

Form TTO-1594  
(Rev. 03/01)  
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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Penhall Rental Corp.

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

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: April 18, 2002

2. Name and address of receiving party(ies)

Name: Penhall International Corp.

Internal

Address:

Street Address: 3639 E. Superior

City: Phoenix State: AZ Zip: 85040

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1521560 1942840  
1527368

Additional number(s) attached  Yes  No

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

Name: Christine F. Benton

Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: NY State: NY Zip: 10166

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1843

(Attach duplicate copy of this page if paying by deposit account)

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.

Christine F. Benton

Name of Person Signing

  
Signature

5/14/03

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**MERGER AGREEMENT**  
**OF**  
**PENHALL INTERNATIONAL CORP.**  
**AND**  
**AND PENHALL RENTAL CORP.**

This Merger Agreement is delivered to the Arizona Corporation Commission for filing pursuant to Section 10-1105, Arizona Business Corporation Act (the "ABCA") BY Penhall International Corp. an Arizona corporation ("Surviving Corporation") and Penhall Rental Corp., a California ("Merging Corporation").

**FIRST:** The known place of business of the Surviving corporation is 3639 E. Superior. Phoenix, Arizona 85040.

**SECOND:** The name and address of the statutory agent of the Surviving Corporation is:  
  
CT Corporation System  
3225 North Central Avenue  
Phoenix, Arizona 85012

**THIRD:** The Plan of Merger attached hereto as Exhibit 1 and incorporated herein by this reference was approved by the shareholders of both the Merging Corporation and the Surviving Corporation.

**FOURTH:** As to each such corporation, the number of shares outstanding and entitled to vote on such Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Class</u>
Penhall International Corp.	986,511	Common
Penhall Rental Corp.	412,615	Common

**FIFTH:** As to each such corporation, the total number of shares voted for and against such

Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Penhall Rental Corp.	Common Stock Class A Common Stock Class B	350,195 56,415	-0-
Penhall International Corp.	Class A Common Stock	897,725	-0-


The number of votes cast for the Plan of Merger by each voting group was sufficient for approval by that voting group.

**SIXTH:** Subject to the terms and conditions of the Plan of Merger, and in accordance with the ABCA, effective immediately upon date and time of filing, the Merging Corporation shall be merged with and into the Surviving Corporation.

IN WITNESS WHEREFORE, the undersigned have executed this instrument for  
and on behalf of said corporation this 18 day of April, 2002.

SURVIVING CORPORATION

PENHALL INTERNATIONAL CORP.

By:   
JOHN T. SAWYER, President

By:   
KATHY HALL, Secretary

MERGING CORPORATION:

PENHALL RENTAL CORP.

By:   
JOHN T. SAWYER, President

By:   
KATHY HALL, Secretary