

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 10/28/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|----------------------------|
| Samuel Cabot Incorporated | | 10/25/2006 | CORPORATION: MASSACHUSETTS |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------|
| Name: | The Valspar Corporation |
| Street Address: | 1101 South Third Street |
| City: | Minneapolis |
| State/Country: | MINNESOTA |
| Postal Code: | 55415 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 2576048 | C3 |

CORRESPONDENCE DATA

Fax Number: (612)375-7313
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6123757322
 Email: trademarks@valspar.com
 Correspondent Name: Valspar Sourcing, Inc.
 Address Line 1: 1101 South Third Street
 Address Line 4: Minneapolis, MINNESOTA 55415

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 08 1462 0101--CABOT |
| NAME OF SUBMITTER: | Andrew Ubel |
| Signature: | /Andrew Ubel LAD/ |

OP \$40.00 2576048

Date:

05/29/2008

Total Attachments: 7

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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 MERGER, WHICH MERGES:

"SAMUEL CABOT INCORPORATED", A MASSACHUSETTS CORPORATION, WITH AND INTO "THE VALSPAR CORPORATION" UNDER THE NAME OF "THE VALSPAR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2006, AT 9:42 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5155432

DATE: 10-30-06

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PC

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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COMMONWEALTH OF MASSACHUSETTS

Articles of Merger
Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

FORM MUST BE TYPED

Exact name, jurisdiction and date of organization of each party to the merger:

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| (1) EXACT NAME | (2) JURISDICTION | DATE OF ORGANIZATION |
|---------------------------|------------------|----------------------|
| Samuel Cabot Incorporated | MA 041141380 | 5/14/1907 |
| The Valspar Corporation | DE 000922103 | 12/03/1934 (4/19/06) |

(3) The foreign corporation or other entity is / is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: The Valspar Corporation

(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: October 28, 2006

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

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(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 1101 South Third Street, Minneapolis, MN 55415
(number, street, city or town, state, zip code)

Samuel Cabot Incorporated

Signed by:  Secretary
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 25th day of October, 2006

The Valspar Corporation

Signed by:  Vice President
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 25th day of October, 2006

CERTIFICATE OF OWNERSHIP

MERGING

SAMUEL CABOT INCORPORATED
(a Massachusetts corporation)

INTO

THE VALSPAR CORPORATION
(a Delaware corporation)

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

* * * * *

The Valspar Corporation, a corporation incorporated on the 3rd day of December, 1934, pursuant to the provisions of the General Corporation Law of the State of Delaware (this "corporation");

DOES HEREBY CERTIFY:

FIRST: That this corporation owns 100% of the capital stock of Samuel Cabot Incorporated, a corporation incorporated on the 14th day of May, 1907, pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts and that this corporation, by a resolution of its Board of Directors dated the 18th day of October, 2006, determined to merge Samuel Cabot Incorporated into itself, which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Samuel Cabot Incorporated, a corporation organized and existing under the laws of the Commonwealth of Massachusetts, and

WHEREAS this corporation desires to merge said Samuel Cabot Incorporated into itself, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge said Samuel Cabot Incorporated into itself and assumes all of its obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Samuel Cabot Incorporated and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

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FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

FURTHER RESOLVED, that the merger shall become effective on October 28, 2006;

SECOND: That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of The Valspar Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 25th day of October, 2006.

THE VALSPAR CORPORATION

By: Steve Perna
(Authorized Officer)

Name: Steven Perna

Title: Vice President

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512



Articles of Merger Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

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I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$260 having been paid, said articles are deemed to have been filed with me this day of October, 2006 @ 1:32 at a.m. (p.m.)

26th


Effective date: _____
(must be within 90 days of date submitted)


Examine

Name approval


WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:


#A.R.

Jonas D. L. McCray, Esquire

Mirick, O'Connell, DeMallie & Lougee, LLP, 100 Front Street

Worcester, MA 01608-1477

Telephone: (508) 791 - 8500

Email: jdlmccray@modl.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

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COMMONWEALTH OF MASSACHUSETTS
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