

Signature: /Raymond Rundelli/

Date: 06/13/2006

Total Attachments: 6  
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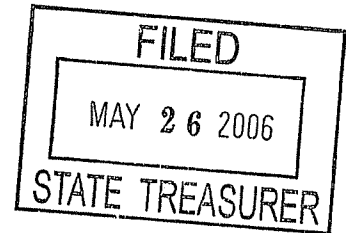
CERTIFICATE OF MERGER

OF

OKON, INC.

INTO

ZINSSER CO., INC.



To the Department of the Treasury  
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation of the State of Colorado, is Okon, Inc. ("the "Subsidiary Corporation").

2. The name of the parent corporation, which is a business corporation of the State of New Jersey, and which is to be the surviving corporation, is Zinsser Co., Inc. (the "Parent Corporation").

3. The number of outstanding shares of the Subsidiary Corporation is One Hundred (100) all of which are of one class, and all of which are owned by the Parent Corporation.

4. The following is the Plan of Merger for merging the Subsidiary Corporation into the Parent Corporation as approved by the Board of Directors of the parent corporation on May 25, 2006.

- "1. Zinsser Co., Inc. ("Zinsser"), which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Okon, Inc., which is a business corporation of the State of Colorado, hereby merges Okon, Inc. ("Okon") into Zinsser Co., Inc. pursuant to the provisions of the New Jersey Business Corporation Act and the Colorado Business Corporation Act.
2. The separate existence of Okon shall cease upon the effective date of the merger pursuant to the provisions of the Colorado Business Corporation Act; and Zinsser shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

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3. The issued shares of Okon shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The issued shares of Zinsser shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Zinsser.
5. The Board of Directors and the proper officers of Zinsser are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the certificate of incorporation of the Parent Corporation nor the certificate of incorporation of the Subsidiary Corporation requires the approval of its shareholders to authorize the merger herein certified.

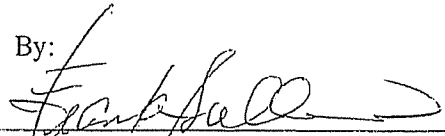
6. The Parent Corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

7. The merger herein certified shall become effective on May 31, 2006.

Executed on May 25, 2006

ZINSSER CO., INC.

By:



Name of Signer: Frank C. Sullivan

Capacity of Signer: Chairman

Document processing fee

If document is filed on paper

\$150.00

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Paper documents must be typewritten or machine printed.

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\$ 300.00

SECRETARY OF STATE

05-26-2006 15:23:43

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### Statement of Merger

filed pursuant to §7-90-301, et seq. and §7-90-203 Colorado Revised Statutes (C.R.S.)

1. Entity name or true name of each  
merging entity  
(other than the surviving entity)

Okon, Inc.

*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity

Corporation

Jurisdiction under which the  
entity was formed

Colorado

ID number (if applicable)

19971043766

Principal office street address:

173 Belmont Dr.

*(Street name and number)*

Somerset

*(City)*

NJ

*(State)*

08876

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

Principal office mailing address  
(if different from above)

*(Street name and number or Post Office Box information)*

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

Entity name or true name  
(other than the surviving entity)

*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity

Jurisdiction under which the  
entity was formed

ID number (if applicable)

Principal office street address \_\_\_\_\_  
*(Street name and number)*

\_\_\_\_\_  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

Principal office mailing address  
(if different from above) \_\_\_\_\_  
*(Street name and number or Post Office Box information)*

\_\_\_\_\_  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

Entity name or true name  
(other than the surviving entity) \_\_\_\_\_  
*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity \_\_\_\_\_

Jurisdiction under which the  
entity was formed \_\_\_\_\_

ID number (if applicable) \_\_\_\_\_

Principal office street address \_\_\_\_\_  
*(Street name and number)*

\_\_\_\_\_  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

Principal office mailing address  
(if different from above) \_\_\_\_\_  
*(Street name and number or Post Office Box information)*

\_\_\_\_\_  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

*(If there are more than three merging entities, mark this box  and include an attachment stating the entity name, ID number, and the principal office address of each additional merging entity.)*

2. Entity name of the surviving entity Zinsser Co., Inc.  
*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity Corporation

Jurisdiction under which the  
entity was formed New Jersey

ID number (if applicable) \_\_\_\_\_

Principal office street address 173 Belmont Dr.  
*(Street name and number)*

Somerset NJ 08876  
*(City) (State) (Postal/Zip Code)*

*(Province – if applicable) (Country – if not US)*

Principal office mailing address \_\_\_\_\_  
 (if different from above) *(Street name and number or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

*(Province – if applicable) (Country – if not US)*

3. The merging entities are merged into the surviving entity.
4. If one or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state, mark this box  and state below the document number of each such filed document.

Document number \_\_\_\_\_

Document number \_\_\_\_\_

*(If more than two trademarks, mark this box  and include an attachment stating the additional document numbers.)*

5. Additional information may be included. If applicable, mark this box  and include an attachment stating the additional information.

6. (Optional) Delayed effective date: 05/31/2006  
*(mm/dd/yyyy)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Tompkins P. Kelly  
*(Last) (First) (Middle) (Suffix)*

P.O. Box 777

(Street name and number or Post Office Box information)

2628 Pearl Road

Medina

(City)

OH

(State)

44258

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

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