

1-12-01

TRAD



101592128

To the Honorable Commissioner of Patents and Tradema

ument(s) or cop(ies).

Submission Type

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

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date _____

Conveying Party

Name: Medusa Minerals Co - Sparta
Formerly _____

Mark if additional names of conveying parties attached
Execution Date: January 1, 1999

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

Receiving Party

Name: Southdown, Inc.
Address (line 1) 1200 Smith Street, Suite 204
Address (line 2) Houston Tx 77002

Mark if additional names of receiving parties attached

- Individual General Partnership Limited Partnership Corporation Association Other _____
- Citizenship/State of Incorporation/Organization : Louisiana
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____

Correspondent Name and Address

Area Code and Telephone Number (713) 221-1529

Name: Mark A. Tidwell
Address (line 1) Bracewell & Patterson, L.L.P.
Address (line 2) 711 Louisiana, Suite 2900, Houston, TX 77002

Pages Enter the total number of pages of the attached conveyance document including any attachments 7

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Either enter the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers)
Trademark Application Number (s) _____
Registration Number(s) 1,938,946; 817,243

Number of Properties Enter the total number of properties involved. 2
Fee Amount for Properties Listed (37 CFR 3.41): \$65.00

Fee Amount
Method of Payment: Enclosed Deposit Account Authorization to charge additional fees: Yes No
Deposit Account Number-enter for payment by deposit account or if additional fees can be charged to the account 50-0259

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, as indicated herein.

MARY TIDWELL
Name of Person Signing

Signature

1/10/01

Date Signed

01/23/2001 DBYRNE 00000276 1938946

40.00 OP
25.00 OP


01 FC:481
02 FC:482

TIDWMA\078410\008216
HOUSTON
1/9/01--5:29 PM

①

UNITED STATES OF AMERICA

State of Louisiana



Box McKeithen
 SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

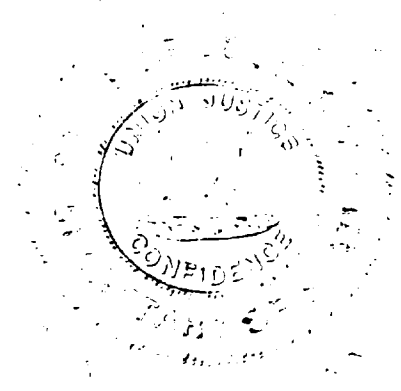
In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on.

December 9, 1999

Box McKeithen

Secretary of State

Page 6 of 6



AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is made and entered into as of December 29, 1998, between Medusa Minerals Co.-Sparta, a New Jersey corporation ("Subsidiary") and Southdown, Inc., a Louisiana corporation ("Southdown").

RECITALS:

WHEREAS, Subsidiary and Southdown (collectively, the "Constituent Corporations") and their respective Boards of Directors or, in the case of Southdown, a duly constituted Committee thereof acting under Section 81(C)(9) of the Louisiana Business Corporation Law, respectively, deem it advisable that Subsidiary be merged with and into Southdown (the "Merger") pursuant to the provisions of the New Jersey Business Corporation Act and the Louisiana Business Corporation Law;

WHEREAS, at the Effective Time (as defined in Article Two), by virtue of the prior mergers of other subsidiaries of Southdown into Southdown, Southdown shall own all the outstanding shares of Subsidiary;

NOW, THEREFORE, it is agreed as follows:

ARTICLE ONE

The Merger

Upon the terms and subject to the conditions hereinafter set forth, at the Effective Time, Subsidiary shall be merged with and into Southdown, Southdown shall be the surviving corporation, and the separate existence of Subsidiary shall cease.

ARTICLE TWO

Effective Date and Time

The Merger shall be effective at 12:03 a.m., Central Time, on January 1, 1999 (such time and date being herein referred to as the "Effective Time" and the "Effective Date," respectively).

ARTICLE THREE

Cancellation of Shares

On the Effective Date, each issued and outstanding share of stock and each share of treasury stock of Subsidiary shall be canceled.

ARTICLE FOUR

Effects of Merger

A. The Merger shall not have the effect of amending in any respect the articles of incorporation of Southdown as in effect as of the Effective Time and each share of Southdown outstanding or held as a treasury share immediately before the Effective Time is to be an identical outstanding or treasury share of Southdown after the Effective Time.

B. Otherwise, the Merger shall have the effects set forth in Section 115 of the Louisiana Business Corporation Law and Sections 14A:10-7(3) and 14A:10-6 and of the New Jersey Business Corporation Act.

