

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 09102.0505US01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The McCloskey Corporation

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Pennsylvania
 Other: _____

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

2. Name and address of receiving party(ies):
The Valspar Corporation
1101 Third Street South
Minneapolis, MN 55415

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: July 31, 1989

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)
1178754 (MISCELLANEOUS DESIGN)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John A. Clifford
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910

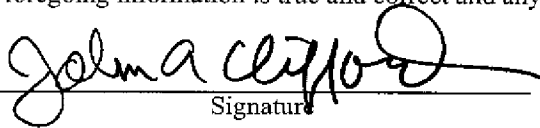
6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 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  October 29, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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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Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by THE MCCLOSKEY CORPORATION, a Pennsylvania corporation and VALSPAR CORPORATION, a Delaware corporation.

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that THE MCCLOSKEY CORPORATION, the Pennsylvania corporation has been merged into VALSPAR CORPORATION, the Delaware corporation.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that VALSPAR CORPORATION, the Delaware corporation, shall be the surviving corporation.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 31st day of July in the year of our Lord one thousand nine hundred and eighty-nine and of the Commonwealth the two hundred fourteenth.

James J. Hoyt
Secretary of the Commonwealth

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PLAN OF MERGER FOR MERGING
THE McCLOSKEY CORPORATION
INTO THE VALSPAR CORPORATION

PLAN OF MERGER (hereinafter referred to as the "Plan"), dated July 31, 1989, for the merger of THE McCLOSKEY CORPORATION, a Pennsylvania corporation (the "Merged Corporation") into THE VALSPAR CORPORATION, a Delaware corporation (the "Surviving Corporation"). (The Merged and Surviving Corporations may be collectively referred to as "Constituent Corporations," and the shareholder of the Merged Corporation may be referred to as "Stockholder".)

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware, and the Merged Corporation is a corporation duly organized and existing under the laws of the State of Pennsylvania and is a wholly-owned subsidiary of the Surviving Corporation; and

WHEREAS, the Boards of Directors of the Surviving Corporation and the Merged Corporation each deems it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Plan and to the applicable provisions of the laws of the States of Delaware and Pennsylvania;

NOW, THEREFORE, the Constituent Corporations shall be merged into a single corporation, The Valspar Corporation, a Delaware corporation, one of the Constituent Corporations, which shall continue its corporate existence and be the corporation surviving the merger. The terms and conditions of this merger (the "Merger") and the manner of carrying the same into effect, are as follows:

ARTICLE I

Effective Date of the Merger

The Effective Date of the Merger shall be July 31, 1989. Upon the Effective Date of the Merger, the separate existence of the Constituent Corporations shall cease and the Constituent Corporations shall be merged into the Surviving Corporation, The Valspar Corporation, a Delaware corporation.

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ARTICLE IIGoverning Laws; Articles of
Incorporation; Authorized Shares

The laws of the State of Delaware shall govern the Surviving Corporation, and the interpretation and enforcement of this Plan. The Articles of Incorporation of the Surviving Corporation shall remain in effect as the Articles of Incorporation of the Surviving Corporation subsequent to the Merger until the same may be further altered or amended in accordance with the provisions thereof.

ARTICLE IIIBy-Laws; Registered Office

The By-Laws of Surviving Corporation as of the Effective Date of the Merger shall be the By-Laws of the Surviving Corporation after the Merger. The registered office of Surviving Corporation shall be at Corporation Trust Co., 1209 Orange Street, Wilmington, Delaware 19801, after the Merger.

ARTICLE IVDirectors and Officers

The directors of the Surviving Corporation in office as of the date hereof shall remain the directors of the Surviving Corporation at and after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the By-Laws of the Surviving Corporation, the officers of Surviving Corporation at the Effective Date of Merger shall remain the officers of the Surviving Corporation. The officers and directors of the Merged Corporation holding office on the Effective Date shall be deemed to have resigned effective as of the Effective Date.

ARTICLE VConversion of Shares in the Merger

The manner of carrying the Merger into effect, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

5.01. Surviving Corporation's Common Stock. At the Effective Date of the Merger, all of the issued

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and outstanding shares of common stock of the Surviving Corporation shall remain issued and outstanding.

5.02. Merged Corporation's Common Stock. At the Effective Date of the Merger, all issued and outstanding shares of stock of the Merged Corporation shall be cancelled.

ARTICLE VI

Effect of the Merger

At the Effective Date of the Merger, the Surviving Corporation shall succeed to, without other transfer, act or deed of any person, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, subject to all the restrictions, disabilities and duties of the Constituent Corporations, and all property, real, personal and mixed, including patents, trademarks, tradenames, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to either of said corporations shall be vested in the Surviving Corporation; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as effectually as they were of the respective Constituent Corporations, and the title of any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted in the first instance by the Surviving Corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the Constituent Corporations as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the respective Constituent Corporations. The surplus of the Surviving Corporation

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after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any Constituent Corporation may be converted to those procedures and schedules selected by the Surviving Corporation.

ARTICLE VIII

Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Boards of Directors of the Surviving Corporation and the Merged Corporation, Articles of Merger shall be executed, acknowledged, and, to the extent required by the laws of Delaware General Corporation Law, delivered for filing to the recorder of the county in Delaware in which the registered office of the Surviving Corporation is located and the Delaware Secretary of State, and Articles of Merger shall be executed, acknowledged and delivered to the Department of State of the State of Pennsylvania for filing as provided by Section 905 of the Pennsylvania Business Corporation Law.

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