

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM432393

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/18/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Halex Corporation		01/31/2017	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GCP Applied Technologies Inc.		
<b>Street Address:</b>	62 Whittemore Avenue		
<b>Internal Address:</b>	Patent Department		
<b>City:</b>	Cambridge		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02140		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4819145	FLOORED	
<b>Registration Number:</b>	2216250	ACCUPLY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172347508		
<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>	617-876-1400		
<b>Email:</b>	trademarks@gcpat.com		
<b>Correspondent Name:</b>	Craig K. Leon, Esq.		
<b>Address Line 1:</b>	Patent Department		
<b>Address Line 2:</b>	62 Whittemore Avenue		
<b>Address Line 4:</b>	Cambridge, MASSACHUSETTS 02140		
<b>NAME OF SUBMITTER:</b>	Craig K. Leon		
<b>SIGNATURE:</b>	/craig k leon/		
<b>DATE SIGNED:</b>	06/23/2017		
<b>Total Attachments: 3</b>			
source=Cert. of Merger Halex Corporation#page1.tif			
source=Cert. of Merger Halex Corporation#page2.tif			

CH \$65.00 4819145



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HALEX CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "GCP APPLIED TECHNOLOGIES INC." UNDER THE NAME  
OF "GCP APPLIED TECHNOLOGIES INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY,  
A.D. 2017, AT 3 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



5732109 8100M  
SR# 20170557048

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201962448  
Date: 01-31-17

**TRADEMARK**  
**REEL: 006090 FRAME: 0407**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**HALEX CORPORATION**

**WITH AND INTO**

**GCP APPLIED TECHNOLOGIES INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), GCP Applied Technologies Inc. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of Halex Corporation, a California corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

2. The Board of Directors of the Corporation, by resolutions duly adopted at a meeting held on January 18, 2017 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.

3. The Corporation shall be the surviving corporation of the Merger.

4. The Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation and Bylaws of the surviving corporation.

5. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, on the 31st day of January, 2017.

GCP APPLIED TECHNOLOGIES INC.

By 

Name: John W. Kapples

Title: Vice President, General Counsel and  
Secretary

## EXHIBIT A

### BOARD RESOLUTIONS

**WHEREAS**, GCP Applied Technologies Inc., a Delaware corporation (the “**Corporation**”), owns all of the issued and outstanding shares of each class of capital stock of Halex Corporation, a California corporation (the “**Subsidiary**”); and

**WHEREAS**, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the “**Merger**”), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation;

**RESOLVED FURTHER**, that upon effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities of the Subsidiary and (ii) each share of common stock of the Subsidiary shall automatically be cancelled and retired and shall cease to exist;

**RESOLVED FURTHER**, that the President and Chief Executive Officer, the Secretary, any Vice President and any other officer of the Corporation (each such person, an “**Authorized Officer**”) be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and California and pay any fees related to such filings; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.