

12-16-1998

RECORDATION FORM CO
TRADEMARKS O



OF COMMERCE
Trademark Office

100926049

To the Honorable Commissioner of Patents and Trademarks. Please record th

1. Name of Party(ies) conveying an interest:

American Gypsum Company
2728 North Harwood
Dallas, Texas 75201-1516

- Individual(s)
- General Partnership
- Corporation - New Mexico
- Other
- Association
- Limited Partnership

MRD 12-9-98

2. Name and Address of Party(ies) receiving an interest:

Centex Corporation
2728 North Harwood
Dallas, Texas 75201-1516

- Individual
- General Partnership
- Corporation - Nevada
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

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

- Yes
- No

Execution Date: November 16, 1998 (The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

735,175
971,158

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

Name: Anna Conyers Kuhn, Esq.
Internal Address: Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 75201

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed or authorized to be charged: \$65.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

N/A

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.

Anna Conyers Kuhn
Name of Person Signing

12-9-98
Date

Total number of pages including cover sheet 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

12/14/1998 DNGUYEN 00000309 735175

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
03 FC:482

40.00 OP
25.00 OB

Reporting for this sample cover sheet is estimated to take 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.

TRADEMARK ASSIGNMENT

WHEREAS, **AMERICAN GYPSUM COMPANY** (formerly known as **CENTEX AMERICAN GYPSUM COMPANY** and hereafter "**Assignor**"), a New Mexico corporation, having an address of 2728 North Harwood, Dallas Texas, 75201-1516, adopted and used the trademarks listed on Exhibit A, and is the owner of all right, title, and interest in and to the trademarks and to the associated registrations and applications for registrations in the United States of America listed in Exhibit A (the "**Marks**") attached hereto; and

WHEREAS, **CENTEX CORPORATION** (hereafter "**Assignee**"), a Nevada corporation, having an address of 2728 North Harwood, Dallas, Texas 75201-1516, desires to acquire all right, title, and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign, and set over to Assignee, its successors, assigns, and legal representatives, the entire right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by such Marks.

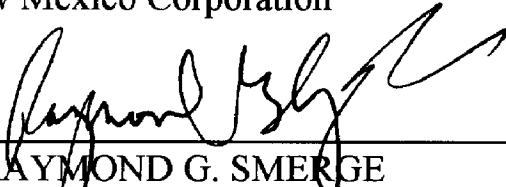
Assignor also assigns unto Assignee all claims for damages by reason of past infringement of such Marks, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives.

IN WITNESS WHEREOF, the parties have caused their duly authorized

representatives to execute this Trademark Assignment on the dates and in the capacities shown below.

ASSIGNOR:

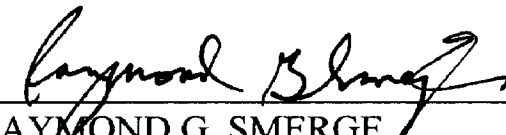
AMERICAN GYPSUM COMPANY,
a New Mexico Corporation

By: 
RAYMOND G. SMERGE
Vice President, General Counsel and
~~Assistant~~ Secretary

Date: 11.16.98

ASSIGNEE:

CENTEX CORPORATION,
a Nevada corporation

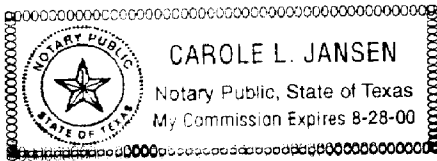
By: 
RAYMOND G. SMERGE
Executive Vice President, Chief Legal
Officer, General Counsel, and Secretary

Date: 11.16.98

STATE OF TEXAS }
COUNTY OF DALLAS }

On November 16, 1998, before me, CAROLE L. JANSEN,
a Notary Public in and for said County and State, personally appeared RAYMOND G.
SMERGE, Vice President, General Counsel and ~~Assistant~~ Secretary of AMERICAN
GYPSUM COMPANY, a New Mexico corporation, personally known to me (or proved to
me on the basis of satisfactory evidence) to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity upon behalf of
which the person acted, executed the instrument.

WITNESS my hand and official seal.

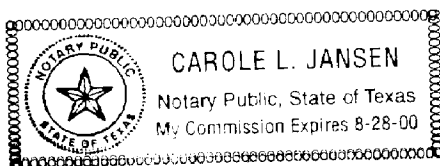


Carole Jansen
Notary Public

STATE OF TEXAS }
COUNTY OF DALLAS }

On November 16, 1998, before me, CAROLE L. JANSEN,
a Notary Public in and for said County and State, personally appeared RAYMOND G.
SMERGE, Executive Vice President, Chief Legal Officer, General Counsel, and Secretary
of CENTEX CORPORATION, a Nevada corporation, personally known to me (or proved
to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity upon behalf of
which the person acted, executed the instrument.

WITNESS my hand and official seal.



Carole Jansen
Notary Public

EXHIBIT A

United States Trademark Registrations

U.S. Patent & Trademark Office Registration No.	Registration Date	Mark
735,175	7/31/62	Firebloc
971,158	10/23/73	Aquabloc