



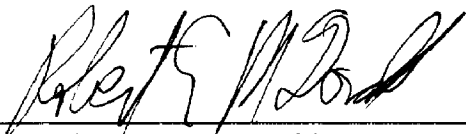
**ASSIGNMENT AGREEMENT**

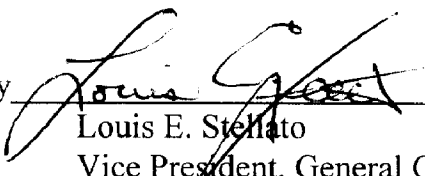
KNOW ALL MEN BY THESE PRESENTS, that The Sherwin-Williams Company, an Ohio corporation with its principal place of business at 101 Prospect Avenue NW, Cleveland, Ohio 44115-1075, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, does hereby assign, transfer and convey unto SWIMC, Inc., a Delaware corporation with its only place of business at 300 Delaware Avenue, New Castle County, Wilmington, Delaware 19801, all of its ownership right, title and interest in and to the tradenames, trademarks and service marks and all goodwill associated therewith, together with all registrations thereof and pending applications therefor (collectively, the "Trademarks"), described in the attached Schedule A.

IN WITNESS WHEREOF, The Sherwin-Williams Company, through its authorized officers, has executed this instrument, effective as of this 1st day of August, 1999, and affixed its corporate seal hereunto.

[SEAL]  
Attest:

THE SHERWIN-WILLIAMS COMPANY

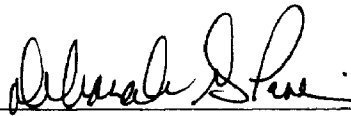
By   
Robert E. McDonald  
Associate General Counsel

By   
Louis E. Stellato  
Vice President, General Counsel  
and Secretary

STATE OF OHIO )  
 ) SS.  
COUNTY OF CUYAHOGA )

On the 4th day of August, 1999, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared LOUIS E. STELLATO, who acknowledged himself to be the VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY of The Sherwin-Williams Company, an Ohio corporation, and that he, as such officer being authorized to do so, executed the foregoing ASSIGNMENT AGREEMENT for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



NOTARY PUBLIC

DEBORAH G. PANKIW  
Notary Public, State of Ohio, Cuy. Cty.  
My Commission Expires Aug. 21, 1999

Schedule A

U.S. PENDING TRADEMARKS

<u>Trademark</u>	<u>Ser. No.</u>	<u>Filing Date</u>
DURACRAFT	75/638570	10-FEB-1999
METALATEX	75/686822	20-APR-1999
RUST BUSTR	74/554863	29-JUL-1994
TAKING TECHNOLOGY TO THE FINISH	75/671561	31-MAR-1999
VECTRON	75/341491	15-AUG-1997
ZINC CLAD	75/553802	19-MAR-1999

U.S. TRADEMARK REGISTRATIONS

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
COLORSOURCE	1,401,157	15-JUL-1986
PRO-LINE	1,228,042	22-FEB-1983
ZINCROM/PRIMER	1,905,232	18-JUL-1995