ARTICLE FIVE

Filing of Certificate of Merger

If this Agreement of Merger is approved by the Board of Directors and sole shareholder of the Subsidiary in accordance with Sections 14A:10-1(2) and 14A:10-3 of the New Jersey Business Corporation Act and by the Board of Directors of Southdown in accordance with Section 112(A) and (E)(1) of the Louisiana Business Corporation Law, then the fact of such approvals shall be certified hereon by the secretary or assistant secretary of each of the Constituent Corporations, and this Agreement of Merger, as approved and certified, shall be signed and acknowledged by the president or a vice president each of the Constituent Corporations. Thereafter, the Certificate of Merger shall be delivered to the Secretary of State of Louisiana and the Secretary of State of New Jersey for filing and recordation in the manner required by law; and thereafter, as soon as practicable (but not later than the time required by law), a copy of the Certificate of Merger issued by the Secretary of State of Louisiana shall be filed for record in the office of the recorder of mortgages for the parish of Orleans and shall also be recorded in the conveyance records for any parish in which either of the Constituent Corporations owns real property on the Effective Date of the Merger.

ARTICLE SIX

Miscellaneous

A. The obligations of the Constituent Corporations to effect the Merger shall be subject to all of the terms and conditions of this Agreement of Merger. At any time before the Effective Time, the Merger may be terminated by the mutual agreement of the Boards of Directors of the Constituent Corporations notwithstanding approval of this Agreement of Merger by the stockholders of any or all of the Constituent Corporations.

B. Southdown agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of Subsidiary against Southdown. Southdown irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding. The Secretary of State of New Jersey may mail a copy of the process in such proceeding to Southdown at 1200 Smith Street, Suite 2400, Houston, Texas 77002.

C. Southdown agrees it will promptly pay to the dissenting shareholders of Subsidiary the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Agreement of Merger is entered into by the Constituent Corporations as of the day first above written.

SOUTHDOWN, INC.

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

MEDUSA MINERALS CO.-SPARTA

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

**CERTIFICATE OF SECRETARIES OF
SOUTHDOWN, INC.
(A Louisiana Corporation)**

AND

**MEDUSA MINERALS CO.-SPARTA
(A New Jersey Corporation)**

I hereby certify that I am the duly elected Assistant Secretary both of Southdown, Inc ("Southdown"), a Louisiana corporation, and of Medusa Minerals Co.-Sparta ("Subsidiary"), a New Jersey corporation, currently serving in such capacities and that the foregoing Agreement of Merger was, in the manner required by the Louisiana Business Corporation Law and the New Jersey Business Corporation Act, duly approved on December 29, 1998, without alteration or amendment, by the board of directors and by the sole shareholder of Subsidiary, in each case either by unanimous written consent or at a meeting duly held, and on December 29, 1998 by a duly authorized committee of the board of directors of Southdown, either by unanimous written consent or at a meeting duly held. All 100 of the outstanding Class A voting common stock, no par value, of Subsidiary were voted by the sole shareholder in favor the Plan of Merger, and all 4,455 of the outstanding Class B voting common stock, no par value, of Subsidiary were also voted by the sole shareholder in favor of the Plan of Merger. Because the merger is governed in part by subsection 14A:10-3(4) of the New Jersey Business Corporation Act, no approval of the shareholders of Southdown is required to effect the merger. The applicable provisions of the laws of Louisiana and New Jersey have been, or upon compliance with filing and recording requirements will have been, complied with.

Certificate dated as of December 29, 1998.


Wendell E. Phillips, II, Assistant Secretary

EXECUTION BY CORPORATIONS

Considering the approval of this Agreement of Merger by the board of directors and the sole shareholder of Medusa Minerals Co.-Sparta and by the board of directors of Southdown, Inc., as certified above, this Agreement of Merger is executed by such corporations, acting through their respective Vice Presidents, as of this December 29, 1998.

SOUTHDOWN, INC.

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

ATTEST:

Wendell E. Phillips, II
Wendell E. Phillips, II, Assistant Secretary

MEDUSA MINERALS CO.-SPARTA

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

ATTEST:

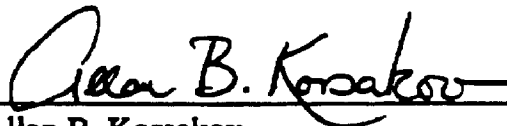
Wendell E. Phillips, II
Wendell E. Phillips, II, Assistant Secretary

ACKNOWLEDGMENT AS TO
SOUTHDOWN, INC.
AND
MEDUSA MINERALS CO.-SPARTA


STATE OF TEXAS

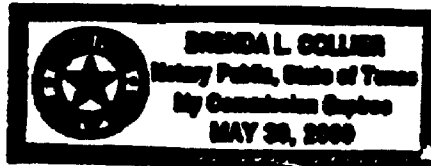
HARRIS COUNTY

BEFORE ME, the undersigned authority, personally came and appeared Allan B. Korsakov who, being duly sworn, declared and acknowledged before me that he is the Vice President of each of Southdown, Inc. and Medusa Minerals Co.-Sparta and that in such capacities he was duly authorized to and did execute the foregoing Agreement of Merger on behalf of such Corporations, for the purposes therein expressed, and as his and such Corporations' free act and deed.


Allan B. Korsakov

Sworn to and subscribed before me this
29th day of December, 1998.


Notary Public



TUCKDA\078410\008223
HOUSTON\927187.4