

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Graco South Dakota Inc.		12/31/2004	CORPORATION: SOUTH DAKOTA
RECEIVING PARTY DATA			
Name:	Graco Minnesota Inc.		
Street Address:	88 11th Avenue NE		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55413-1894		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2797684	ASM	
CORRESPONDENCE DATA			
Fax Number:	(612)623-6944		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	612-623-6769		
Email:	pto@graco.com		
Correspondent Name:	Douglas B. Farrow		
Address Line 1:	PO Box 1441		
Address Line 4:	Minneapolis, MINNESOTA 55440-1441		
ATTORNEY DOCKET NUMBER:	T0176 (ASM)		
NAME OF SUBMITTER:	Douglas B. Farrow		
Signature:	/Douglas B. Farrow/		

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REEL: 004070 FRAME: 0667

Date:

09/30/2009

Total Attachments: 10

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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

ORGANIZATIONAL ID #: DB042755

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **GRACO SOUTH DAKOTA INC., a South Dakota Corporation merging into GRACO MINNESOTA INC., an unqualified Minnesota Corporation** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 3, 2005.



A handwritten signature in cursive script that reads "Chris Nelson".

Chris Nelson
Secretary of State

Cert of Merger Merge.Doc

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: GRACO MINNESOTA INC.
SD: GRACO SOUTH DAOTA INC.

State of Formation and Name of Surviving Entity:

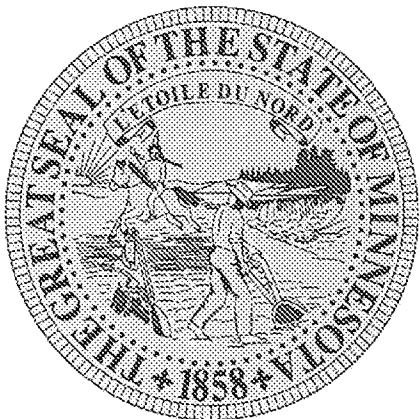
MN: GRACO MINNESOTA INC.

Effective Date of Merger: 12/31/2004

Name of Surviving Entity After Effective Date of Merger:

GRACO MINNESOTA INC.

This Certificate has been issued on: 12/29/2004



Mary Kiffmeyer
Secretary of State.

Filed this 3rd day of Jan 2005
O. Nelson
SECRETARY OF STATE

ARTICLES OF MERGER
OF
GRACO SOUTH DAKOTA INC.
INTO
GRACO MINNESOTA INC.

DB042755

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DEC 27 '04

S.D. SEC. OF STATE

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned corporations execute the following articles of merger:

FIRST: The names of the subsidiary corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

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S.D. SEC. OF STATE

Name of Subsidiary Corporation State

Graco South Dakota Inc.	South Dakota
Graco Minnesota Inc.	Minnesota

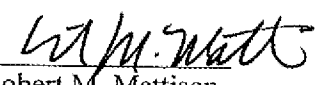
SECOND: Section 302A.621 of the Minnesota Business Corporation Act permits the parent to merge a subsidiary directly into another subsidiary where the parent owns at least 90 percent of the outstanding shares of stock of each subsidiary directly or indirectly through related organizations without the vote of the shareholders of itself or any subsidiary.

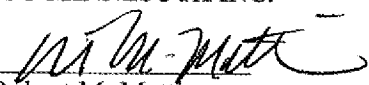
THIRD: Graco Minnesota Inc. has authority to issue 1,000 shares of common stock, \$1.00 par value per share, of which 100 shares have been issued to Graco Inc.. Graco South Dakota Inc. has authority to issue 1,000 shares of common stock, \$1.00 par value per share, of which 100 shares have been issued to Graco Minnesota Inc. Graco Inc., a Minnesota corporation, (the "Parent") directly owns all of the outstanding shares of stock of Graco Minnesota Inc. and indirectly owns all of the outstanding shares of stock of Graco South Dakota.

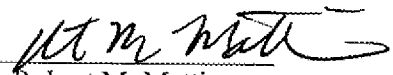
FOURTH: A plan of merger attached as Exhibit A was approved by resolution of the Board of Directors of Graco Inc. on December 10, 2004 and by written action of the Boards of Directors of Graco Minnesota Inc. and Graco South Dakota Inc. effective as of December 31, 2004.

FIFTH: The name of the surviving corporation is Graco Minnesota Inc. The Articles of Incorporation of Graco Minnesota Inc. currently in full force and effect shall remain the Articles of Incorporation of the surviving corporation without amendment.

SIXTH: The Parent waives the mailing of a copy of the plan of merger to shareholders of both Graco South Dakota Inc. and Graco Minnesota Inc. in accordance with Section 302A.621(2) of the Minnesota Business Corporations Act by virtue of the fact that the Parent is the sole shareholder of Graco Minnesota Inc. and indirectly of Graco South Dakota Inc.

Parent:
GRACO INC.

By: Robert M. Mattison
Its: Vice President and Secretary

Constituent Corporations:
GRACO MINNESOTA INC.

