

06-30-1999

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To the Commissioner of Patents and Trademark

documents or copy thereof.

1. Name of conveying party(ies):

Sureguard, Inc.

- Individuals
- General Partnership
- Corporation—State of Texas
- Other:
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

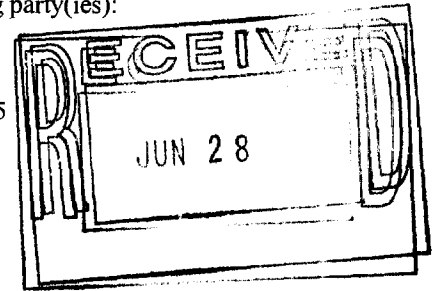
3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: May 16, 1997

2. Name and address of receiving party(ies):

The Valspar Corporation  
1101 South Third Street  
Minneapolis, Minnesota 55415



- Individual(s) citizenship
- General Partnership
- Corporation—State of Delaware
- Other:
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or trademark number(s):

6/28-99

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

see attached Schedule "A"

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John A. Clifford, Esq.  
Address: Merchant & Gould P.C.  
3100 Norwest Center  
90 South Seventh Street  
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 9

7. Total fee (37 CFR 3.41): \$240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John A. Clifford

Name of Person Signing

*John A. Clifford*  
Signature

June 21, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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01 FC:481  
02 FC:482

40.00 DP  
200.00 DP

TRADEMARK  
REEL: 001921 FRAME: 0316

**Schedule "A"**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Our Ref. - 9102.</u></b>
SUREGUARD & Design	<b>1,165,112</b>	.531US02
AQUAGUARD	<b>1,827,125</b>	.534US01
DIAMOND GUARD	<b>1,835,095</b>	.533US01
DIAMOND GUARD SUPREME	<b>1,846,431</b>	.532US01
SUREGUARD & Design	<b>1,915,902</b>	.531US01
IMAGE GUARD & Design	<b>2,023,101</b>	.530US01
SURETHANE	<b>2,049,885</b>	.529US01
TRAILGLO	<b>2,080,655</b>	.528US01
PREMIER	<b>2,098,090</b>	.535US01

**CERTIFICATE OF OWNERSHIP AND MERGER  
FOR MERGING  
SUREGUARD INCORPORATED, a Texas corporation,  
INTO  
THE VALSPAR CORPORATION, a Delaware corporation**

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THE VALSPAR CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY THAT:

- 1) The Company owns 100% of the issued and outstanding shares of the common stock, \$10.00 par value per share, of SUREGUARD INCORPORATED, a corporation organized and existing under the laws of the State of Texas (the "Subsidiary").
- 2) The Company, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the directors on May 16, 1997, resolved to merge the Subsidiary into the Company:

**RESOLVED**, that the Subsidiary shall be merged into the Company as authorized by applicable Delaware and Texas law (the "Merger"), and the Company shall thereafter have all of the rights and powers and assume all of the responsibilities and obligations of the Subsidiary;

**RESOLVED FURTHER**, that the Merger shall become effective at the end of business on May 23, 1997;

**RESOLVED FURTHER**, that, as the Company owns all issued and outstanding shares of the Subsidiary, upon the effective date of the Merger, the shares of the Subsidiary owned by the Company, and the certificate(s) therefor, shall be surrendered and canceled;

**RESOLVED FURTHER**, that any officer of the Company be, and each hereby is, authorized and directed, in the name and on behalf of the Company, to (1) make, execute and file a Certificate of Ownership and Merger in Delaware and Articles of Merger in Texas, setting forth a copy of these resolutions, to merge the Subsidiary into the Company and (2) take all actions and sign all documents which may be necessary or advisable to effect the Merger.

IN WITNESS WHEREOF, Rolf Engh, Vice President - International, of the Company has signed this Certificate of Ownership and Merger this 16<sup>th</sup> day of May, 1997.



