

11-12-1999

FORM PTO-15-4
(Rev 6-93)

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(CORRECTION - DO



101199530

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 11/5/99 Re

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

1. Name of Conveying Party(ies):
Southdown, Inc.
- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Louisiana
 Other

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

2. Name and address of receiving party(ies)

Southdown Finance, Inc.
2801 Saturn Street, Suite 200
Brea, California 92821

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

3. Nature of Conveyance:
- Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: January 1, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No. (s)
75/305,604

B. Registration No. (s)
2,176,122; 1,845,748; 795,878; 2,158,300;
1,788,159;; 770,210; 2,096,321; 1,171,255;
762,166; 691,130; 328,114; 582,790; 288,535;
337,905; 44,957

Additional Numbers attached? Yes No

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

Name: Judy Kruger

BRACEWELL & PATTERSON
SOUTH TOWER PENNZOIL PLACE
100 LOUISIANA STREET
SUITE 2900
HOUSTON, TEXAS 77002-2781

6. Total number of applications and patents involved: [16]

7. Total fee (37 CFR 3.41).....\$415.00
 Enclosed (\$75.00 - \$340.00 previously sent)
 Authorized to be charged to deposit account

1/10/99 DNGUYEN 00000204 75305604

FD:480

75.00 OF

8. Deposit account number:
50-0259

(Attach duplicate copy of this page if paying by deposit account)

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.

Judy Kruger
Name of Person Signing

Judy Kruger
Signature

11/5/99
Date

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

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~~08-24-1999~~



~~101126054~~

Docket No.:

078410.008216

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To the Honorable Commissioner of Patents and Trademarks, please send the attached original documents or copy thereof.

1. Name of conveying party(ies):

Southdown, Inc.

- Individual(s)
- General Partnership
- Corporation-State Louisiana
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

8-18-99

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

Execution Date: January 1, 1999

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

Name: Southdown Finance, Inc.

Internal Address:

Street Address: 2601 Saturn Street, Suite 200

City: Brea State: CA ZIP: 92821

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

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75/305,604

B. Trademark Registration No.(s)

2,176,122	1,846,748	795,878
2,158,300	1,788,159	770,210
2,096,321	1,171,255	762,166

Additional numbers

Yes No see page 2 Recordation sheet

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

Name: Judy Kruger

Internal Address:

Street Address: South Tower Pennzoil Place

711 Louisiana Street, Suite 2900

City: Houston State: TX ZIP: 77002

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0259

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DO NOT USE THIS SPACE

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02 FC:482 300.00 OP

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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.

Judy Kruger

Name of Person Signing

Judy Kruger

Signature

August 18, 1999

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 001987 FRAME: 0304

Page 2

TRADEMARKS ONLY

Docket No.:

078410.008216

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- General Partnership
- Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

691,130	328,114
582,790	288,535
337,905	44,957

Additional numbers Yes No

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

Name: Judy Kruger

Internal Address:

Street Address: South Tower Pennzoil Place

711 Louisiana Street, Suite 2900

City: Houston State: TX ZIP: 77002

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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.

Judy Kruger
Name of Person Signing

Judy Kruger
Signature

August 18, 1999
Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK AND INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is effective as of 12:15 a. m., Houston, Texas time on January 1, 1999, by and between Southdown, Inc. ("Assignor"), a Louisiana corporation having offices at 1200 Smith Street, Suite 2400, Houston, Texas 77002; and Southdown Finance, Inc. ("Assignee"), a Delaware corporation, having offices at 2601 Saturn Street, Suite 200, Brea, California 92821. The Assignor and Assignee are collectively referred to herein as the "Parties." Assignee is a wholly owned subsidiary of Assignor.

