

JUL-10-2002 14:52

07-22-2002

Object No.: 020496.0150 and 0114



RE

Trademark Office

102162328

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

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

Texas-Lehigh Cement Company

7-10-02

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

Texas Lehigh Cement Company LP  
2728 North Harwood  
Dallas, Texas 75201

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

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

3. Interest Conveyed:

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

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

- Yes
- No

Execution Date: September 29, 2000

4. Application number(s) or registration number(s). Additional sheet attached? Yes X No

A. Trademark Application No(s)

B. Trademark Registration No.(s)  
2,004,137 and 2,057,265

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

Name: Anita Nesser, Esq.  
Baker Botts L.L.P.  
Street Address: 2001 Ross Avenue, Suite 600  
City: Dallas  
State: Texas Zip: 75201-2980

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): 50-2147

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.

Anita Nesser  
Name of Person Signing

Signature

July 10, 2002  
Date

Total number of pages including cover sheet

6

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

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

Public burden reporting for this sample cover sheet is estimated to average 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, PKC-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

JUL-10-2002 14:53

BAKER & BOTTS-10TH

LOGKEY: No.: 020496.0150 and 0114

07/10/2002

700014758

DEPARTMENT OF COMMERCE  
RECORDATION FORM COVER SHEET Patent and Trademark Office  
TRADEMARKS ONLY

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

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

Texas-Lehigh Cement Company

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

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

Texas Lehigh Cement Company LP  
2728 North Harwood  
Dallas, Texas 75201

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

3. Interest Conveyed:

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

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

- Yes
- No

Execution Date: September 29, 2000

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

Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,004,137 and 2,057,265

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

Name: Anita Nesser, Esq.  
Baker Botts L.L.P.  
Street Address: 2001 Ross Avenue, Suite 600  
City: Dallas  
State: Texas Zip: 75201-2980

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): 50-2147

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.

Name of Person Signing: Anita Nesser

Signature

Date: July 10, 2002

Total number of pages including cover sheet

6

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the documents and gathering the data needed, and accepting and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PCL-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

LIS-LP



The State of Texas  
Secretary of State

S-P. 29, 2000

BAKER & BOTTS LLP  
98 SAM JACKSON, STE. 1000  
AUSTIN TX 78701

RE:  
TEXAS LEHIGH CEMENT COMPANY LP

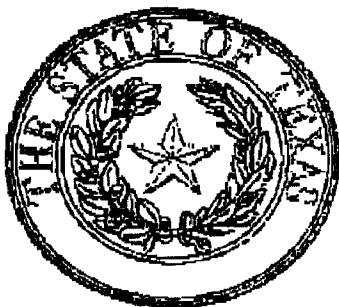
FILING NUMBER 00140366-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR  
CERTIFICATE OF LIMITED PARTNERSHIP.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE  
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

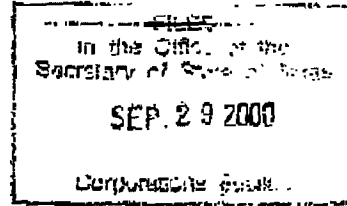


  
Eitan Bomer, Secretary of State

29/09 '00 FRI 09:37 FAX 2148818748

Ext

002



**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TEXAS LEHIGH CEMENT COMPANY LP  
(FORMERLY TEXAS LEHIGH CEMENT COMPANY)**

September 29, 2000

This Certificate of Limited Partnership of Texas Lehigh Cement Company LP (formerly Texas Lehigh Cement Company) (the "Partnership") is being executed and filed by the undersigned general partners (the "General Partners") of the Partnership to form a limited partnership under the Texas Revised Limited Partnership Act, as amended (the "Act").

1. The name of the Partnership is Texas Lehigh Cement Company LP.
2. The address of the registered office of the Partnership and the name and address of the registered agent of the Partnership required to be maintained by Section 1.06 of the Act are as follows:

Corporation Service Company  
800 Brazos, Suite 750  
Austin, TX 78701

3. The address of the principal office of the Partnership in the United States where records are to be kept or made available under Section 1.07 of the Act is as follows:

2728 North Harwood  
Dallas, Texas 75201

4. The name, mailing address and street address of the business of each of the General Partners of the Partnership are as follows:

Lehigh Portland Cement Company  
(a Pennsylvania corporation)  
7660 Imperial Way  
Allentown, Pennsylvania 18195

Texas Cement Company  
(a Nevada corporation)  
2728 North Harwood  
Dallas, Texas 75201

DAL102270223.3

5. The Partnership is being formed in accordance with Section 2.01 of the Act and Section 9.01 of the Texas Revised Partnership Act pursuant to which Texas Lehigh Cement Company, a Texas partnership (the "Converting Entity"), is being converted from a partnership that is not a limited partnership to a limited partnership.
6. The conversion (the "Conversion") of the Partnership from a partnership that is not a limited partnership to a limited partnership has been approved in writing by all of the partners of the Converting Entity.
7. The name of the Converting Entity prior to the Conversion was Texas Lehigh Cement Company.
8. Immediately prior to the Conversion, the general partners of the Converting Entity were Lehigh Portland Cement Company, a Pennsylvania corporation, and Texas Cement Company, a Nevada corporation.
9. Prior to the Conversion, the Converting Entity was organized under the laws of the State of Texas.
10. Upon the Conversion, the name of the Partnership will change from Texas Lehigh Cement Company to Texas Lehigh Cement Company LP.
11. The effective date of the Conversion shall be October 1, 2000 at 12:01 a.m.

DAL227021J

28.08 '00 FRI 09:37 FAX 2149815788

Key

004

08/29/00 14:23 FAX 8103664884

RESIGNATIVE


006

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Limited Partnership to be duly executed as of the date first above written.

TEXAS CEMENT COMPANY  
a Nevada corporation

  
By: Steven R. Rowley  
Its: Executive Vice President

LEHIGH PORTLAND CEMENT COMPANY  
a Pennsylvania corporation

  
By: LAWRENCE A. ERDMENGER  
Its: VICE PRESIDENT & CHIEF FINANCIAL OFFICER

DALMATTI

'00 FRI 09:37 FAX 2149815748 Key  
28/09 '00 THU 15:34 FAX 2149815748 Key

005  
002

CONSENT TO SIMILAR NAME

September 29, 2000

TO THE SECRETARY OF STATE OF TEXAS:

The undersigned corporation hereby consents to the use of the name or a similar name as follows:

1. The name of the consenting corporation is Texas-Lehigh Cement Company II, a Texas corporation.
2. The name of the entity to which this consent is given is Texas Lehigh Cement Company LP, which wishes to organize as a Texas limited partnership.

IN WITNESS WHEREOF, the corporation has caused this consent to be executed as of the date first above written.

TEXAS LEHIGH CEMENT COMPANY II

By: Arthur R. Zuckler, Jr.  
Name: Arthur R. Zuckler, Jr.  
Title: President

BAK02:378731.1

TOTAL P.08