By: Robert M. Mattison
Its: Vice President and Secretary

GRACO SOUTH DAKOTA INC.

By: Robert M. Mattison
Its: Vice President and Secretary

over

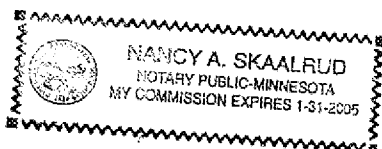
State of Minnesota
County of Hennepin

Subscribed and sworn/affirmed to before me this 20th day of Dec.

20 04 by personal knowledge

Nancy Skaalrud
Notary Public

My Commission Expires: 1-31-05



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\$D.45 0.00

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
BETWEEN
GRACO SOUTH DAKOTA INC.
INTO
GRACO MINNESOTA INC.

This AGREEMENT AND PLAN OF MERGER, is made this 31st day of December 2004, between Graco Minnesota Inc., a Minnesota corporation, and Graco South Dakota Inc., a South Dakota corporation (the "Constituent Corporations").

RECITALS:

A. Section 302A.621 of the Minnesota Business Corporation Act ("MSA 302A.621") permits the parent to merge a subsidiary directly into another subsidiary where the parent owns at least 90 percent of the outstanding shares of stock of each subsidiary directly or indirectly through related organizations without the vote of the shareholders of itself or any subsidiary.

B. Graco Minnesota Inc. is a corporation duly organized and existing under the laws of the State of Minnesota and, on the date hereof, has authority to issue 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares have been issued. Graco Inc., a Minnesota corporation (the "Parent") directly owns all of the outstanding shares of stock.

C. Graco South Dakota Inc. is a corporation duly organized and existing under the laws of the State of South Dakota and, on the date hereof, has authority to issue 1,000 shares of common stock, \$1.00 par value per share, of which 100 shares have been issued. The Parent indirectly owns all of the outstanding shares of stock through its wholly-owned subsidiary, Graco Minnesota Inc.

D. Section 47-6-13 of South Dakota Codified Laws ("SDCL 47-6-13") permits a statutory merger of a foreign corporation and a domestic corporation if such merger is permitted by the laws of the state under which such foreign corporation is organized.

E. The Board of Directors of the Parent has resolved pursuant to MSA 302A.621 that Graco South Dakota Inc. be merged with and into Graco Minnesota Inc..

F. The Constituent Corporations have, subject to approval by their respective Boards of Directors, adopted the Plan of Merger embodied in this Agreement.

WITNESSETH:

WHEREAS, the Board of Directors of the Parent of the Constituent Corporations has resolved that Graco South Dakota Inc. be merged with and into Graco Minnesota Inc. (the "Merger").

NOW, THEREFORE, the Constituent Corporations hereby agrees as follows:

1. Applicable Law. The Merger shall occur in accordance with the provisions of in MSA 302A.621 and SDCL 74-6-13.
2. Effective Date. That the Effective Date of the Merger shall be after the close of business December 31, 2004.
3. Surviving Corporation. Upon the Effective Date, Graco South Dakota Inc. shall be merged with and into Graco Minnesota Inc. and Graco Minnesota Inc. shall be the surviving corporation ("Surviving Corporation").
4. Cessation of Graco South Dakota Inc. Upon the Effective Date, the separate existence of Graco South Dakota Inc. shall cease and all the property, rights, privileges, immunities and franchises of Graco South Dakota Inc. and all of the property, real, personal and mixed, and all the debts due on whatever account to Graco South Dakota Inc., as well as all stock subscription and other causes in action belonging to Graco South Dakota Inc., and the title to all real estate vested in Graco South Dakota Inc. shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of Graco South Dakota Inc. Neither the rights of creditors nor any liens upon the property of Graco South Dakota Inc. are impaired by the Merger.
5. Articles of Incorporation. From and after the Effective Date the Articles of Incorporation of Graco Minnesota Inc. in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.
6. Officers and Directors. The directors and officers of Graco Minnesota Inc. in office immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers of the Surviving Corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.
7. Capital Stock and Other Interests. At the Effective Time of the Merger
 - (a) Each share of common stock of Graco South Dakota Inc. issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and no consideration therefor shall be payable to such holder.
 - (b) Each share of common stock of Graco Minnesota Inc. issued and outstanding immediately before the Effective Time shall remain outstanding without change.
8. Outstanding Shares of Graco Minnesota Inc. All the outstanding shares of Graco Minnesota Inc. common stock shall remain common stock of the Surviving Corporation and all rights in respect thereof shall remain in effect. On the Effective Date, all new shares issued going forward shall bear the name of the Surviving Corporation.

