

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
Geocel Holdings Corporation		02/20/2013	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	The Sherwin-Williams Company
Street Address:	101 W. Prospect Avenue
City:	Cleveland
State/Country:	OHIO
Postal Code:	44115-1075
Entity Type:	CORPORATION: OHIO

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
Registration Number:	3967417	GEOCEL ROOF PRO

CH \$365.00 3153466

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 4: Cleveland, OHIO 44115-1075

ATTORNEY DOCKET NUMBER:

HIP TO GEOCEL TO SW MERGE

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


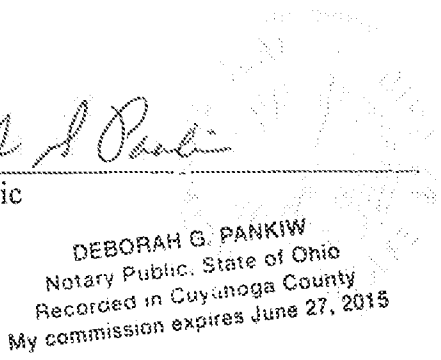
I, Catherine M. Kilbane, Senior Vice President, General Counsel and Secretary of The Sherwin-Williams Company, do hereby certify that the attached copy of the Certificate of Merger merging Geocel Holdings Corporation with and into The Sherwin-Williams Company, effective March 4, 2013, is a true copy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

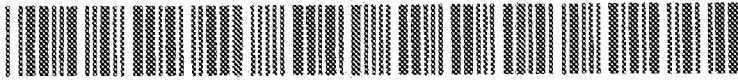

Catherine M. Kilbane

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 Holdings Corporation with and into 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




DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/20/2013	Z01305000842	MERGER/DOMESTIC (MER)	125.00	100.00	00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

THE SHERWIN-WILLIAMS COMPANY
 LYNN MERKLE
 101 W. PROSPECT AVE.
 CLEVELAND, OH 44115

**STATE OF OHIO
 CERTIFICATE**

Ohio Secretary of State, Jon Husted

8027

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE SHERWIN-WILLIAMS COMPANY

and, that said business records show the filing and recording of:

Document(s):
MERGER/DOMESTIC

Document No(s):
Z01305000842

Effective Date: 03/04/2013



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio this
 20th day of February, A.D. 2013.

Jon Husted

Ohio Secretary of State



Form 651 Prescribed by:
JON HUSTED
 Ohio Secretary of State

Central Ohio: (614) 466-3910
 Toll Free: (877) SOS-FILE (767-3453)
 www.OhioSecretaryofState.gov
 Busenrv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
 Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216

Expedite Filing (Two-business day processing time requires an additional \$100.00).
 P.O. Box 1388
 Columbus, OH 43216

Certificate of Merger
Filing Fee: \$125
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
 A. Name of Entity Surviving the Merger

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

 (Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

 Jurisdiction of formation

2. Charter/Registration/License Number
 (If licensed in Ohio as domestic or foreign)

3. For-Profit Corporation
 Nonprofit Corporation
 For-Profit Limited Liability Company
 Nonprofit Limited Liability Company
 Partnership
 Limited Partnership
 Limited Liability Partnership

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Geosci Holdings Corporation		Indiana	Corp.

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

The Sherwin-Williams Company c/o Catherine M. Kilbane
Name

101 W. Prospect Avenue
Mailing Address

Cleveland
City

Ohio
State

44116
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on March 4, 2013 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

Ohio
State

Zip Code

Note: The statutory agent must be an Ohio resident; an Ohio corporation; or a foreign corporation licensed to do business in Ohio and has an Ohio address.

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.88 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) Form 552
- Foreign Qualifying Limited Liability Company Form 533B
- Foreign Qualifying Limited Partnership Form 531B
- Foreign Qualifying Limited Liability Partnership Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives on the date(s) stated below

The Sherwin-Williams Company
 Name of entity

By: *[Signature]*
 Signature

Its: Senior Vice President, General Counsel and Secretary
 Title

Geocal Holdings Corporation
 Name of entity

By: *[Signature]*
 Signature

Its: Vice President and Assistant Secretary
 Title

Name of entity

By:
 Signature

Its:
 Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.43(A)), this includes all merging and surviving entities.