

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Insul-8 Corporation		04/03/1992	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Insul-8 Corporation
Street Address:	10102 F Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127-1104
Entity Type:	CORPORATION: IOWA

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	754978	INSUL 8
Registration Number:	776521	INSUL 8
Registration Number:	1892996	INSUL 8

CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	949-760-0404
Email:	efiling@kmob.com
Correspondent Name:	KNOBBE, MARTENS, OLSON & BEAR, LLP
Address Line 1:	2040 Main Street
Address Line 2:	Fourteenth Floor
Address Line 4:	Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	INSUL.20T
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NAME OF SUBMITTER:	Jeffrey L. Van Hoosear
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Total Attachments: 9
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**ARTICLES OF MERGER
OF
INSUL-8 CORPORATION, a Delaware corporation,
with and into
INSUL-8 CORPORATION, an Iowa corporation**

Pursuant to and in accordance with the Iowa Business Corporation Act, Insul-8 Corporation, a Delaware corporation, and Insul-8 Corporation, an Iowa corporation, have entered into a Plan and Agreement of Merger and do hereby set forth their Articles of Merger as follows:

1. Attached hereto is a copy of the Plan and Agreement of Merger of Insul-8 Corporation, a Delaware corporation (hereinafter referred to as "Insul-8 Delaware"), with and into Insul-8 Corporation, an Iowa corporation (hereinafter referred to as "Insul-8 Iowa"), which Plan and Agreement of Merger has been duly ratified, adopted, approved, certified, executed and acknowledged by the duly authorized officers of each of the corporations.

2. At the time the Plan and Agreement of Merger was approved by the sole shareholder of Insul-8 Delaware, the number of shares of common stock outstanding were as set forth below. In accordance with the provisions of Section 490.1103(7) of the Iowa Business Corporation Act and there being no shares of the common stock of Insul-8 Iowa issued and outstanding, shareholder approval of Insul-8 Iowa is not required. No shares of any other class existed or were entitled to vote as a separate class.

<u>Corporation</u>	<u>Number of Shares of Common Stock Outstanding</u>
Insul-8 Delaware	10,000
Insul-8 Iowa	0

3. At the time the Plan and Agreement of Merger was approved by the shareholder of Insul-8 Delaware, the number of shares voted for and against such Plan and Agreement of Merger were as set forth below. In accordance with the provisions of Section 490.1103(7) of the Iowa Business Corporation Act and there being no shares of the common stock of Insul-8 Iowa issued and outstanding, shareholder approval of Insul-8 Iowa is not required. No shares of any other class existed or were entitled to vote as a separate class.

<u>Corporation</u>	<u>Common Stock Voted</u>	
	<u>For</u>	<u>Against</u>
Insul-8 Delaware	10,000	0

4. The merger shall be and become effective on the date these Articles of Merger are filed with the Office of the Iowa Secretary of State.

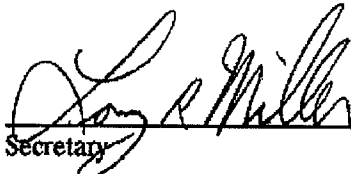
IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed in their respective names by the officers set forth below this 3rd day of April, 1992.

INSUL-8 CORPORATION, a Delaware corporation,

BY: 

Its President

ATTEST:

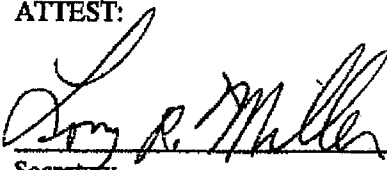

Secretary

INSUL-8 CORPORATION, an Iowa corporation,

BY: 

Its President

ATTEST:


Secretary

STATE OF Iowa]
] ss
COUNTY OF Shelby]

On this 3rd day of April, 1992, before me a notary public in and for said county personally appeared Donald Brockley, to me personally known to be the President of Insul-8 Corporation, a Delaware corporation, an identical person whose name was affixed to the above Plan and Agreement of Merger and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation, and that the facts stated therein are true.



Sheryl L. Anderson
Notary Public

STATE OF Iowa]
] ss
COUNTY OF Shelby]

On this 3rd day of April, 1992, before me a notary public in and for said county personally appeared Lonny R. Miller, to me personally known to be the Secretary of Insul-8 Corporation, a Delaware corporation, an identical person whose name was affixed to the above Plan and Agreement of Merger and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation, and that the facts stated therein are true.



