

10-12-1999



101166999

ET

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

10-7-99

Effective Date
Month Day Year
9/15/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/08/1999 INBUYEN 00000310 75721173

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name 93601-7 1110:03

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

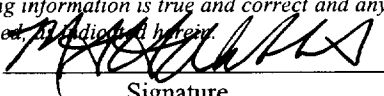
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/721,173"/>	<input type="text" value="75/478,352"/>	<input type="text"/>	<input type="text" value="2,211,986"/>	<input type="text" value="2,179,719"/>	<input type="text" value="2,054,872"/>
<input type="text" value="75/721,171"/>	<input type="text" value="75/462,408"/>	<input type="text"/>	<input type="text" value="2,093,909"/>	<input type="text" value="2,043,491"/>	<input type="text" value="2,098,259"/>
<input type="text" value="75/540,154"/>	<input type="text" value="75/390,125"/>	<input type="text"/>	<input type="text" value="2,110,166"/>	<input type="text" value="2,057,150"/>	<input type="text" value="2,095,968"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, if indicated herein.
 Mark H. Webbink 
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name Hanley-Wood, Inc. Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton District of Columbia

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>2,100,480</u>	<u>1,725,593</u>	<u>1,681,976</u>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>2,104,376</u>	<u>1,715,653</u>	<u>1,638,360</u>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>2,148,498</u>	<u>1,826,752</u>	<u>1,682,387</u>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>1,927,555</u>	<u>1,680,344</u>	<u>1,676,358</u>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>1,944,725</u>	<u>1,687,838</u>	<u>1,292,813</u>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<u>1,820,608</u>	<u>1,731,008</u>	<u>1,304,388</u>

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,215,200

Hanley-Wood, Inc.
(District of Columbia Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HOME IMPROVEMENT RETAILER	2,211,986	12/15/98
THE HOME OF THE FUTURE	2,093,909	9/2/97
RESIDENTIAL ARCHITECT	2,110,166	10/28/97
THE CONCRETE PRODUCER	2,179,719	8/4/98
PROSALES	2,043,491	3/11/97
CUSTOM HOME	2,057,150	4/29/97
BUILDING PRODUCTS	2,054,872	4/22/97
MASONRYWORLD	2,098,259	9/16/97
CONCRETEWORLD	2,095,968	9/9/97
THE CONCRETE NETWORK	2,100,480	9/23/97
THE MASONRY NETWORK	2,104,376	10/7/97
BUILDER ONLINE	2,148,498	4/7/98
ABERDEEN'S CONCRETE JOURNAL	1,927,555	10/17/95
WORLD OF CONSTRUCTION	1,944,725	12/26/95
ABERDEEN'S CONCRETE JOURNAL & TRADER	1,820,608	2/8/94
THE ABERDEEN GROUP	1,725,593	10/20/92
AG (Stylized)	1,715,653	9/15/92
WORLD OF MASONRY	1,826,752	3/15/94
ABERDEEN'S MAGAZINE OF MASONRY CONSTRUCTION	1,680,344	3/24/92
BUILDER	1,687,838	5/19/92
REMODELING	1,731,008	11/10/92
CONCRETE CONSTRUCTION (Stylized)	1,681,976	4/7/92
CONCRETE TRADER	1,638,360	3/19/91
ABERDEEN'S CONSTRUCTION MARKETING TODAY	1,682,387	4/7/92
ABERDEEN'S CONCRETE REPAIR DIGEST	1,676,358	2/18/92
Miscellaneous Design	1,292,813	9/4/84
CONCRETE SOURCEBOOK	1,304,388	11/6/84
WORLD OF CONCRETE	1,215,200	11/2/82

Pending Applications

Mark	Application No.	Filing Date
HANLEY-WOOD'S TOOLS OF THE TRADE SHOW	75-721,173	6/3/99
CUSTOM HOME	75-721,171	6/3/99
THE TEAMBUILDER CONFERENCE	75-540,154	8/20/98
THE CONCRETE ADVANTAGE	75-478,352	5/1/98
CONSTRUCTION SUPER NETWORK (Stylized)	75-462,408	4/6/98
HANLEY-WOOD'S TOOLS OF THE TRADE	75-390,125	11/14/97

State of Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"HANLEY-WOOD, INC.", A DISTRICT OF COLUMBIA CORPORATION, WITH AND INTO "VS&A-HW, L.L.C." UNDER THE NAME OF "HANLEY-WOOD, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 3:15 O'CLOCK P.M.,



Edward J. Freel

Edward J. Freel, Secretary of State

3082334 8100M

991386085

AUTHENTICATION: 9971664

DATE: 09-15-99

TRADEMARK
REEL: 001973 FRAME: 0477

**CERTIFICATE OF MERGER
OF
HANLEY-WOOD, INC.
INTO
VS&A-HW, L.L.C.**

The undersigned Delaware limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C §18-101, et seq. (the "Act").

DOES HEREBY CERTIFY:

FIRST: The name and state of domicile and jurisdiction of formation or organization of each of the constituent entities that are to merge are as follows:

<u>Name</u>	<u>State of Domicile and Jurisdiction of Formation or Organization</u>
Hanley-Wood, Inc.	District of Columbia
VS&A-HW, L.L.C.	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been duly approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act and subsection (c) of Section 264 of the Delaware General Corporation Law (the "GCL").

THIRD: The name of the surviving entity of the merger herein certified is VS&A-HW, L.L.C., which will continue its existence as the surviving limited liability company under the name Hanley-Wood, LLC upon the effective time of the merger, as provided below, in accordance with the Act.

FOURTH: The merger of Hanley-Wood, Inc. into VS&A-HW, L.L.C. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving Delaware limited liability company, the address of which is One Thomas Circle, N.W., Suite 600, Washington, D.C. 20005.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving Delaware limited liability company, on request and without cost, to any

member of VS&A-HW, L.L.C. or any person holding an interest in Hanley-Wood, Inc.

SEVENTH: The surviving limited liability company hereby amends its Certificate of Formation as follows:

Paragraph First of the Certificate of Formation, relating to the corporate name of VS&A-HW, L.L.C., is hereby amended to read, in its entirety, as follows:

1. The name of the limited liability company is Hanley-Wood, LLC (the "Company").

IN WITNESS WHEREOF, this Certificate has been executed on this 15th day of September, 1999, by the undersigned.

VS&A-HW, L.L.C.

By: *J. Glenn Benford*
Name: *J. Glenn Benford*
Title: *VICE PRESIDENT and
Authorized Person*

HANLEY-WOOD, INC.

By: *Ronald B. Lewis*
Name: *Ronald B. Lewis*
Title: *Senior Vice President*

**GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS**



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this **CERTIFICATE OF MERGER** is hereby issued to:

HANLEY-WOOD, INC. (D.C.)

Merged Into

**VS&A-HW, L.L.C. (DE.) UNQUALIFIED (NAME CHANGED TO):
HANLEY-WOOD, LLC**

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the 15th day of September, 1999.

Lloyd J. Jordan
Director

Harold F. Nelson
Acting Administrator
Business Regulation Administration

A handwritten signature in black ink, appearing to read 'Eldred E. J. Fomah', is written over a horizontal line.

Eldred E J Fomah
Act. Assistant Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor