

MJD
4.3.00

**Sutherland
Asbill &
Brennan LLP**

ATTORNEYS AT LAW

ELISABETH A. LANGWORTHY
DIRECT LINE: 202.383.0198
Internet: llangworthy@sablaw.com



1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
202.383.0100
fax 202.637.3593
www.sablaw.com

04-27-2000



101335197

April 3, 2000

VIA MESSENGER

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231



e: Assignment of Trademark Registrations
Conveying Party: Blue Circle Inc.
Receiving Party: BCRO Inc.
Our Reference No.: 18632.0054

04-03-2000

J.S. Patent & TMO/TM Mail Rcpt Dt. #70

Dear Sir:

Please find enclosed for recordation with the U.S. Patent and Trademark Office a
Trademark Assignment between Blue Circle Inc. and BCRO Inc..

- 1) Conveying Party: Blue Circle Inc., a Alabama corporation
- 2) Receiving Party: BCRO Inc., a Delaware corporation
1105 North Market Street, Suite 1300
Wilmington, Delaware 19899
- 3) Nature of Conveyance: Assignment
- 4) Trademark Registration Nos.: See Exhibit A
- 5) Name and Address of party to whom correspondence concerning document should be mailed:

ELISABETH A. LANGWORTHY, ESQ.
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415

- 6) Total number of Trademark Applications and Registrations: seven (7)
- 7) Total fee enclosed: \$190.00

If the enclosed fee is for any reason insufficient, please draw the remainder from the
deposit account of Sutherland Asbill & Brennan LLP, No. 19-5029.

HALTCLI8632\M054\ASSIGN.PTO

Atlanta ■ Austin ■ New York ■ Tallahassee ■ Washington, DC

TRADEMARK
REEL: 002060 FRAME: 0012

04/26/2000 DNGUYEN 00000206 1553736

01 FC:481
02 FC:482

40.00 OP
150.00 OP

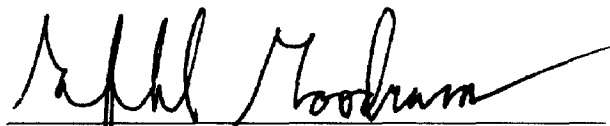
April 3, 2000

Page 2

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, as indicated herein.

Respectfully submitted,

SUTHERLAND ASBILL & BRENNAN LLP

A handwritten signature in black ink, appearing to read "Elisabeth A. Langworthy", written over a horizontal line.

Elisabeth A. Langworthy

Garfield Goodrum

Enclosures

EXHIBIT A

TRADEMARK

REGISTRATION NO.

EAGLEBOND

1553736

MAGNOLIA Stylized

606270

MAGNOLIA (and Design)

605320

NEWCEM (and Design)

1713690

NEWLIME

1681707

U.S. CEMENT (and Design)

1535302

U.S. CONCRETE CHEMICALS (and Design)

1541557

TRADEMARK ASSIGNMENT

WHEREAS, Blue Circle Inc. (hereinafter "ASSIGNOR"), a corporation organized and existing under and by virtue of the laws of the State of Alabama, having a principal place of business at 1800 Parkway Place, Suite 1200, Marietta, Georgia, 30067, has adopted and used marks which are registered in the United States Patent and Trademark Office, whose registration numbers and registration dates are set out in Exhibit A, "Registrations", attached hereto.

WHEREAS, ASSIGNOR has adopted and used all marks referenced in Exhibit A in connection with ASSIGNOR'S goods and services, and the goodwill associated therewith.

WHEREAS, ASSIGNOR is desirous of improving the efficiency of its operations; strengthening protection for and enhancing the value of all marks referenced in Exhibit A; protecting the marks against the claims of creditors; developing a stronger licensing program and associated quality control and enforcement measures of the marks; and segregating the marks from other assets to assist in the quantification of the funds received related solely to the marks.

WHEREAS, BCRO Inc., (hereinafter ASSIGNEE), a corporation organized and existing under and by virtue of the laws of the State of Delaware, having an address of

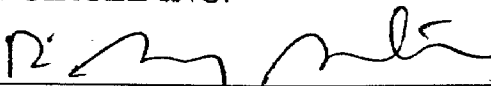
1105 North Market Street, Suite 1300, Wilmington, Delaware 19899, desires to acquire all right, title and interest in and to the said marks Registrations thereof.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged by ASSIGNOR, ASSIGNOR does hereby sell, assign, and transfer unto ASSIGNEE, all right, title and interest in and to the said marks Registrations, together with the goodwill of the business symbolized by the marks, and the herein identified registrations and applications thereof.

IN WITNESS WHEREOF, the ASSIGNOR has caused this Trademark Assignment to be executed by a duly authorized corporate officer and its corporate seal to be hereunto affixed and attested, all as of the 25th day of February, 2000.

ASSIGNEE hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer and its corporate seal to be hereunto affixed and attested, all as of the 25th day of February, 2000.


BLUE CIRCLE INC.

By: 

Name: R. GARY GENTLES

Date: 3/9/00

ATTEST

By: 

STATE OF Georgia)
) SS
COUNTY OF Cobb)

On this 9th day of March, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared R. Gary Gentles to me personally known, who being duly sworn, declared that he is President of BLUE CIRCLE INC., declared that he duly executed the foregoing instrument for and on behalf of BLUE CIRCLE INC., being duly authorized to do so, and acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires April 24, 2002

TRADEMARK

REEL: 002060 FRAME: 0017

BCRO INC.

By:

William R. Bechstein

Name: WILLIAM R. BECHSTEIN

Date:

3/22/00

ATTEST

By:

Lloyd O. Martin

STATE OF Delaware)

) SS

COUNTY OF New)

Castle

On this 22nd day of March, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared William R. Bechstein to me personally known, who being duly sworn, declared that he is Treasurer of BCRO INC, declared that he duly executed the foregoing instrument for and on behalf of BCRO INC, being duly authorized to do so, and acknowledged said instrument to be the free act and deed of said corporation.

Sonja Allen Bevan
Notary Public

SONJA ALLEN BEVAN
NOTARY PUBLIC

My Commission Expires May 30, 2000

EXHIBIT A
"Registrations"

Owner Name	Trademark Name	Registration Number	Registration Date
Blue Circle Inc. DBA United States Cement Company	EAGLEBOND	1553736	08/29/89
Blue Circle Inc.	MAGNOLIA (Stylized)	606270	05/24/55
Blue Circle Inc.	MAGNOLIA and Design	605320	05/03/55
Blue Circle Inc.	NEWCEM (and Design)	1713690	09/08/92
Blue Circle Inc.	NEWLIME	1681707	04/07/92
Blue Circle Inc.	U.S. CEMENT (and Design)	1535302	04/18/89
Blue Circle Inc.	U.S. CONCRETE CHEMICALS (and Design)	1541557	05/30/89