Sheryl L. Anderson
Notary Public

**PLAN AND AGREEMENT OF MERGER
OF
INSUL-8 CORPORATION, A DELAWARE CORPORATION
WITH AND INTO
INSUL-8 CORPORATION, AN IOWA CORPORATION**

THIS PLAN AND AGREEMENT OF MERGER is made, declared and entered into this 3rd day of April, 1992 by Insul-8 Corporation, a corporation organized under the laws of the State of Iowa (hereinafter referred to as "Insul-8 Iowa"), and Insul-8 Corporation, a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Insul-8 Delaware").

WHEREAS, there are 10,000 shares of the common stock of Insul-8 Delaware issued and outstanding.

WHEREAS, there are no shares of common stock of Insul-8 Iowa issued or outstanding.

WHEREAS, the Board of Directors of Insul-8 Delaware and the Board of Directors of Insul-8 Iowa believe it to be advisable and in the best interests of their respective corporations that the merger of Insul-8 Delaware with and into Insul-8 Iowa be made as authorized by the laws of the states under which said companies are organized and existing.

WHEREAS, the Board of Directors and shareholder of Insul-8 Delaware have duly ratified, adopted and approved this Plan and Agreement of Merger.

WHEREAS, the Board of Directors of Insul-8 Iowa have duly ratified, adopted and approved this Plan and Agreement of Merger.

NOW, THEREFORE, in order to accomplish such merger, and to prescribe the terms and conditions thereof, the mode of carrying the same into effect, the manner and basis of converting shares of stock of Insul-8 Delaware into shares of Insul-8 Iowa, and such other details and provisions as are deemed necessary or desirable, the parties hereto, in consideration of the mutual covenants and agreements herein contained, do hereby covenant and agree as follows:

1. Insul-8 Delaware shall be merged with and into Insul-8 Iowa and Insul-8 Iowa shall be the surviving corporation governed by the laws of the State of Iowa. The Articles of Incorporation and the By-Laws of Insul-8 Iowa shall be the Articles of Incorporation and By-Laws of the surviving corporation from and after the effective date of the merger until further amended in accordance with the laws of the State of Iowa. The name of the surviving corporation shall be "Insul-8 Corporation".

2. On the effective date of the merger, all of the authorized and issued shares of common stock of Insul-8 Delaware shall be converted to shares of common stock of

Insul-8 Iowa on a share-for-share basis and new certificates shall be issued therefor. All of the authorized but unissued and authorized and issued stock of Insul-8 Delaware shall thereafter be cancelled and shall cease to be authorized but unissued or authorized and issued shares.

3. That the effective date of merger shall be the date the Articles of Merger are filed with the Office of the Iowa Secretary of State.

EXECUTED this 3rd day of April, 1992.

INSUL-8 CORPORATION, a Delaware corporation

BY: *Donald Brock*
Its President

ATTEST:

Loyd R. Miller
Secretary

INSUL-8 CORPORATION, an Iowa corporation

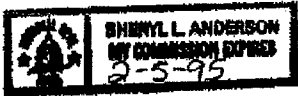
BY: *Donald Brock*
Its President

ATTEST:

Loyd R. Miller
Secretary

STATE OF Iowa]
] ss
COUNTY OF Shelby]

On this 3rd day of April, 1992, before me a notary public in and for said county personally appeared Donald Brockley, to me personally known to be the President of Insul-8 Corporation, an Iowa corporation, an identical person whose name was affixed to the above Plan and Agreement of Merger and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation, and that the facts stated therein are true.



Sheryl L. Anderson
Notary Public

STATE OF Iowa]
] ss
COUNTY OF Shelby]

On this 3rd day of April, 1992, before me a notary public in and for said county personally appeared Lonny R. Miller, to me personally known to be the Secretary of Insul-8 Corporation, an Iowa corporation, an identical person whose name was affixed to the above Plan and Agreement of Merger and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation, and that the facts stated therein are true.



Sheryl L. Anderson
Notary Public

AGREEMENT

[Delaware Code Title 8, § 252(d)]

Pursuant to Section 252(d) of Title 8 of the Delaware Code, the undersigned Insul-8 Corporation, an Iowa corporation, being the surviving corporation resulting from the merger between Insul-8 Corporation, an Iowa corporation, and Insul-8 Corporation, a Delaware corporation, hereby agrees that the corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Insul-8 Corporation, a Delaware corporation, as well as for enforcement of any obligation of Insul-8 Corporation, an Iowa corporation, arising from such merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of Title 8 of the Delaware Code and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding and that a copy of any such process shall be mailed by the Secretary of State of the State of Delaware to:

Gregory B. Minter
Insul-8 Corporation
1000 Woodmen Tower
Omaha, Nebraska 68102

Entered into this 3rd day of June,
1992.

INSUL-8 CORPORATION, an Iowa Corporation,

BY: [Signature]
Its President

ATTEST:

[Signature]
Secretary