WHEREAS, the Assignor is the owner of certain trademarks, service marks and trade names as represented by the trademarks and their associated registrations and applications described on Attachment A attached to and made a part of this Assignment (including all domestic and foreign rights, registrations, and applications, the "Trademarks"), and of brand names, logos, inventions, discoveries, improvements, processes, technologies, know-how, formulae, drawings, specifications, trade secrets, plans, computer software (including source codes and other documentation thereof), and other proprietary, technical and other information, data and intellectual property, and all licenses, permits and other rights to use the foregoing, whether patentable or unpatentable, used or held for use in or associated with the cement, concrete products and aggregates business conducted heretofore by Assignor, as more fully described from time to time on Attachment B attached to and made a part of this Assignment (together with the Trademarks, the "Intellectual Property"); and

WHEREAS, the Assignor desires to transfer as an additional capital contribution the Intellectual Property to the Assignee, and the Assignee desires to receive the Intellectual Property as an additional capital contribution.

NOW, THEREFORE, the Assignor, as an additional contribution to the capital of Assignee, which constitutes good and valuable consideration, the receipt, adequacy and sufficiency of which is acknowledged by the Assignor:

1. Hereby assigns, transfers and conveys to the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Intellectual Property and its associated registrations and applications, both domestic and foreign, together with the goodwill of the business associated with and symbolized by the Intellectual Property; and
2. Hereby assigns, transfers and conveys to the Assignee, its successors and assigns, all causes of action, past, present, and future for infringement or unfair competition with respect to the Intellectual Property; and
3. Will, upon written request of Assignee, its successors and assigns, execute reasonable documents prepared at the expense of Assignee, its successors and assigns, to perfect its title to any and all rights in the Intellectual Property conveyed hereunder.

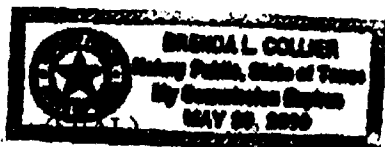
IN WITNESS WHEREOF, Assignor has given legal effect to this Assignment by its duly authorized representative on December 31, 1998, but effective for all purposes as of the date and time first stated above.

SOUTHDOWN, INC.

By: Allan B. Korsakov
Allan B. Korsakov
Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Personally appeared before me this 31st day of December, 1998, Allan B. Korsikov
to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged that
he signed, sealed and delivered the said instrument as his free and voluntary act and deed for the uses and
purposes therein set forth.



Brenda L. Collier
Notary Public
My Commission expires 5/30/00

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Attachment A
ASSIGNED TRADEMARKS

<u>Trademark</u>	<u>App/Reg. No. (if any)</u>
YARD RIGHT	N/A
EZ FILL & Design	N/A
SOUTHDOWN Logo	N/A
SOUTHDOWN	N/A
CORRECT	U.S. Serial No. 75-305,604
MEDUSA CARB	U.S. Reg. No. 2,176,122
THOMASVILLE	U.S. Reg. No. 2,158,300
CITADEL	U.S. Reg. No. 2,096,321
Design Only	U.S. Reg. No. 1,846,748
FIBERGUN	U.S. Reg. No. 1,788,159
RICHCOLOR	U.S. Reg. No. 1,171,255
PLASMOR	U.S. Reg. No. 795,878
SOUTHWESTERN PORTLAND CEMENT COMPANY & Design	U.S. Reg. No. 770,210
MEDUSA and Design	U.S. Reg. No. 762,166
RICHMORTAR	U.S. Reg. No. 691,130
ELTORO BRAND SOUTHWESTERN PORTLAND CEMENT CO. EL PASO, TEX. & Design	U.S. Reg. No. 582,790

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Attachment A
ASSIGNED TRADEMARKS, cont.

<u>Trademark</u>	<u>App./Reg. No. (if any)</u>
BRIKSET (Stylized Letters)	U.S. Reg. No. 337,905
Design Only	U.S. Reg. No. 328,114
STONESET (Stylized Letters)	U.S. Reg. No. 288,535
MEDUSA and Design	U.S. Reg. No. 44,957
SOUTHWESTERN PORTLAND CEMENT COMPANY	New Mexico Reg. No. 18,561
VICTOR	California Reg. No. 39,194
MEDUSA CEMENT COMPANY	Pennsylvania Reg. No. 1,562,309

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