

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/04/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wall Technology, Inc.		09/29/2004	CORPORATION:

**RECEIVING PARTY DATA**

Name:	CDC Corporation
Street Address:	800 Gustafson Road
City:	Ladysmith
State/Country:	WISCONSIN
Postal Code:	54848
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	78233360	CONCEIL
Registration Number:	2685798	EUROSPAN
Registration Number:	2679981	EUROSPAN
Registration Number:	2680349	EUROSPAN
Registration Number:	2654028	INTERLOCKEN

**CORRESPONDENCE DATA**

Fax Number: (419)325-4464  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: chris.hansen@owenscorning.com  
 Correspondent Name: Chris Hansen  
 Address Line 1: One Owens Corning Parkway  
 Address Line 4: Toledo, OHIO 43659

NAME OF SUBMITTER:	Chris Hansen
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CH \$140.00 78233360

Signature:

/Chris Hansen/

Date:

01/12/2005

Total Attachments: 7

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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

DATE: NOV 17 2004

BY: A handwritten signature in black ink, appearing to read "Robert Hall".

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

SEP 30 2004

Sec. 179.77, 180.1105,  
181.1105, and  
183.1204 Wis. Stats.

WISCONSIN  
DFI

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name:	<i>NR</i>
Wall Technology, Inc.	

Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Colorado</u> (state or country)
	<input checked="" type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:	
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Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>                    </u> (state or country)
	<input type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name:	<i>01 C041906</i>
CDC Corporation	

Indicate (X) Entity Type	<input type="checkbox"/>	Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/>	Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/>	Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/>	Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R02/10/03) Use of this form is voluntary.

**ARTICLES OF MERGER**

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

**CONTINGENCY STATEMENT** – The surviving business entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103 (2) (c).

- The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.
- The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

**4. (OPTIONAL) Effective Date and Time of Merger**

These articles of merger, when filed, shall be effective on 9/30/04 (date) at 11:59p.m. (time). General Time

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on September 29, 2004 (date) by the surviving business entity on behalf of all parties to the merger.

Thomas J. Craney  
(Signature)

Mark (X) below the title of the person executing the document.

Thomas J. Craney  
(Printed Name)

For a limited partnership  
Title:  General Partner

For a limited liability company  
Title:  Member OR  Manager

For a corporation  
Title:  President OR  Secretary  
or other officer title \_\_\_\_\_

This document was drafted by: Not Executed In Wisconsin  
(Name the individual who drafted the document)

## PLAN OF MERGER

This Plan of Merger ("Plan") is made and entered into on September 29, 2004 by and among CDC Corporation, a Wisconsin corporation ("CDC"), and Wall Technology, Inc., a Colorado corporation ("Wall Tech"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. **Background and Purpose.** The boards of directors and shareholders of CDC and Wall Tech have determined that it is in the best interests of all parties to merge Wall Tech with and into CDC (the "Merger") pursuant to the terms and conditions of this Plan. The boards of directors and shareholders of each of CDC and Wall Tech have adopted and approved the Merger and this Plan pursuant to Section 180.1103 of the Wisconsin Business Corporation Law (the "WBCL") and Section 7-111-103 of the Colorado Business Corporation Act (the "CBCA").

2. **The Merger.** Upon the terms and subject to the satisfaction of the conditions precedent contained in this Plan, at the Effective Time (as defined below), Wall Tech shall be merged with and into CDC pursuant to the provisions of Section 180.1101 of the WBCL and Section 7-111-107 of the CBCA. Upon the Merger, CDC shall be the surviving corporation ("Surviving Corporation"). Its corporate existence shall continue unaffected by the Merger and the corporate existence of Wall Tech shall cease and thereupon Wall Tech and CDC shall become a single corporation.

3. **Effect of Merger.** At the Effective Time, the Merger shall have the effects set forth in Section 180.1106 of the WBCL.

4. **Conversion of Shares.** At the Effective Time, the rights of the shareholders of the constituent corporations and the conversion of their shares shall be as follows:

(a) Each share of capital stock of Wall Tech issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished without any conversion thereof and no payment shall be made with respect thereto.

(b) Each share of capital stock of Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

5. **Name.** The name of Surviving Corporation shall be "CDC Corporation."

6. **Articles of Incorporation.** The Articles of Incorporation of CDC in effect at and as of the Effective Time shall be the Articles of Incorporation of Surviving Corporation.

7. **Bylaws.** At the Effective Time, the By-laws of CDC shall be the Bylaws of Surviving Corporation.

8. **Principal Office.** The principal office of the Surviving Corporation shall be located at 800 Gustafson Road, Ladysmith, WI 54848.

9. **Articles of Merger.** Following the approval and execution of this Plan, Articles of Merger shall be executed by an authorized officer of Surviving Corporation and shall be filed with the Department of Financial Institutions of the State of Wisconsin in the manner required by Section 180.1105 of the WBCL and with the Secretary of State of the State of Colorado in the manner required by Sections 7-111-105 and 7-111-107 of the CBCA.

10. **Effective Time.** Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Plan shall be September 30, 2004.

11. **Binding Effect.** This Plan shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

12. **Amendments.** No amendment or variation of the terms and conditions of this Plan shall be valid unless the same is in writing and signed by all of the parties to this Plan.

13. **Headings.** The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Plan.

14. **Governing Law.** This Plan shall be construed and enforced pursuant to the laws of the State of Wisconsin.

15. **Entire Agreement.** This Plan contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Plan.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Plan have executed this Plan as of the date indicated above.

**CDC CORPORATION**

By: Thomas J. Craney  
Name: Thomas J. Craney  
Its: President

**WALL TECHNOLOGY, INC.**

By: Ray D. Dean  
Name: Ray D. Dean  
Its: Vice President

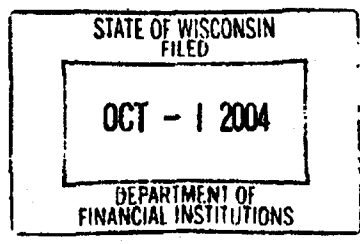


\$150.00 + \$25.00 EAP

ARTICLES OF MERGER

Chap. 180

Greg J. Shope, Esq.  
Shumaker, Loop & Kendrick, LLP  
1000 Jackson Street  
Toledo, Ohio 43624



10/1/04  
001263  
\$175.00

Your return address and phone number during the day: ( 419 ) 321 - 1467

*Merge: An Unlevered Foreign Corp (Non-Dummy)*  
**INSTRUCTIONS:** (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)  
*Int'l. CDC Corporation (WI Corp) (Dummy)*

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3<sup>rd</sup> Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
- 4.. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.