9. Certificate of Authority. The Surviving Corporation, as a foreign corporation in the State of South Dakota, shall obtain from the Secretary of State of South Dakota a certificate of authority to transact business within the state of South Dakota.
10. Service of Process for Foreign Corporation. The Surviving Corporation agrees that it may be served with process in the State of South Dakota in any proceeding for the enforcement of any obligation of Graco South Dakota against the Surviving Corporation in accordance with Section 47-6-15(1) of South Dakota Codified Laws.
11. Appointment of Secretary of State. The Surviving Corporation irrevocably appoints the Secretary of State of South Dakota as its agent to accept service of process in any such proceeding in accordance with Section 47-6-15(2) of South Dakota Codified Laws.
12. Dissenting Shareholders. As the outstanding stock of Graco South Dakota Inc. is 100% owned by Graco Minnesota Inc., there are no dissenting shareholders.
13. Articles of Merger. In accordance with this Agreement and for the purposes of carrying out the Merger, each Constituent Corporation shall cause its officers to prepare and file all necessary documents with the Secretary of State of its state of incorporation.
14. Termination or Abandonment. This Agreement may be terminated and the Merger may be abandoned at any time before the Effective Date by mutual written consent of the Board of Directors of each of the Constituent Corporations, notwithstanding the prior approval of this Agreement by the Parent of the Constituent Corporations. If this Agreement is terminated pursuant to this Section, this Agreement shall become void, with no liability on the part of any party to this Agreement.
15. Amendment. No amendment to this Agreement will be valid unless it is in writing and approved by the Boards of Directors of each Constituent Corporation before the Effective Date of this Merger.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date written above.

GRACO MINNESOTA INC.

Dale D. Johnson
By: Dale D. Johnson
Its: Chief Executive Officer

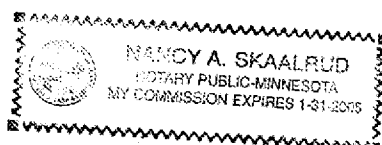
GRACO SOUTH DAKOTA INC.

Dale D. Johnson
By: Dale D. Johnson
Its: Chief Executive Officer

State of Minnesota
County of Hennepin

Subscribed and sworn/affirmed to before me this 20th day of Dec

20 04, by personal knowledge



Nancy Skaalrud
Notary Public

My Commission Expires: 1-31-05

GRACO INC.

SECRETARIAL CERTIFICATE

I, Robert M. Mattison, do hereby certify that I am the duly elected and acting Secretary of Graco Inc., a Minnesota corporation, and that the Board of Directors of said Corporation, at a meeting held on December 10, 2004, unanimously approved the following resolution:

WHEREAS, Graco Inc., a Minnesota corporation (the "Parent") directly owns 100% of the outstanding shares of stock of its subsidiary corporation Graco Minnesota Inc., a Minnesota corporation, and indirectly owns 100% of the outstanding shares of stock of Graco South Dakota Inc., a South Dakota corporation (the "Constituent Corporations");

WHEREAS, the Board of Directors of the Parent (the "Board") deems it advisable and in the best interest of the Constituent Corporations that Graco South Dakota Inc. be merged with and into Graco Minnesota Inc. (the "Merger");

WHEREAS, Section 47-6-13 of the South Dakota Codified Laws ("SDCL 47-6-13") permits a statutory merger of a foreign corporation and a domestic corporation if such merger is permitted by the laws of the state under which such foreign corporation is organized;

WHEREAS, Section 302A.621 of the Minnesota Business Corporation Act ("MSA 302A.621") permits the Parent to merge a subsidiary directly into another subsidiary where the Parent owns at least 90 percent of the outstanding shares of stock of each subsidiary directly or indirectly through related organizations without the vote of the shareholders of itself or any subsidiary;

WHEREAS, a plan of merger titled "Agreement and Plan of Merger" is attached hereto as Exhibit A.

NOW THEREFORE BE IT RESOLVED, such Merger shall be governed by MSA 302A.621 and SDCL 47-6-13;

FURTHER RESOLVED, the Board hereby approves the Agreement and Plan of Merger between the Constituent Corporations;

FURTHER RESOLVED, the name of the surviving corporation shall be Graco Minnesota Inc. (the "Surviving Corporation");

FURTHER RESOLVED, that the outstanding shares of common stock of Graco South Dakota Inc. will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all the rights in respect thereof shall thereupon cease to exist;

FURTHER RESOLVED, All the outstanding shares of common stock of the Surviving Corporation shall remain common stock of the Surviving Corporation and all rights in respect thereof shall remain in effect;

FURTHER RESOLVED, All new shares issued going forward shall bear the name of Graco Minnesota Inc.;

FURTHER RESOLVED, the Articles of Incorporation of the Surviving Corporation currently in full force and effect shall be the Articles of Incorporation of the Surviving Corporation without amendment in accordance with the Minnesota Business Corporations Act;

FURTHER RESOLVED, that the Surviving Corporation as a foreign corporation in the State of South Dakota shall obtain a Certificate of Authority to transact business in the state in accordance with Section 47-6-15 of South Dakota Codified Laws.

IN WITNESS THEROF, the undersigned Secretary of Graco Inc. being duly authorized on behalf of Graco Inc. has executed this document this 20th day of December, 2004.

Robert M. Mattison

Robert M. Mattison
Secretary

Subscribed and sworn before me
this 20th day of December, 2004.

Nancy Skaalrud
Notary Public

My commission expires January 31, 2005.

