

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corporate Entity Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Henry Company		12/14/2010	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Henry Company LLC
<b>Street Address:</b>	909 N. Sepulveda Boulevard, Suite 650
<b>City:</b>	El Segundo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90245
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 86**

Property Type	Number	Word Mark
Registration Number:	1992242	#1 CHOICE OF PROFESSIONALS
Registration Number:	1759892	107
Registration Number:	1759893	203
Registration Number:	1715781	204
Registration Number:	1718160	208
Registration Number:	2870300	208R
Registration Number:	1734841	220
Registration Number:	1757859	280
Registration Number:	3700855	AIR-BLOC
Serial Number:	77706582	AQUADRI
Registration Number:	2630978	BUILDING ENVELOPE SYSTEMS
Registration Number:	2209696	BUT'YL-NEK
Registration Number:	1407687	CAN-DO GUIDE
Registration Number:	2887377	CLICK-N-SPEC

**OP \$2165.00 1992242**

Registration Number:	1736597	COLD AP
Registration Number:	1847723	COLD PRO
Registration Number:	0969489	
Registration Number:	2689383	DOT STICK
Registration Number:	2045588	DURASEAL
Registration Number:	3066797	DURATAC
Serial Number:	85236373	EAVEFLEX
Serial Number:	77871826	EL PREFERIDO DE LOS PROFESIONALES
Registration Number:	2612351	ELASTIC ROOF SEALER
Registration Number:	1729378	ELASTOBLACK
Registration Number:	1764491	ELASTOCAULK
Registration Number:	1898931	ELASTOMASTIC
Registration Number:	1746418	ELASTOMULSION
Registration Number:	2851608	ELASTOMULSION
Registration Number:	1563354	ELASTO-SEAL
Serial Number:	77964539	ENVIROCAP
Registration Number:	3661679	ENVIRO-WHITE
Registration Number:	2270356	GEO
Registration Number:	1191194	GLASBOND
Registration Number:	1228474	GULF-SEAL
Registration Number:	1269188	GULF-SEAL
Registration Number:	1011291	GULF-SEAL
Registration Number:	0631571	GULF-SEAL
Registration Number:	1501782	HENRY
Registration Number:	2812328	HENRY LO-SLOPE
Registration Number:	3529550	HENRY RUBBERKOTE
Registration Number:	2743485	HENRY...BECAUSE YOU ONLY WANT TO DO IT ONCE
Registration Number:	2550287	HYDRO-FLEX WATERSTOP
Registration Number:	1899492	INSULBOND
Registration Number:	1196799	KOAMING-AIDE
Registration Number:	1230671	KOAMING-AIDE
Registration Number:	3672102	KOOL TOP
Registration Number:	1545885	LEAK PRUF
Serial Number:	85085492	LIQUIDFOIL
Registration Number:	1205097	M

	1074545	MARITAPE
Registration Number:	1363921	MARVIN
Registration Number:	1668948	METALSHIELD
Registration Number:	1883197	
Registration Number:	1994028	MONOLITHIC
Registration Number:	1911426	PERMASEAL
Registration Number:	1908489	PERMASEAL
Registration Number:	1912903	PERMAX
Registration Number:	2409553	PONDPATCH
Registration Number:	3235743	PONDPATCH
Registration Number:	1963675	PRO-GRADE
Serial Number:	77524471	PROTECT YOUR ENVIRONMENT
Registration Number:	2836202	QUIKDRY
Registration Number:	0705432	RAM-NEK
Registration Number:	2882573	RAM-NEK FR
Registration Number:	1983042	RAM-WRAP
Registration Number:	1827126	REDY COAT
Registration Number:	1640132	ROOF GUARD
Registration Number:	1605568	ROOFER'S CHOICE
Registration Number:	1075938	RUB'R-NEK
Registration Number:	3289307	RUB'R-NEK L-T-M
Registration Number:	1273522	RUFTAC
Registration Number:	2582288	SOLARFLEX
Registration Number:	1687455	SOLAR-FLEX
Registration Number:	2293240	STAY BRIGHT
Registration Number:	1562176	STOP LEAK
Registration Number:	3638967	STOP LEAK
Registration Number:	2377938	SYNKO FLEX
Registration Number:	0997441	SYNKO FLEX
Registration Number:	0997440	SYNKO-FLEX
Registration Number:	2877902	SYNKO-FLEX FR
Registration Number:	1689664	THE HENRY WINE GROUP
Registration Number:	1618261	TREECURE
Serial Number:	85173245	VEGETATIVE ROOF ASSEMBLY
Serial Number:	85173256	VRA

	0754471	WEATHER-CHEK
Registration Number:	1756859	WET PATCH

**CORRESPONDENCE DATA**

Fax Number: (215)279-9394  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 215.279.9389  
Email: linda.ladzenski@flastergreenberg.com  
Correspondent Name: Jordan A. LaVine  
Address Line 1: 1600 JFK Boulevard, 2nd Floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	H0450.5003
NAME OF SUBMITTER:	Jordan A. LaVine
Signature:	/Jordan A. LaVine/
Date:	05/11/2011

Total Attachments: 2  
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State of California Secretary of State

LLC-1A

File #

Limited Liability Company Articles of Organization - Conversion

ENDORSED - FILED in the office of the Secretary of State of the State of California

DEC 14 2010

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

Henry Company LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

[ ] ONE MANAGER

[ ] MORE THAN ONE MANAGER

[x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

909 N. Sepulveda Blvd., Ste. 650

CITY

El Segundo

STATE

CA

ZIP CODE

90245

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in item 6.)

CT Corporation System

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE

CA

ZIP CODE

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

CITY

STATE

ZIP CODE

[ ] THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

8. NAME OF CONVERTING ENTITY

Henry Company

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1040156

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

221,510 shares-Common Stock; 6,000 shares-Class A Common Stock;

51% of each class

18,750 shares of Series A Preferred Convertible Preferred Stock

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE 12/14/10

SIGNATURE OF AUTHORIZED PERSON

DORI M. REAP, CFO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

BRIAN C. STRAUSS PRESIDENT + CEO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

60324611



I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 15 2010

Date: \_\_\_\_\_ *Jan*

*Debra Bowen*  
DEBRA BOWEN, Secretary of State