

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Written Consent to Resolutions of the Board of Directors of Lilly Industries (USA), Inc. in Lieu of a Special Meeting		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Guardsman Products, Inc.		11/22/1996	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lilly Industries (USA), Inc.		
<b>Street Address:</b>	733 South West Street		
<b>City:</b>	Indianapolis		
<b>State/Country:</b>	INDIANA		
<b>Postal Code:</b>	46225		
<b>Entity Type:</b>	CORPORATION: INDIANA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0876198	RSA AUTOCARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)486-7979		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612-851-7322		
<b>Email:</b>	trademarks@valspar.com		
<b>Correspondent Name:</b>	Valspar Sourcing, Inc.		
<b>Address Line 1:</b>	P.O. Box 1461		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55440		
<b>ATTORNEY DOCKET NUMBER:</b>	08 4410 0101--GUARDSMAN		
<b>NAME OF SUBMITTER:</b>	Andrew Ubel		
<b>Signature:</b>	/Andrew Ubel LAD/		
<b>Date:</b>	08/26/2009		

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**Total Attachments: 9**

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**WRITTEN CONSENT TO RESOLUTIONS  
OF THE BOARD OF DIRECTORS  
OF LILLY INDUSTRIES (USA), INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the Board of Directors of Lilly Industries (USA), Inc., an Indiana corporation (the "Corporation"), pursuant to Section 23-1-34-2 of the Indiana Business Corporation Code, as amended (the "Indiana Act"), hereby waive all notice and adopt, unanimously, the following resolutions by written consent and authorize the actions described therein to be taken by the Corporation:

**WHEREAS**, the Corporation and Guardsman Products, Inc., a Delaware corporation ("Guardsman"), are sister corporations that are both wholly-owned subsidiaries of Lilly Industries, Inc., an Indiana corporation ("Parent"); and

**WHEREAS**, the Corporation desires to merge into itself Guardsman and to be possessed of all the estate, property, rights, privileges and franchises of Guardsman and to assume all of its liabilities and obligations (the "Merger"); and

**WHEREAS**, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to merge Guardsman with and into the Corporation.

**RESOLVED**, that the Agreement and Plan of Merger (the "Merger Agreement") attached hereto as Exhibit AA be, and it hereby is, approved and adopted in accordance with applicable provisions of the Indiana Act; and

**FURTHER RESOLVED**, that the proposed Merger and Merger Agreement are recommended to the sole shareholder of the Corporation for approval and shall be submitted to the sole shareholder of the Corporation and, upon receiving the written consent of the sole shareholder of the Corporation, the Merger shall be approved; and

**FURTHER RESOLVED**, that the President or a Vice President, and the Secretary or an Assistant Secretary of the Corporation be, and they hereby are, authorized and directed to prepare and execute Articles of Merger and to file the same with the Secretary of State of Indiana; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and they hereby are, authorized and directed to take all actions whatsoever, whether within or without the State of Indiana, which may be necessary or proper to effect said Merger; and

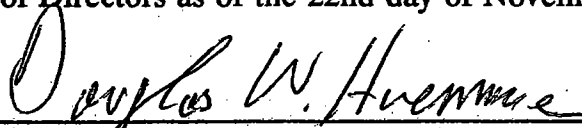
**FURTHER RESOLVED**, that all action taken by any officer of the Corporation prior to the date of the foregoing resolutions are actually adopted or effective to effect the purposes of the foregoing resolutions is hereby ratified, approved, confirmed and adopted in all respects; and

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**FURTHER RESOLVED**, that the officers of the Corporation be, and each is, hereby authorized and empowered to execute, certify, verify, acknowledge, deliver, accept, file and record all instruments, agreements and documents, and to take, or cause to be taken all action, in the name and on behalf of the Corporation or otherwise, as any such officer shall, in such officers' sole discretion, deem necessary or desirable to effect the purpose of the foregoing resolutions.

**EXECUTED** by the Board of Directors as of the 22nd day of November, 1996.



Douglas W. Huemme, Chairman



William C. Dorris, Director



Kenneth L. Mills, Director

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**AGREEMENT AND PLAN OF MERGER  
OF  
GUARDSMAN PRODUCTS, INC.  
INTO  
LILLY INDUSTRIES (USA), INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Merger Agreement") dated as of this 22nd day of November, 1996, is by and between Lilly Industries (USA), Inc., an Indiana corporation (the "Surviving Corporation"), and Guardsman Products, Inc., a Delaware corporation (the "Merging Corporation"), pursuant to the provisions of the Indiana Business Corporation Law (the "Indiana Act") and the General Corporation Law of the State of Delaware (the "Delaware Act").

