

07-23-2002

Attorney's Docket No.: W00512/20028 (PCL/CAC)



102164593

### JRM COVER SHEET MARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

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

<p>1. Name of conveying party(ies): <b>Smith Industrial Supply Co.</b></p> <p style="text-align: right; font-size: 2em;"><i>7.18.02</i></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation – California  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: December 1, 1999</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name:                      <b>Southwest Abrasives Co., Inc.</b>  Internal Address:  Street Address:    <b>2546 Magnet Street</b>     <b>Houston, TX 77054-4507</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation - Texas _____  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 2,071,831</p> <p style="text-align: center;">—————&gt;</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando  Address: <b>WOLF, GREENFIELD &amp; SACKS, P.C.</b>                   <b>Federal Reserve Plaza</b>                   <b>600 Atlantic Avenue</b>                   <b>Boston, MA 02210</b></p>	<p>6. Total number of applications and registrations involved:..... [ 1 ]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00  <input checked="" type="checkbox"/> Please charge Deposit Account No. 500214</p>
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OFFICE OF PATENT RECORDS  
2002 JUL 18 AM 10:16  
FINANCE SECTION

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.*

Peter C. Lando                      *Peter C. Lando*                      *11 July 2002*  
Name    Signature    Date

Total number of pages including cover sheet, attachments, and document: [ 5 ]

Mail documents to be recorded with required cover sheet information to:  
Box Assignment, Commissioner of Patents and Trademarks, Washington, DC 20231

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**TRADEMARK**  
**REEL: 002547 FRAME: 0373**



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP - 7 2000



*Bill Jones*

Secretary of State



ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

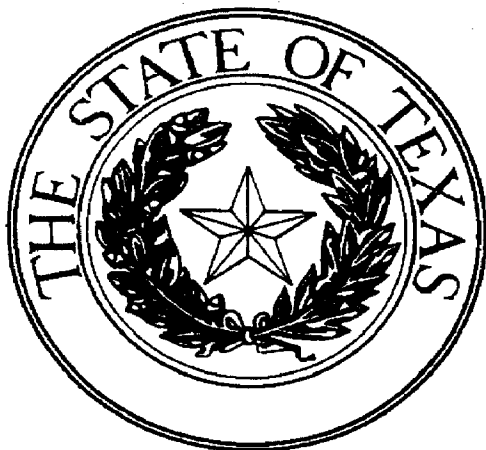
SEP - 7 2000

BILL JONES, Secretary of State

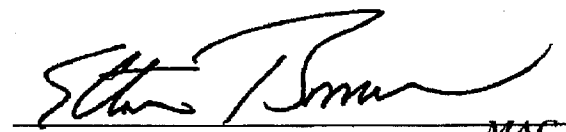
# The State of Texas

## SECRETARY OF STATE

I, **ELTON BOMER**, Secretary of State of the State of Texas, DO HEREBY CERTIFY that the attached is a copy of the Articles of Merger for **SMITH INDUSTRIAL SUPPLY CO**, a **CALIFORNIA** corporation, and **SOUTHWEST ABRASIVES CO., INC.**, a **TEXAS** corporation, which was filed in this office on **DECEMBER 20, 1999** and that according to the terms of the Merger the surviving corporation is **SOUTHWEST ABRASIVES CO., INC.**, a **TEXAS** corporation.



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 27, 2000.*

  
 Elton Bommer MAC  
 Secretary of State

**ARTICLES OF MERGER  
OF  
SMITH INDUSTRIAL SUPPLY CO.  
INTO  
SOUTHWEST ABRASIVES CO., INC.**

FILED  
in the Office of the  
Secretary of State of Texas  
  
DEC 20 1999  
  
Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger.

An Agreement and Plan of Merger has been adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of Smith Industrial Supply Co. into Southwest Abrasives Co., Inc. resulting in Southwest Abrasives Co., Inc. being the surviving corporation. The Agreement and Plan of Merger is set forth as Exhibit A.

1. The names of the corporations participating in the merger and the states under the laws of which they are organized are as follows:

Name of Corporation:	State:
Smith Industrial Supply Co.	California
Southwest Abrasives Co., Inc.	Texas

2. The Agreement and Plan of Merger was duly approved by the board of directors and sole shareholder of each corporation on December 1, 1999 as set forth below.

3. As to each of the undersigned corporations, the approval of whose shareholders is required, the number of shares outstanding, and, if the shares of any class or series are entitled to vote as a class, the designation and number of outstanding shares of each such class or series are as follows:

Name of Corporation	Number of Shares Outstanding	Class Entitled to Vote	Number of Shares Entitled to Vote
Smith Industrial Supply Co.	289	common	289
Southwest Abrasives Co., Inc.	10,000	common	10,000

4. As to each of the undersigned corporations, the approval of whose shareholders is required, the total number of shares not entitled to vote only as a class, voted for and against the plan, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the plan, respectively, are as follows:

Name of Corporation	Shares Voted For	Shares Voted Against	Shares Entitled to Vote as a Class	Shares Entitled to Vote as a Class Voted For	Shares Entitled to Vote as a Class Voted Against
Smith Industrial Supply Co.	289	0	289	289	0
Southwest Abrasives Co., Inc.	10,000	0	10,000	10,000	0

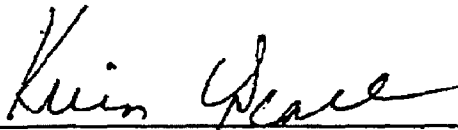
5. As to each corporation that is a party to the Agreement and Plan of Merger, the approval of the Agreement and Plan of Merger and performance if its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

6. The surviving corporation will be responsible for the payment of all fees and franchise taxes of the merged corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.


7. If the merger is not to be effective when these articles are filed by the Secretary of State, the delayed effective date is December 31, 1999.

Dated: December 1, 1999.

SMITH INDUSTRIAL SUPPLY CO.

  
 \_\_\_\_\_  
 Kevin L. Spence, Vice President

SOUTHWEST ABRASIVES CO., INC.

  
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 Kevin L. Spence, Vice President