

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Adalis Corporation		05/24/2013
			Entity Type
			CORPORATION: WASHINGTON
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: 12			
	Property Type	Number	Word Mark
	Registration Number:	3165923	ACCESS
	Serial Number:	76241418	CLOSE SESAME
	Registration Number:	2390376	CUTTING EDGE
	Registration Number:	1863723	OPEN SESAME
	Registration Number:	3701366	QUIK-LINK
	Registration Number:	3701702	QUIK-STAGE
	Registration Number:	1282146	SESAME
	Registration Number:	2335390	SESAME
	Registration Number:	1008267	STRING-KING
	Registration Number:	1166994	STRING-KING
	Registration Number:	2579170	SURPRIZE TAPE
	Registration Number:	2545245	ENFORCER

CH \$315.00 3165923

CORRESPONDENCE DATA

Fax Number: 6513559381

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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:	ADALIS MERGER-ASSIGNMENT
NAME OF SUBMITTER:	Susan K.M. Hammes
Signature:	/susan k.m. hammes/
Date:	07/08/2013

Total Attachments: 6

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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

H. B. FULLER COMPANY

MN Profit Corporation

UBI: 600-014-148

Filing Date: May 30, 2013

Effective Date: June 1, 2013

Merging Entities:

601-590-567

ADALIS CORPORATION



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 5/30/2013

TRADEMARK

REEL: 005065 FRAME: 0419

ARTICLES OF MERGER OF
Adalis Corporation, a Washington corporation,
with and into
H.B. Fuller Company, a Minnesota corporation

FILED
SECRETARY OF STATE
MAY 30 2013
STATE OF WASHINGTON

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:

<u>Name</u>	<u>State of Formation</u>
H.B. Fuller Company ("Parent")	Minnesota
Adalis Corporation ("Subsidiary")	Washington

SECOND: That an Agreement and Plan of Merger dated as of May 24, 2013, by and between Parent and Subsidiary has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Sections 23B.11 of the the Washington Business Corporation Act and Section 302A.613 of the Minnesota Business Corporation Act. The Agreement and Plan of Merger is attached hereto as Exhibit A.

THIRD: That the surviving corporation of the merger is Parent, and its name shall be H.B. Fuller Company.

FOURTH: That the Articles of Incorporation of Parent are the Articles of Incorporation of the surviving corporation.

FIFTH: The surviving corporation agrees that it may be served with process in the State of Washington in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Washington 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 St. Paul, MN 55110.

SIXTH: Shareholder approval for the merger of the Subsidiary with and into Parent was duly obtained from the shareholders of Subsidiary pursuant to Section 23B.11.030.

SEVENTH: That the merger of Subsidiary into Parent will be effective on June 1, 2013 at 11.59 p.m. central time.

IN WITNESS WHEREOF, this Articles of Merger has been executed by the duly authorized officer of Parent this May 24, 2013.

H.B. Fuller Company



Traci L. Jensen
Senior Vice President, Americas Adhesives

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Merger Agreement*") is made as of May 20, 2013, by and between H.B. Fuller Company, a Minnesota corporation ("*Parent*"), and Adalis Corporation, a Washington 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 Washington and is a wholly-owned subsidiary of Parent.
- C. The Board of Directors of the Parent and the Board of Directors of the Subsidiary deem it advisable and in the best interests of their respective companies and their shareholders that, in accordance with the Minnesota Business Corporation Act ("*MBCA*") and the Washington Business Corporations Act ("*WBCA*"), Subsidiary be merged with and into Parent, with Parent being the surviving corporation (the "*Merger*").
- D. The Board of Directors of the Parent and the Board of Directors of the Subsidiary 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, including without limitation Section 23B.11 of the WBCA Section 302A.641 of the MBCA, 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. Articles of Incorporation and Bylaws.
 - (A) The articles of incorporation of Parent as in effect at the Effective Time will be the articles 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.
3. 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.

4. Consent to Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Washington in any proceeding for enforcement of any obligation of the Surviving Corporation arising from this Merger and irrevocably appoints the Secretary of State of Washington 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 St. Paul, MN 55110.

5. Terms of Merger. At and after the Effective Time, all stock of Subsidiary held immediately prior to the Effective Time will be cancelled and cease to exist, without any consideration being payable therefor.

6. 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, as applicable, 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, as applicable, of the Constituent Corporations.

7. Amendment. At any time before the Effective Time, this Merger Agreement may be amended by an agreement in writing executed in the same manner as this Merger Agreement, after due authorization of such action by the Board of Directors, as applicable, of the Constituent Corporations.

8. Effective Time of Merger. Subject to the provisions of this Merger Agreement, the parties shall duly prepare, execute and file articles of merger complying with Section 23B.11 of the WBCA with the Secretary of State of the State of Washington with respect to the Merger and Articles of Merger complying with Section 302A.621 of the MBCA with the Secretary of State of the State of Minnesota. The Effective Time of the Merger will be at 11:59 p.m. central time on June 1, 2013 (the "Effective Time").

9. No Third-Party Beneficiaries. This Merger Agreement is for the sole benefit of the parties hereto and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable right, benefit or remedy of any nature whatsoever, under or by reason of this Merger Agreement.

[Signature Page Follows]

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

H.B. FULLER COMPANY



Traci L. Jensen
Senior Vice President, Americas Adhesives

ADALIS CORPORATION



Cheryl A. Reinitz
Treasurer

[Signature Page to Agreement and Plan of Merger]