

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM349726

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	02/28/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
9200428 Canada Inc.		02/28/2015	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sherwin-Williams Canada Inc.		
<b>Street Address:</b>	180 Brunel Road		
<b>City:</b>	Mississauga		
<b>State/Country:</b>	ONTARIO		
<b>Postal Code:</b>	L4Z 1T5		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4000734	CLUB PRESTIGE	
<b>Registration Number:</b>	3700346	X-TERMINATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2165154400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2165662487		
<b>Email:</b>	legal_ip@sherwin.com		
<b>Correspondent Name:</b>	Vivien Y. Tsang, Reg. No. 40,209		
<b>Address Line 1:</b>	101 W. Prospect Avenue, Legal Dept.		
<b>Address Line 2:</b>	c/o The Sherwin-Williams Company		
<b>Address Line 4:</b>	Cleveland, OHIO 44115-1075		
<b>ATTORNEY DOCKET NUMBER:</b>	GENERAL PAINT ASSIGNMENT		
<b>NAME OF SUBMITTER:</b>	Vivien Y. Tsang		
<b>SIGNATURE:</b>	/Vivien Y. Tsang/		
<b>DATE SIGNED:</b>	07/30/2015		
<b>Total Attachments: 6</b>			
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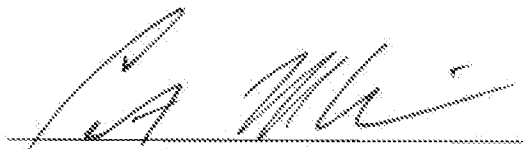
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CERTIFICATION


I, Catherine M. Kilbane, Vice President of Sherwin-Williams Canada Inc., do hereby certify that the attached copy of the Canada Business Corporations Act Certificate of Amalgamation amalgamating 9200428 Canada Inc. with and into Sherwin-Williams Canada Inc. effective 28 February 2015, 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 Vice President of Sherwin-Williams Canada Inc. and that this is a true copy of the Canada Business Corporations Act Certificate of Amalgamation amalgamating 9200428 Canada Inc. with and into Sherwin-Williams Canada Inc. effective 28 February 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 23<sup>rd</sup> day of June, 2015.

  
Notary Public

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



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

SHERWIN-WILLIAMS CANADA INC.

Corporate name / Dénomination sociale

920326-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2015-02-28

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

1 - Corporate name of the amalgamated corporation  
 Sherwin-Williams Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)  
 Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue  
 See annexed Schedule A

4 - Restrictions, if any, on share transfers  
 No shares of the Corporation may be transferred without complying with the restrictions on transfer set out in paragraph 7 hereof

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)  
 Minimum number  Maximum number

6 - Restrictions, if any, on the business the corporation may carry on  
 None

7 - Other provisions, if any  
 See annexed Schedule B

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="checkbox"/> 183 - Long form : approved by special resolution of shareholders	<input type="checkbox"/> 184(1) - Vertical short-form : approved by resolution of directors	<input type="checkbox"/> 184(2) - Horizontal short-form : approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Sherwin-Williams Canada Inc.	772885-9	
9200428 Canada Inc.	920042-8	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**This is Schedule A referred to in the foregoing articles of amalgamation.**

The Corporation is authorized to issue an unlimited number of shares of one class to be designated as common shares. The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

1. Dividends

1.1 The holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the Corporation may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

**This is Schedule B referred to in the foregoing articles of amalgamation.**

The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

- (a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
- (b) if there are no such restrictions, either:
  - (i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
  - (ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

The board of directors of the Corporation may, at any time and from time to time, by resolution appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next following annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the board of directors of the Corporation during the period between any two annual meetings of shareholders of the Corporation shall not exceed one-third of the number of directors elected at the earlier of such two annual meetings of shareholders of the Corporation.



**Initial Registered Office Address  
and First Board of Directors**

**Siège social initial et premier  
conseil d'administration**

Canada Business Corporations Act  
(CBCA) (s. 19 and 106)

Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)

1 Corporate name  
Dénomination sociale

SHERWIN-WILLIAMS CANADA INC.

2 Address of registered office  
Adresse du siège social

155 Wellington Street West  
Toronto ON M5V 3J7

3 Additional address  
Autre adresse

4 Members of the board of directors  
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Sean P. Hennessy	101 W. Prospect Avenue, Cleveland OH 44115, United States	No / Non
Robert Leibel	101 W. Prospect Avenue, Cleveland OH 44115, United States	Yes / Oui
Allen J. Mistysyn	101 W. Prospect Avenue, Cleveland OH 44115, United States	No / Non

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par  
Allen J. Mistysyn

Allen J. Mistysyn  
216-566-2000

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.