

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Ardex, Inc.

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

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

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

Name: Ardex, L.P.
 Internal Address: d/b/a Ardex Engineered Cements
 Street Address: 500 Ardex Park Drive
 City: Alliquippa State: PA ZIP: 15001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Pennsylvania
 Corporation-State _____
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Agreement and Plan of Merger

Execution Date: December 31, 2003

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

A. Trademark Application No.(s)
76516243 76428786
76429067 76512162

Additional numbers Yes No

B. Trademark Registration No.(s)

<u>2351870</u>	<u>2281277</u>	<u>2211145</u>	<u>1636018</u>	<u>2532035</u>
<u>2097289</u>	<u>2047610</u>	<u>1972615</u>	<u>1332172</u>	
<u>1927384</u>	<u>1925469</u>	<u>1927766</u>	<u>1344434</u>	
			<u>1371300</u>	

Additional numbers Yes No

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

Name: Maria Sandala
 Internal Address: Ardex, L.P.

Street Address: 400 Ardex Park Drive

City: Alliquippa State: PA ZIP: 15001

6. Total number of applications and registrations involved:..... 18

7. Total fee (37 CFR 3.41):.....\$ \$465

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
Please see cover letter regarding payment of fee.

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.

Maria Sandala [Signature] October 13, 2004
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
 Mail Stop Recordation Services
 Director of the United States Patent and Trademark Office
 P.O. Box 1450, Alexandria, VA 22319-1450

3/29/04

03-31-2004

102708943

Form PTO-1574 (Rev. 10/02) OMB No. 0881-0027 (exp. 6/30/2008) Tab settings

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

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

1. Name of conveying party(ies): Ardex, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Ardex, L.P. Internal Address: D/B/A Ardex Engineered Cements Street Address: 400 Ardex Park Drive City: Aliquippa State: PA Zip: 15001 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76629067 76512162 B. Trademark Registration No.(s) 2532035 Additional number(s) attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kerstin Kress, Ardex, L.P. Internal Address: Street Address: 400 Ardex Park Drive City: Aliquippa State: PA Zip: 15001

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41): \$ 720 Enclosed Authorized to be charged to deposit account

8. Deposit account number: (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.

Kerstin Kress Name of Person Signing Kerstin Kress Signature 03/17/2004 Date

03/30/2004 00:00:16 75430047 40.00 DP 485.00 DP

Total number of pages includes cover sheet, attachments, and document: 7 All documents to be recorded with required cover sheet information for Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002964 FRAME: 0479

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER dated as of this 31st day of December, 2003, pursuant to Section 8345 of the Pennsylvania Revised Limited Partnership Act and Section 1922 of the Pennsylvania Business Corporation Law between ARDEX, L.P., a Pennsylvania limited partnership (the "Partnership"), and ARDEX, INC., a Pennsylvania corporation (the "Corporation").

WITNESSETH THAT:

WHEREAS, the Corporation desires to merge with and into the Partnership.

NOW, THEREFORE, the parties hereto, intending to be legally bound, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: the Corporation shall be merged with and into the Partnership, which shall be the surviving entity (the "Surviving Entity").

SECOND: The Certificate of Limited Partnership of the Partnership, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Limited Partnership of the Surviving Entity.

THIRD: The issued and outstanding shares of capital stock of the Corporation shall be canceled upon the merger becoming effective. The issued and outstanding partnership interests of the Partnership shall not change as a result of the merger.

FOURTH: The merger shall become effective on December 31, 2003.

FIFTH: Anything hereto or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of the Corporation or the partners of the Partnership at any time prior to the effective date of this Agreement.

12.2004 12:04PM

COHEN & GRIGSBY

NO. 8204 P. 7

JAN. 30. 2004 11:36AM

CSC HARRISBURG

NO. 7522 P. 6

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed this 31st day of December, 2003.

ARDEX, L.P.

By *[Signature]*
Title President of General Partner

ARDEX, INC.

By *[Signature]*
Title President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(23 P.S.)

- Domestic Business Corporation (§ 1716)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 1347)

Entity Number
3188754

Name _____
 Address _____
 City _____ State _____ Zip Code _____

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in addition to two

Filed in the Department of State on DEC 18 2003

P. L. C. Condit
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is ABC, L.P.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to verify the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
400 JAMES PARK DRIVE	HARRISBURG	PA	17101	DAUPHIN

(b) Name of Commercial Registered Office Provider _____ County _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to verify the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such jurisdiction is:

Number and Street	City	State	Zip

EXCD:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/corporate corporation/limited partnership and qualified foreign business/corporate corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Anchor, Inc.	400 Anchor Park Drive, Allentown, PA 18101		Lebanon

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on Dec. 31, 2003 at 11:00 AM

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Anchor, Inc.	Adopted by directors and shareholders pursuant to 15 Pa. C.S. 8102(a)
Anchor, L.P.	Adopted by the partners pursuant to 15 Pa. C.S. 8548(A)

6. If this paragraph of an foreign corporation/limited partnership is a party to the merger, the plan was authorized, adopted or approved, as the case may be, by the foreign corporation/limited partnership (or each of the foreign corporation/limited partnership) party to the plan of merger with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901(j) 3407(b) (relating to exclusion of certain provisions from filed plans) the provisions, if any, of the plan of merger that varied or amended the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

ESCB: 15-1920/99/0/0047-3

IN TESTIMONY WHEREOF, the undersigned
 corporation/limited partnership has caused these
 Articles/Certificate of Changes to be signed by a duly
 authorized officer thereof this

10th day of December
2003

AMES, INC.
 Name of Corporation/Limited Partnership

[Signature]
 Signature

President
 Title

AMES, INC.
 Name of Corporation/Limited Partnership

[Signature]
 Signature

President of General Partner
 Title