TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/03/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H.B. Fuller Licensing & Financing, Inc.		10/03/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	H.B. Fuller Company
Street Address:	1200 Willow Lake Boulevard
Internal Address:	WLB-Law-Trademarks
City:	Saint Paul
State/Country:	MINNESOTA
Postal Code:	55110-5101
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	77389779	ACCURE
Registration Number:	1293624	ACCUTHANE
Registration Number:	2502384	ADVANTRA
Registration Number:	2372685	ADVANTRA LT
Registration Number:	2782438	AIRSPERSE
Registration Number:	2711895	AQUA-MELT
Registration Number:	2594929	CLARITY
Registration Number:	2705177	CLEAN MELT
Registration Number:	1199216	F
Registration Number:	1198735	F
Registration Number:	1197585	F

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Registration Number:	1212043	F
Registration Number:	3463368	EZTEX
Serial Number:	77061185	FLEXTRA
Serial Number:	77095996	FLEXTRADC
Serial Number:	77095982	FLEXTRASL
Serial Number:	77095961	FLEXTRAWB
Registration Number:	2752553	FULACRYAL
Registration Number:	1178719	FULAPRENE
Registration Number:	1212042	FULATEX
Registration Number:	0964939	FULLBACK
Registration Number:	2571893	FULLBACK
Registration Number:	2402828	FULL-HOOK
Registration Number:	1792276	FULL-POUR
Registration Number:	0967307	FULLSEAL
Registration Number:	2549987	H.B. FULLER
Registration Number:	2792426	HYDROLOCK
Registration Number:	1792275	INSUL-DRI
Registration Number:	2728044	LIQUILOC
Registration Number:	1248749	MEDITHANE
Registration Number:	2891935	OPTIMA
Registration Number:	2083343	OPTIMELT
Registration Number:	2913896	OPTIPUR
Registration Number:	2800502	PERFORMA
Registration Number:	1552407	RAKOLL
Serial Number:	77591480	PLYABLE
Registration Number:	1855050	RAPIDEX
Registration Number:	1938414	RAPIDEX
Registration Number:	2547392	RESIWELD
Registration Number:	3124924	SMARTGRIP
Registration Number:	1733901	ZEROPACK

CORRESPONDENCE DATA

Fax Number: (651)355-9381
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 651-236-5824
Email: susan.hammes@hbfuller.com

Correspondent Name:	Susan Hammes
Address Line 1:	P.O. Box 64683
Address Line 2:	WLB-Law-Trademarks
Address Line 4:	Saint Paul, MINNESOTA 55164-0683

ATTORNEY DOCKET NUMBER:	L&F MERGER
NAME OF SUBMITTER:	Susan K.M. Hammes
Signature:	/susan k.m. hammes/
Date:	11/13/2009

Total Attachments: 8
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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, 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.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: H.B. FULLER COMPANY

DE: H.B. FULLER LICENSING & FINANCING, INC.

State of Formation and Name of Surviving Entity:

MN: H.B. FULLER COMPANY

Effective Date of Merger: 10/3/2009 @ 12:01 a.m. Central Time

Name of Surviving Entity After Effective Date of Merger:

H.B. FULLER COMPANY

This certificate has been issued on: November 5, 2009.

THE GREAT SEAL OF THE STATE OF MINNESOTA
L'ETOILE DU NORD
1858

Mark Ritchie
Secretary of State.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Merger Agreement*") is made as of September 24, 2009, by and between H.B. Fuller Company, a Minnesota corporation ("*Parent*"), and H.B. Fuller Licensing & Financing, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("*Subsidiary*" and, collectively with Parent referred to as the "*Constituent Corporations*").

BACKGROUND

A. Parent is a corporation duly organized and existing under the laws of the State of Minnesota.

B. Subsidiary is a corporation duly organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of Parent.

C. The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and their shareholders that Subsidiary be merged with and into Parent, with Parent being the surviving corporation (the "*Merger*").

D. The Boards of Directors of the Constituent Corporations have approved this Merger Agreement by resolutions duly adopted in accordance with the laws of their respective jurisdictions of incorporation.