**RECITALS**

**WHEREAS**, the Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Indiana; and

**WHEREAS**, the Merging Corporation is a corporation duly organized and validly existing under the laws of the state of Delaware; and

**WHEREAS**, the Surviving Corporation and the Merging Corporation (the "Constituent Corporations") are sister corporations that are both wholly-owned subsidiaries of Lilly Industries, Inc., an Indiana corporation ("Parent");

**WHEREAS**, the Merging Corporation has authority to issue one thousand (1,000) shares of common stock, par value of \$1.00 per share, of which a total of ten (10) shares are issued and outstanding; and

**WHEREAS**, the Surviving Corporation has authority to issue one thousand (1,000) shares of common stock, without par value, of which a total of one (1) share is issued and outstanding; and

**WHEREAS**, the Board of Directors of each of the Constituent Corporations have determined that it is advisable and in the best interests of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Merger Agreement and in accordance with the laws of the respective jurisdictions of the Constituent Corporations; and

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations have approved and adopted this Merger Agreement.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the Board of Directors of each of the Constituent Corporations hereby approves the following Merger Agreement:

**ARTICLE 1**  
**The Merger and Its Effective Time**

**Section 1.01. The Merger.** The Merging Corporation and the Surviving Corporation shall be merged into a single corporation in accordance with the applicable laws of the respective jurisdictions of the Constituent Corporations (the "Merger").

**Section 1.02. Effective Time.** The effective time and date of the Merger shall be 11:45 p.m. Eastern Standard Time on November 30, 1996 (the "Effective Time").

**Section 1.03. Survival of the Merger.** At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive the Merger and continue to be an Indiana corporation.

**ARTICLE 2**  
**Articles of Incorporation and By-Laws**

**Section 2.01. Articles of Incorporation.** On and after the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of the Surviving Corporation (the "Surviving Articles"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to amend the Surviving Articles in accordance with the laws of the State of Indiana and the Surviving Articles.

**Section 2.02. Code of By-Laws.** On and after the Effective Time, the Code of By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Code of By-Laws of the Surviving Corporation (the "Surviving By-Laws"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to alter, amend or repeal the Surviving By-Laws in accordance with the laws of the State of Indiana, the Surviving Articles and the Surviving By-Laws.

**ARTICLE 3**  
**Directors and Officers**

**Section 3.01. Directors and Officers.** On and after the Effective Time, the Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue in office as the Board of Directors and officers of the Surviving Corporation, each to hold office subject to the Surviving Articles and Surviving By-

Laws and the laws of the State of Indiana as to the term and removal of directors and officers.

#### **ARTICLE 4**

#### **Manner of Converting and Cancelling Stock**

**Section 4.01. Cancellation of Merging Corporation Issued Shares.** At the Effective Time, all the issued and outstanding shares of common stock of the Merging Corporation shall automatically and by operation of law be cancelled, and no payment shall be made with respect thereto, and all certificates evidencing ownership of such shares shall be surrendered and canceled and thereafter shall be void and of no effect.

**Section 4.02. Existence of Surviving Corporation Issued Shares.** At the Effective Time, all issued and outstanding shares of common stock of the Surviving Corporation shall be and remain issued and outstanding shares of common stock of the Surviving Corporation.

#### **ARTICLE 5**

#### **Rights**

**Section 5.01. Rights.** From and after the Effective Time, the Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Corporations; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

#### **ARTICLE 6**

#### **Liabilities**

**Section 6.01. Liabilities.** From and after the Effective Time, all rights of creditors and all liens (if any) upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "Obligations") of either of the Constituent Corporations shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in such action or proceeding.

**ARTICLE 7**  
**Corporate Acts**

**Section 7.01. Corporate Acts.** From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "Corporate Acts") of the Merging Corporation, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

**ARTICLE 8**  
**Further Documents**

**Section 8.01. Further Documents.** If at any time prior to the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions; and the Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, in the name and on behalf of the Merging Corporation or otherwise, to do any of the foregoing.

[Remainder of this page intentionally left blank.]



**IN WITNESS WHEREOF**, the Surviving Corporation and the Merging Corporation, have caused this Merger Agreement to be executed by each of their duly authorized officers on the date and year first above written.

**LILLY INDUSTRIES (USA), INC.**

By: \_\_\_\_\_  
Douglas W. Huemme, President

**ATTEST:**

By: \_\_\_\_\_  
Kenneth L. Mills, Secretary

**GUARDSMAN PRODUCTS, INC.**

By: \_\_\_\_\_  
William C. Dorris, Vice President

**ATTEST:**

By: \_\_\_\_\_  
Kenneth L. Mills, Secretary

I, Kenneth L. Mills, Secretary of Lilly Industries (USA), Inc., a corporation organized and existing under the laws of the State of Indiana, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Guardsman Products, Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 23-1-29-4 of the Indiana Business Corporation Law, by the written consent of the sole stockholder holding one (1) share of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the sole stockholder of said Lilly Industries (USA), Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 22nd day of November, 1996.

Kenneth L. Mills, Secretary

I, Kenneth L. Mills, Secretary of Guardsman Products, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Lilly Industries (USA), Inc., a corporation of the State of Indiana, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware, by the written consent of the sole stockholder holding ten (10) shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the sole stockholder of said Guardsman Products, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 22nd day of November, 1996.

Kenneth L. Mills, Secretary

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