

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458233

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Valspar Refinish, Inc.		12/31/2017	Corporation: MISSISSIPPI

RECEIVING PARTY DATA

Name:	The Valspar Corporation
Street Address:	101 W. Prospect Avenue
City:	Cleveland
State/Country:	OHIO
Postal Code:	44115-1075
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2105477	ADHERETO
Registration Number:	2258170	CAR COLOR
Registration Number:	2156268	HOUSE OF KOLOR
Registration Number:	1657928	HOUSE OF KOLOR
Registration Number:	2170808	KAMELEON
Registration Number:	2295939	KAMELEON
Registration Number:	2110686	KOMPLY KLEAR
Registration Number:	2203503	KO-SEAL
Registration Number:	2237351	LIC
Registration Number:	2256250	MARBLIZER
Registration Number:	1366164	SHIMRIN

CORRESPONDENCE DATA

Fax Number: 2165154400

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.

Phone: 6128517518

Email: legal_ip@sherwin.com

Correspondent Name: Kari B. Frank, Corp. Trademark Counsel

Address Line 1: 101 W. Prospect Avenue

TRADEMARK

Address Line 2: SWIMC LLC
Address Line 4: Cleveland, OHIO 44115-1075

NAME OF SUBMITTER: Kari B. Frank

SIGNATURE: /Kari B. Frank/

DATE SIGNED: 01/17/2018

Total Attachments: 4

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Delaware

The First State

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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 MERGER, WHICH MERGES:

"VALSPAR REFINISH, INC.", A MISSISSIPPI CORPORATION,
WITH AND INTO "THE VALSPAR CORPORATION" UNDER THE NAME OF "THE VALSPAR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2017, AT 9:27 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017 AT 10:45 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20177612626

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203782431
Date: 12-18-17

TRADEMARK
REEL: 006250 FRAME: 0634

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING

Valspar Refinish, Inc.

INTO

The Valspar Corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The Valspar Corporation, a corporation incorporated on the 3rd day of December, 1934, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "*Company*");

DOES HEREBY CERTIFY, that the Company lawfully owns 100% of the capital stock of Valspar Refinish, Inc., a corporation incorporated on the 29th day of January, 1981, pursuant to the provisions of the Mississippi Code ("*Refinish*"), and that the Company, by an Action Without a Meeting of its Sole Director dated December 20, 2017, determined to and did merge Refinish into itself, effective as of December 31, 2017 at 10:45 p.m. Eastern Standard Time, which resolution is in the following words to wit:

WHEREAS, the Company lawfully owns 100% of the outstanding stock of Refinish; and

WHEREAS, the Sole Director of the Company deems it advisable and in the best interest of the Company, effective December 31, 2017 at 10:45 p.m. Eastern Standard Time, to merge Refinish with and into the Company, with the Company as the surviving entity (the "*Merger*") pursuant to the terms of the Plan of Merger between the Company and Refinish in substantially the form attached hereto as Exhibit A (the "*Merger Agreement*") and in accordance with Section 253 of the Delaware General Corporation Law,

NOW THEREFORE BE IT RESOLVED, that the Merger, in accordance with the terms of the Merger Agreement, be, and it hereby is, adopted and approved in all respects.

RESOLVED, that, effective December 31, 2017 at 10:45 p.m. Eastern Standard Time, all shares of stock of Refinish existing at such time shall be canceled without consideration.

RESOLVED, that, effective December 31, 2017 at 10:45 p.m. Eastern Standard Time, all debts, liabilities and duties of Refinish shall become the debts, liabilities and duties of the Company and the separate corporate existence of Refinish shall cease.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreement to Refinish.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to execute and deliver to the Secretary of State of the State of Delaware, a Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Merger.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to execute and deliver to the Secretary of State of the State of Mississippi, Articles of Merger evidencing the Merger.


RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to do, or cause to be done, all such acts and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of the Company, all such other agreements, instruments, certificates and documents as such officer may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Company thereunder, such officer's execution thereof to be conclusive evidence of the exercise by such officer of the discretionary authority conferred herein.

RESOLVED, that any corporate action taken on or prior to the date hereof by any of the officers of the Company in connection with the foregoing resolutions or the transactions contemplated thereby is hereby ratified, approved and adopted as the action of the Company effective as of the date such action was taken.

[Signature Page Follows]

IN WITNESS WHEREOF, said parent corporation has caused this certificate to be signed by an authorized officer this 15th day of December, 2017.

THE VALSPAR CORPORATION

By: 
Name: Lawrence J. Boron
Title: Vice President and
Assistant Secretary

[Signature Page to Certificate of Ownership and Merger (Refinish into Valspar)]