TERMS AND CONDITIONS

In consideration of the mutual covenants and agreements, and in accordance with applicable laws, the parties hereto agree as follows:

1. Surviving Corporation. Subsidiary will be merged with and into Parent, with Parent being the surviving corporation (the "*Surviving Corporation*") of the Merger. At the Effective Time (as hereinafter defined), the corporate existence of Subsidiary will cease and the Surviving Corporation, to the extent permitted by applicable law, will succeed to all the business, properties, assets and liabilities of the Constituent Corporations. The name of the Surviving Corporation will be "H.B. Fuller Company."

2. Authorized Shares. The authorized capital stock of the Surviving Corporation consists of 170,045,900 shares, par value $1.00 per share, of which 160,000,000 are designated as common stock (the "*Common Stock*") and 10,045,900 are designated as preferred stock, consisting of 45,900 shares of Series A Preferred Stock (the "*Preferred Stock*") and 10,000,000 shares of preferred stock undesignated as to series.

3. Certificate of Incorporation and Bylaws.

(A) The certificate of incorporation of Parent as in effect at the Effective Time will be the certificate of incorporation of the Surviving Corporation.

(B) The by-laws of Parent as in effect at the Effective Time will be the by-laws of the Surviving Corporation.

4. Directors and Officers.

(A) The directors of Parent immediately prior to the Effective Time will be the directors of the Surviving Corporation, to hold office in accordance with the by-laws of the Surviving Corporation until their successors are duly appointed or elected and qualified.

(B) The officers of Parent immediately prior to the Effective Time will be the officers of the Surviving Corporation to hold office in accordance with the by-laws of the Surviving Corporation until their successors are duly appointed or elected and qualified.

5. Consent to Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Corporation arising form this Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at H.B. Fuller Company, 1200 Willow Lake Boulevard, P.O. Box 64683, St. Paul, Minnesota 55164-0683.

6. Terms of Merger. At and after the Effective Time, all of the issued and outstanding shares of Common Stock of Subsidiary held immediately prior to the Effective Time will be cancelled and cease to exist, without any consideration being payable therefor.

7. Termination and Abandonment. At any time before the Effective Time and for any reason, this Merger Agreement may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations, without notice of such action to the other Constituent Corporation, notwithstanding approval of this Merger Agreement by the shareholders of one or both of the Constituent Corporations.

8. Amendment. At any time before the Effective Time, this Merger Agreement may be amended, either before or after shareholder approval, by an agreement in writing executed in the same manner as this Merger Agreement, after due authorization of such action by the Boards of Directors of the Constituent Corporations; provided, however, that this Merger Agreement may not be amended after shareholder approval if such amendment would (A) alter or change the amount or kind of shares or other consideration to be received by the shareholders of either of the Constituent Corporations in the Merger, (B) alter or change any terms of the certificate of incorporation of the corporation that will be the Surviving Corporation, (C) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the shareholders of either of the Constituent Corporations, or (D) otherwise violate applicable laws.

9. Effective Time of Merger. The Effective Time of Merger will be the later of (a) the date and time on which (i) a Certificate of Merger has been duly filed in the office of the Secretary of State of Delaware, and (ii) Articles of Merger have been duly filed in the office of the Secretary of State of Minnesota or (b) the latest date and time set forth in either such Certificate of Merger or Articles of Merger (the "*Effective Time*"), each of which dates will be determined by the Boards of Directors of the Constituent Corporations.

The parties hereto have executed this Merger Agreement as of the day and year first above written.

H.B. Fuller Company

Michele Volpi
President and Chief Executive Officer

H.B. Fuller Licensing & Financing, Inc.

James C. McCreary, Jr.
Chairman and President

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ARTICLES OF MERGER OF
H.B. Fuller Licensing & Financing, Inc., a Delaware corporation,
with and into
H.B. Fuller Company, a Minnesota corporation

(Minnesota)

These Articles of Merger, filed pursuant to Section 302A.615 of the Minnesota Business Corporation Act, relate to the merger (the "*Merger*") of H.B. Fuller Licensing & Financing, Inc., a Delaware corporation ("*Subsidiary*"), with and into H.B. Fuller Company, a Minnesota corporation ("*Parent*") and are dated September 24, 2009.