Rolf Engh, Vice President - International  
of The Valspar Corporation

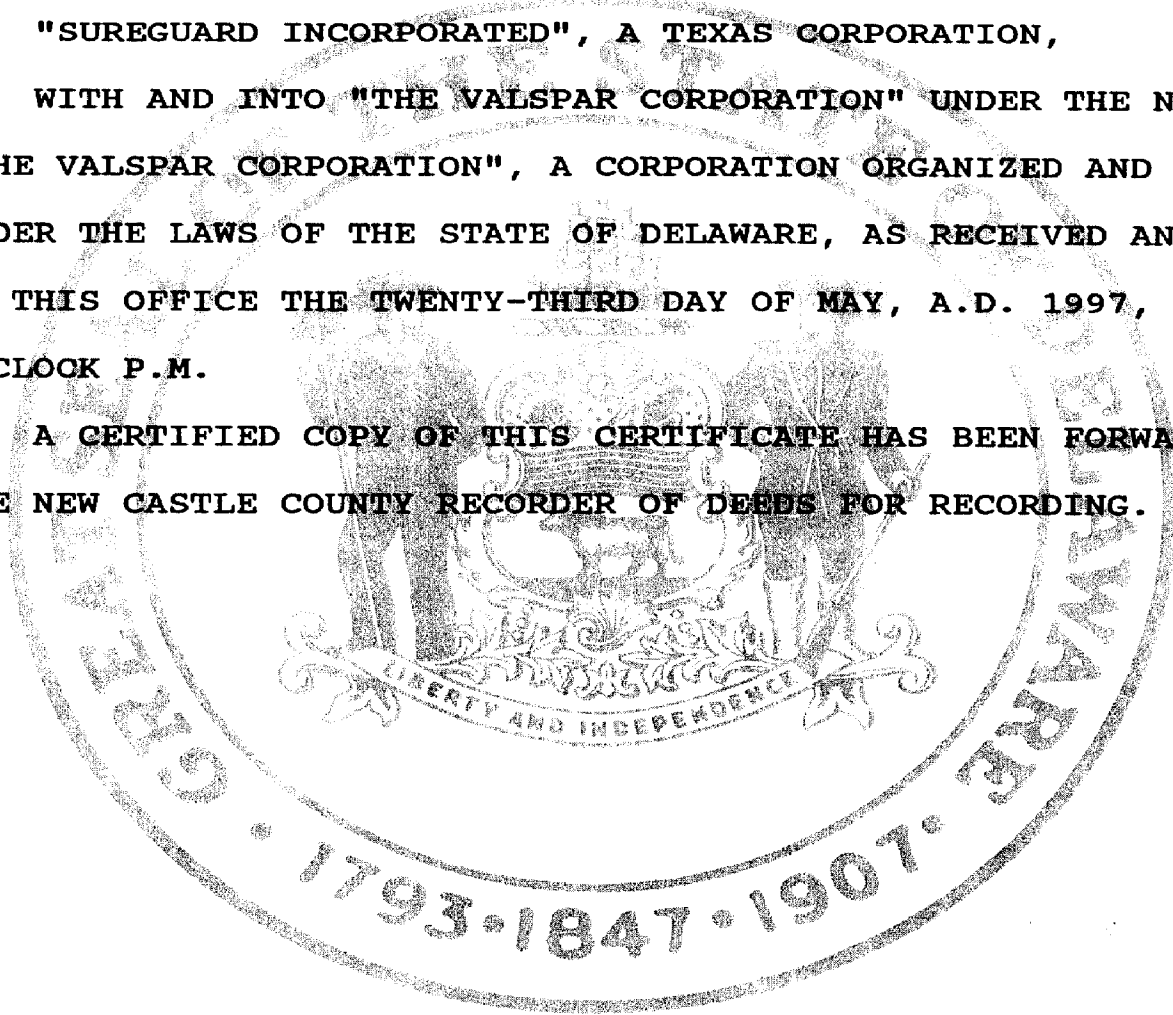
c:/drafts/SureguardMerger(DE).597

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"SUREGUARD INCORPORATED", A TEXAS 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 THE TWENTY-THIRD DAY OF MAY, A.D. 1997, AT 2 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8480195

DATE:

05-27-97

RECORDED: 06/28/1999

TRADEMARK

REEL: 001921 FRAME: 0319