

11-18-2002

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Docket No.:

330-9000-G

Tab settings



To the Honorable Commissioner of Pat

102282894

attached original documents or copy thereof.

1. Name of conveying party(ies):

BRASSTECH, INC.

11-13-02

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

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

3. Nature of conveyance:

(BOTH)

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

Execution Date: June 14, 2002

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

Name: BRASSTECH, INC.

Internal Address:

Street Address: 2001 East Carnegie

City: Santa Ana State: CA ZIP: 92705

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

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

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

A. Trademark Application No.(s)

See List

B. Trademark Registration No.(s)

See List

Additional numbers Yes No

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

Name: Edgar A. Zarins

Internal Address: Legal Department

Street Address: Masco Coporation

21001 Van Born Rd.

City: Taylor State: MI ZIP: 48180

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-1981

11/15/2002 BTOM11 00000215 131981 2039244

DO NOT USE THIS SPACE

01 FC:8521 40.00 CH
02 FC:8522 100.00 CH

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.

Edgar A. Zarins, Reg. #30,986

Name of Person Signing

Signature

11/18/2002

Date

Total number of pages including cover sheet, attachments, and

UNITED STATES

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
PLUMBTRIM	2,039,240	18 February 1997
NEWPORT BRASS	2,086,697	12 August 1997
FOREVER BRASS	1,731,968	10 November 1992
BRASSTECH	1,688,934	26 May 1992

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
AMENITIES	76-094,545	19 July 2000

CANADA

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration No.</u>
NEWPORT BRASS	455,401	15 March 1996
PLUMBTRIM	510,268	26 March 1999
BRASSTECH	461,554	23 August 1996

NOTE

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FILED
In the Office of the Secretary of State
of the State of California

JUN 14 2002 PCS

AGREEMENT OF MERGER

Bill Jones
BILL JONES, Secretary of State

This Agreement of Merger is entered into between Masco Corporation, a Delaware corporation ("Masco"), MAS Acquisition Sub I Corp. a California corporation and a wholly-owned subsidiary of Masco (the "surviving corporation"), and Brasstech, Inc., a California corporation (the "disappearing corporation").

1. The disappearing corporation shall be merged into the surviving corporation.
2. Article I of the Articles of Incorporation of the surviving corporation is hereby amended in its entirety to read as follows:

I.

The name of this corporation is: Brasstech, Inc.

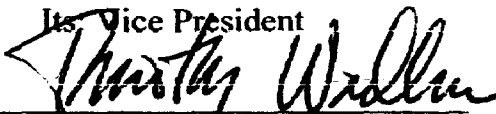
3. The terms and conditions of the merger are as follows:
 - (a) Upon the effectiveness of the merger, each outstanding share of the capital stock of the disappearing corporation will be converted into the right to receive \$5,050.38 plus 246.99 shares of the capital stock of Masco Corporation, par value \$1 (the "Masco Common Stock"), provided that the number of shares of Masco Common Stock issuable to the stockholders of the disappearing corporation shall be rounded to the nearest whole share of Masco Common Stock.
 - (b) Upon the effectiveness of the merger, each outstanding share of the surviving corporation shall remain outstanding.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement on this 14th day of June, 2002.

MASCO CORPORATION,
a Delaware corporation

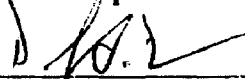
By: 

David A. Doran
Its: Vice President

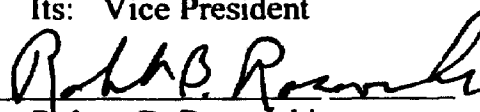
By: 

Timothy Wadhams
Its: Assistant Secretary

MAS ACQUISITION SUB I CORP.,
a California corporation

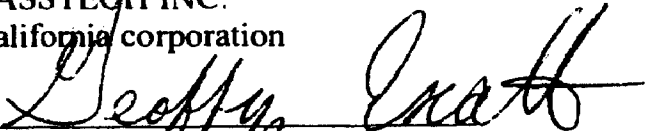
By: 

David A. Doran
Its: Vice President


By: 

Robert B. Rosowski
Its: Assistant Secretary

BRASSTEGH INC.
a California corporation

By: 

Geoffrey Escalette
Its: President

By: 

Suzanne Escalette
Its: Secretary

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OFFICERS' CERTIFICATE

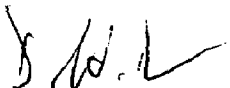
We, David A. Doran and Robert B. Rosowski, certify that:

1. We are Vice President and Assistant Secretary, respectively, of MAS Acquisition Sub I Corp., a corporation duly organized and existing under the laws of the State of California and a wholly-owned subsidiary of Masco Corporation, a Delaware corporation (the "Corporation").
2. The Agreement of Merger among Masco Corporation ("Masco"), the Corporation, and Brasstech, Inc., a California corporation ("Brasstech"), dated as of June 14, 2002, pursuant to which Brasstech shall merge with and into the Corporation, with the Corporation surviving (the "Merger"), was entitled to be and was approved by the board of directors of the Corporation on June 13, 2002.
3. The shareholder approval required for the Merger was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares outstanding and the number of shares outstanding is 1,000.
5. No vote of the shareholders of Masco, a parent party in the Merger, was required.

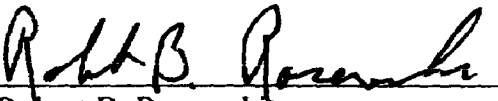
[signatures appear on following page]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: June 14, 2002



David A. Doran
Vice President



Robert B. Rosowski
Assistant Secretary

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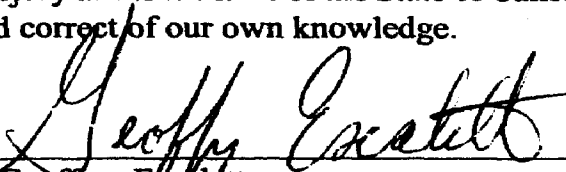
OFFICERS' CERTIFICATE

We, Geoffrey Escalette and Suzanne Escalette, certify that:


1. We are the President, and Vice President and Secretary, of Brasstech, Inc., a corporation duly organized and existing under the laws of the State of California (the "Corporation").
2. The Agreement of Merger among Masco Corporation, a Delaware corporation ("Masco"), the Corporation and MAS Acquisition Sub I^{Corp}, a California corporation and a wholly-owned subsidiary of Masco ("Merger Sub I"), dated as of June 14, 2002, pursuant to which the Corporation shall merge with and into Merger Sub I, with Merger Sub I surviving (the "Merger"), was entitled to be and was approved by the board of directors of the Corporation on May 27, 2002.
3. The shareholder approval required for the Merger was by the holders of 100% of the outstanding shares of the Corporation. The holders of 100% of the outstanding shares of the Corporation have approved the Merger on May 27, 2002.
4. There is only one class of shares outstanding and the number of shares outstanding is 6,222.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: June 14, 2002



Geoffrey Escalette
President



Suzanne Escalette
Vice President and Secretary



State of California



SECRETARY OF STATE

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

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, 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

OCT 23 2002



Bill Jones

Secretary of State