



**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 having its principal office and 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, 2005, 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 12<sup>th</sup> day of August, 2005, 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.

*Deborah G. Pankiw*

NOTARY PUBLIC

**DEBORAH G. PANKIW**  
 Notary Public, State of Ohio, Cuy. Cty.  
 My Commission Expires June 14, 2010

**Schedule A****U.S. PENDING TRADEMARKS**

<b><u>Trademark</u></b>	<b><u>Ser. No.</u></b>	<b><u>Filing Date</u></b>
CONTRACTOR	78/621064	02-MAY-2005
CSG CLEANING SOLUTIONS GROUP (+DESIGN)	78/155565	19-AUG-2002
EXPRESSPATCH	78/207767	28-JAN-2003
KRYLON	78/661584	30-JUN-2005
MAKE IT IRIDESCENT!	78/283651	06-AUG-2003
QUICK SOLUTIONS	78/254501	27-MAY-2003
SIDING PRO	78/255515	29-MAY-2003