FIRST: The Agreement and Plan of Merger dated as of September 24, 2009 (the "*Plan of Merger*"), between Parent and Subsidiary, in fully executed form, is attached hereto as Exhibit A. As provided in the Plan of Merger, Parent will continue as the surviving corporation under the corporate name of "H.B. Fuller Company."

SECOND: The Plan of Merger has been approved by Parent in accordance with the Minnesota Business Corporation Act.

THIRD: The Merger is permitted by the laws of the State of Delaware, the jurisdiction under which Subsidiary is organized, and the Plan of Merger has been approved by Subsidiary in accordance with the Delaware General Corporation Law.

FOURTH: Parent holds all of the outstanding shares of Subsidiary, consisting of 100 shares of common stock, $0.01 par value.

FIFTH: That the merger of Subsidiary into Parent will be effective on October 3, 2009 at 12:01 a.m. central time.

H.B. Fuller Company

Michele Volpi
President and Chief Executive Officer

H.B. Fuller Licensing & Financing, Inc.

James C. McCreary, Jr.
Chairman and President

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EXHIBIT A

Agreement and Plan of Merger

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CERTIFICATE OF OWNERSHIP AND MERGER OF
H.B. Fuller Licensing & Financing, Inc., a Delaware corporation,
with and into
H.B. Fuller Company, a Minnesota corporation

(Delaware)

The undersigned corporation, H.B. Fuller Company, a corporation duly organized and existing under the laws of the State of Minnesota, does hereby certify as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
H.B. Fuller Company ("*Parent*")	Minnesota
H.B. Fuller Licensing & Financing, Inc. ("*Subsidiary*")	Delaware

SECOND: That an Agreement and Plan of Merger dated as of September 24, 2009, by and between Parent and Subsidiary has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 253 of the Delaware General Corporation Law. Parent owns all of the issued and outstanding capital stock of Subsidiary and the following is a copy of the resolutions of the Board of Directors of Parent, adopted on September 24, 2009, approving the merger of Subsidiary with and into Parent:

RESOLVED, Subsidiary will merge (the "*Merger*") itself with and into Parent in accordance with the statutes listed above, and in accordance with the Agreement and Plan of Merger.

RESOLVED, that as a result of the Merger, the separate corporate existence of Subsidiary will cease and Parent will continue as the surviving corporation of the Merger (the "*Surviving Corporation*").

RESOLVED, that from and after the effective time of the Merger, the name of the Surviving Corporation will thereafter be "H.B. Fuller Company."

RESOLVED, the certificate of incorporation and by-laws of Parent in effect immediately prior to the effective time will be the certificate of incorporation and by-laws of the Surviving Corporation.

RESOLVED, that the Merger will be effective upon the later of (a) the date and time on which (i) a Certificate of Ownership and Merger has been duly filed in the office of the Secretary of State of Delaware, and (ii) Articles of Merger have been duly filed in the office of the Secretary of State of Minnesota or (b) the latest date and time set forth in either such Certificate of Ownership and Merger or Articles of Merger (such date and time being the "*Effective Time*").

RESOLVED, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, a certificate of ownership and merger setting forth the foregoing Agreement and Plan of Merger and such other information as required by law, and to cause such certificate to be filed for record with the Secretary of State of the State of Delaware, and a copy of such certificate of ownership and merger filed in the recorder of deeds in the county where the Company has its registered office in the State of Delaware, in each case in the manner required by law.

THIRD: That the surviving corporation of the merger is Parent.

FOURTH: That the Certificate of Incorporation of Parent is the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, and the address of such principal place of business is 1200 Willow Lake Boulevard, St. Paul, Minnesota 55110.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of Parent or Subsidiary.

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SEVENTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising form this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1200 Willow Lake Boulevard, P.O. Box 64683, St. Paul, MN 55164-0683.

EIGHTH: That the merger of Subsidiary into Parent will be effective on October 3, 2009 at 12:01 a.m. central time.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed by the duly authorized officer of Parent this September 24, 2009.

H.B. Fuller Company

Michele Volpi
President and Chief Executive Officer

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