

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/04/2013

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hip LLC		02/14/2013	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA	
Name:	Geocel Holdings Corporation
Street Address:	53280 Marina Drive
City:	Elkhart
State/Country:	INDIANA
Postal Code:	46515
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 14		
Property Type	Number	Word Mark
Registration Number:	3153466	GEOBOND
Registration Number:	3389416	GEOBOND MAXX
Registration Number:	3389417	GEOBOND MAXX SUPRA
Registration Number:	1061244	GEOCEL
Registration Number:	3191960	GEOCEL
Registration Number:	2313121	GEOCEL
Registration Number:	3192013	GEOCEL
Registration Number:	3857778	GEOCEL ADVANCED RV EPDM
Registration Number:	2289946	
Registration Number:	1282474	
Registration Number:	3432034	GEOCEL MINUTE PATCH
Serial Number:	85187441	GEOCEL PRO FIT

CH \$365.00 3153466

Registration Number:	3967417	GEOCEL ROOF PRO
Registration Number:	4057004	GEOCEL SETTING THE STANDARD

CORRESPONDENCE DATA

Fax Number: 2165154400
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2165662487
Email: legal_ip@sherwin.com
Correspondent Name: Vivien Y. Tsang, Reg. No. 40,209
Address Line 1: 101 W. Prospect Avenue, Legal Dept.
Address Line 2: The Sherwin-Williams Company
Address Line 4: Cleveland, OHIO 44115-1075

ATTORNEY DOCKET NUMBER:	HIP LLC MERGER TO GEOCEL
NAME OF SUBMITTER:	Vivien Y. Tsang, Reg. No. 40,209
Signature:	/Vivien Y. Tsang/
Date:	04/02/2013

Total Attachments: 6
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CERTIFICATION

I, Catherine M. Kilbane, Senior Vice President, General Counsel and Secretary of The Sherwin-Williams Company, do hereby certify that the attached copy of the Certificate of Merger merging Geocel Real Estate Holding Company LLC and Geocel, LLC and HIP LLC with and into Geocel Holdings Corporation, a subsidiary of The Sherwin-Williams Company, effective March 4, 2013, is a true copy of the original.




.....
Catherine M. Kilbane

STATE OF OHIO)
)SS.
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public in and for said county and state, appeared Catherine M. Kilbane, to me personally known who being sworn, did say that she is the Senior Vice President, General Counsel and Secretary of The Sherwin-Williams Company and that this is a true copy of the Certificate of Merger merging Geocel Real Estate Holding Company LLC and Geocel, LLC and HIP LLC with and into Geocel Holdings Corporation, a subsidiary of The Sherwin-Williams Company, effective March 4, 2013.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 28TH day of March, 2013.



.....
Notary Public

DEBORAH G. PANKIW
Notary Public, State of Ohio
Recorded in Cuyahoga County
My commission expires June 27, 2015

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

GEOCEL HOLDINGS CORPORATION

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

GEOCEL REAL ESTATE HOLDING COMPANY LLC

a(n) Domestic Limited Liability Company (LLC)

GEOCEL, LLC

a(n) For-Profit Domestic Corporation

HIP LLC

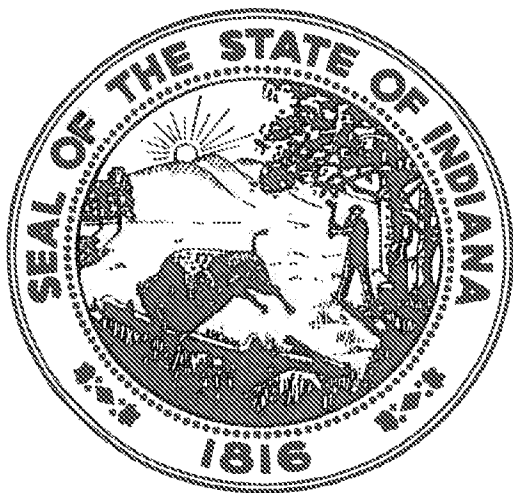
a(n) Domestic Limited Liability Company (LLC)

merged with and into the surviving entity:

GEOCEL HOLDINGS CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, March 04, 2013.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 4, 2013.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

197402-422 / 2013030489399



ARTICLES OF CROSS-SPECIES MERGER

Resulting in the Formation of a Corporation
State Form 51584 (R2 / 4-12)
Approved by State Board of Accounts, 2004

CONNIE LAWSON
SECRETARY OF STATE
CORPORATE DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-8575

RECEIVED
CORPORATIONS DIV
13 MAR -4 AM 11:19
13 MAR -4 AM 11:19

- INSTRUCTIONS:
1. Use 8 1/2" x 11" white paper for attachments.
 2. Present original and one (1) copy to the address in upper right corner of this form.
 3. Please TYPE or PRINT.
 4. Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-18-3
FILING FEE: \$30.00

**ARTICLES OF CROSS-SPECIES MERGER
OF**

Geocel, LLC; Geocel Real Estate Holding Company LLC; HIP LLC
(hereinafter "Non-surviving Business Entity" ("Entities") and/or "Non-surviving Corporation")

APPROVED
AND
FILED
Connie Lawson
IND. SECRETARY OF STATE

INTO

Geocel Holdings Corporation
(hereinafter "Surviving Corporation")

ARTICLE I. PLAN OF CROSS-SPECIES MERGER

Please set forth the Plan of Cross-Species Merger, attach herewith, and designate it as "Exhibit A." The Plan of Cross-Species Merger must state the following:

- The name of each Non-surviving Corporation incorporated in Indiana and the name and jurisdiction of formation, organization, or incorporation of each Non-surviving Business Entity;
- The name of Surviving Corporation;
- The terms and conditions of the merger;
- The manner and basis of converting the shares or rights thereof of Non-surviving Corporation and/or the interests, obligations, shares, other securities, or rights thereof of Non-surviving Business Entity (Entities) and/or Non-surviving Corporation(s) into the shares, obligations, assets, other securities, or rights thereof of Surviving Corporation;
- Any amendments to or restatements of the Articles of incorporation of Surviving Corporation; and
- All statements required to be set forth in the plan of merger by the laws under which each Non-surviving Business Entity is formed, organized, or incorporated;
- All information required by the Articles of Incorporation (*Indiana Code 23-1-21-2*) if there are no corporations that are parties to the merger; and
- Any amendments to, or a restatement of the Articles of incorporation of Surviving Corporation, if one or more corporations are parties to the merger and if Surviving Corporation is an Indiana Corporation.

The relevant Indiana Code sections for the Plan of Merger are as follows:

- 23-1-40-8(c)(4) if a corporation is a party to the merger;
- 23-18-7-9(c)(4) if a limited liability company is party to the merger;
- 23-4-1-53(c)(4) if a limited liability partnership is a party to the merger; and
- 23-16-3-13(c)(4) if a limited partnership is a party to the merger.

ARTICLE II. SURVIVING CORPORATION

If Surviving Corporation is an Indiana corporation, please complete Section 1 of this Article. If Surviving Corporation is a foreign corporation, please complete Section 2 of this Article.

SECTION 1: *(If Surviving Corporation is an Indiana corporation, please complete this section.)*

The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on
February 25, 1974.

SECTION 2:*(If Surviving Corporation is Incorporated outside of Indiana, please complete this section.)*

The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and is
 qualified not qualified *(please designate which)* to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, the date of qualification is *(month, day, year)*: _____.

- *(If Application for Certificate of Authority to do business in Indiana is filed concurrently herewith, please state "Upon approval of Application for Certificate of Authority".)*

ARTICLE III - NON-SURVIVING BUSINESS ENTITIES**SECTION 1:***(If any, please list any non-surviving corporations in this merger).*

The name, state of incorporation, and the date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation which is party to the merger are as follows:

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i>

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i>

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i>

SECTION 2:*(If any, please list any Non-surviving Business Entities that are not a corporation in this merger).*

The name, business entity type, state of organization, and date of organization of any Indiana or foreign business entity that is a party to the merger and qualified to do business in Indiana *(if applicable)*.

Name	Type of business entity
Geocel, LLC	Limited Liability Company
State of Domicile	Date of organization or qualification <i>(month, day, year)</i>
Indiana	November 13, 1998

Name	Type of business entity
HIP LLC	Limited Liability Company
State of Domicile	Date of organization or qualification <i>(month, day, year)</i>
Indiana	August 5, 2008

Name	Type of business entity
Geocel Real Estate Holding Company LLC	Limited Liability Company
State of Domicile	Date of organization or qualification <i>(month, day, year)</i>
Indiana	January 10, 2011

ARTICLE IV: MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION

SECTION 1: (Please complete either Section 1 or Section 2).

Shareholder vote not required.

- The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: Vote of shareholders is required (Please select either A or B)

The designation (i.e. common, preferred, or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number votes each voting group represented at the meeting are set forth below:

- A. Unanimous written consent executed on _____, 20____ and signed by all shareholders entitled to vote.
- OR
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V: MANNER OF ADOPTION AND VOTE OF NON-SURVIVING CORPORATION (if applicable)

If a corporation is party to the merger, please complete this Article. (Select either A or B):

The designation (i.e. common, preferred, or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous consent executed on February 14, 2013 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

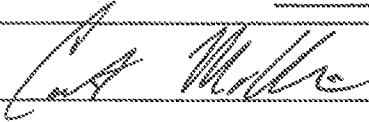
	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	Common			
NUMBER OF OUTSTANDING SHARES	5,741,897			
NUMBER OF VOTES ENTITLED TO BE CAST	5,741,897			
NUMBER OF VOTES REPRESENTED AT MEETING	5,741,897			
SHARES VOTED IN FAVOR	5,741,897			
SHARES VOTED AGAINST	0			

ARTICLE VI SIGNATURE

In Witness Whereof, the undersigned, being a duly authorized representative of Surviving Corporation, executes these Articles of Cross-Species Merger and verifies, subject to penalty of perjury, that the statements contained herein are true, and that each business entity that is a party to this merger has approved the plan of merger according to Indiana law or according to the laws of the State in which the business entity was organized or incorporated, this

14 day of February, 20 13.

Signature



Printed Name

Catherine M. Kilbane

Title

Vice President and Secretary