

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Robertson-Ceco II Corporation		04/04/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Robertson-Ceco II Corporation
Street Address:	70 W. Madison, Ste 5600
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60602
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78773585	STEELSPEC
Serial Number:	78773519	STEELSPEC EXPECT THE EXCEPTIONAL
Serial Number:	76625157	CRP16
Serial Number:	76599756	CBS-XPRES
Serial Number:	76571958	CECO PRO
Registration Number:	523359	CECO
Registration Number:	942556	STAR
Registration Number:	942557	STAR BUILDING
Registration Number:	1317615	STAR
Registration Number:	1337543	CECOLOK
Registration Number:	1521528	DURARIB
Registration Number:	1598155	STARSHIELD
Registration Number:	1598156	STARSHIELD
Registration Number:	1606124	C

CH \$515.00 78773585

Registration Number:	1767171	STAR BUILDING SYSTEMS
Registration Number:	1797517	STAR
Registration Number:	1887477	STAR
Registration Number:	1890796	DURA-RIB
Registration Number:	1902736	DURA-RIB
Registration Number:	2123775	C

CORRESPONDENCE DATA

Fax Number: (713)229-7956
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 713-229-2156
Email: houtmdpt@bakerbotts.com
Correspondent Name: James R. Robinson
Address Line 1: 910 Louisiana
Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	067481.0110
NAME OF SUBMITTER:	James R. Robinson
Signature:	/James R. Robinson/
Date:	04/24/2006

Total Attachments: 11
source=Certificate of Conversion - RCC II Texas to RCC II Delaware#page1.tif
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Robertson-Ceco II Corporation
File Number: 800615712

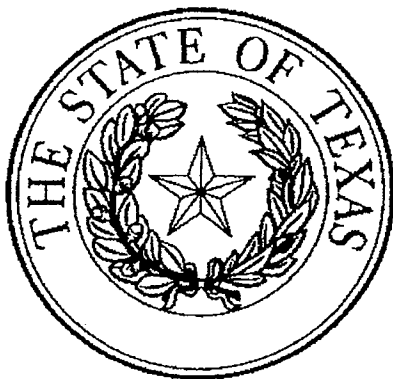
Converting it to

Robertson-Ceco II Corporation
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 04/05/2006

Effective: 04/06/2006



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
Document: 123795590002

TRADEMARK
REEL: 003295 FRAME: 0538

FILED
In the Office of the
Secretary of State of Texas

APR 05 2006

Corporations Section

ARTICLES OF CONVERSION
OF A DOMESTIC CORPORATION
CONVERTING TO A
FOREIGN CORPORATION

Converting Entity Information

1. The name of the corporation is ROBERTSON-CECO II CORPORATION, a Texas corporation, converting to a Delaware corporation.
2. The jurisdiction of formation of the corporation is Texas.
3. The date of formation of the corporation is February 17, 2006.
4. The file number issued to the corporation by the Secretary of State of the State of Texas is 800615717.

Plan of Conversion – Alternative Statements

1. The corporation named above is converting from a Texas domestic corporation to a Delaware domestic corporation.
2. Robertson-Ceco II Corporation, a Delaware corporation, will assume any tax liability owed by Robertson-Ceco II Corporation, a Texas corporation.
2. The Plan of Conversion is attached hereto as Exhibit A.

Approval of the Plan of Conversion

The Plan of Conversion has been approved as required by the laws of the State of Texas and the governing documents of the converting entity.

Effectiveness of Filing

This Certificate of Conversion takes effect as of April 6, 2006.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Dated: April 4, 2006

ROBERTSON-CECO II CORPORATION

By: 

Name: Jon Hicks

Its: Vice President

EXHIBIT A
PLAN OF CONVERSION

CHI99 4611126-1.047235.0010

TRADEMARK
REEL: 003295 FRAME: 0541

PLAN OF CONVERSION
OF
ROBERTSON-CECO II CORPORATION
a Texas corporation


This Plan of Entity Conversion is adopted this 4th day of April, 2006, by **Robertson-Ceco II Corporation**, a Texas corporation (the "Non-surviving Corporation") for purposes of converting to a Delaware corporation under the name "**Robertson-Ceco II Corporation**" (the "Surviving Corporation").

1. The name of the Non-surviving Corporation is **ROBERTSON-CECO II CORPORATION**, a Texas corporation, and the name of the Surviving Corporation shall be **ROBERTSON-CECO II CORPORATION**, a Delaware corporation.
2. The Non-surviving Corporation is continuing its existence in the organizational form of the Surviving Corporation.
3. The Non-surviving Corporation is a corporation organized and governed under the laws of the State of Texas.
4. The Surviving Corporation will be a corporation organized and governed under the laws of the State of Delaware. *Robertson-Ceco II Corporation, 1209 Orange St., Wilmington DE 19801.*
5. Each shareholder of the Non-surviving Corporation shall receive one share of the capital stock of the Surviving Corporation in exchange for each share of the capital stock of the Non-surviving Corporation owned by such shareholder.
6. The conversion will become effective on April 6, 2006.

[signature to follow]

Adopted and executed as of the day first written above.

ROBERTSON-CECO II CORPORATION

By: 
Name: Jon Hicks
Title: Vice President

[SIGNATURE PAGE OF PLAN OF CONVERSION OF RCC II FROM TEXAS CORP TO DE
CORP]

Delaware

PAGE 1

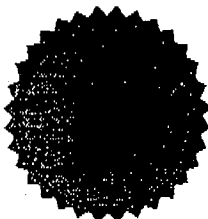
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "ROBERTSON-CECO II CORPORATION" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2006, AT 5:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4138603 8100V

060327120



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4651292

DATE: 04-06-06

TRADEMARK
REEL: 003295 FRAME: 0544

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:43 PM 04/06/2006
FILED 05:43 PM 04/06/2006
SRV 060327120 - 4138603 FILE

STATE OF DELAWARE

CERTIFICATE OF CONVERSION
FROM A FOREIGN CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Foreign Corporation first formed is Texas.
2. The jurisdiction immediately prior to filing this Certificate is Texas.
3. The date the Foreign Corporation first formed was February 17, 2006.
4. The name of the Foreign Corporation immediately prior to filing this Certificate is Robertson-Ceco II Corporation.
6. The name of the Corporation as set forth in the Certificate of Incorporation is Robertson-Ceco II Corporation.
7. This Certificate of Conversion shall be effective as of April 6, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 4th day of April, 2006.

/s/ Lawrence G. Wolski
Name: Lawrence G. Wolski
Title: Vice President

Delaware

PAGE 2

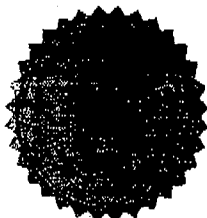
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ROBERTSON-CECO II CORPORATION" FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2006, AT 5:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4138603 8100V

060327120



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4651292

DATE: 04-06-06

TRADEMARK
REEL: 003295 FRAME: 0546

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:43 PM 04/06/2006
FILED 05:43 PM 04/06/2006
SRV 060327120 - 4138603 FILE

CERTIFICATE OF INCORPORATION
OF
ROBERTSON-CECO II CORPORATION

FIRST: The name of this corporation is Robertson-Ceco II Corporation.

SECOND: The registered office of the corporation in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The name and mailing address of the incorporator are as follows:

Timothy J. Eloe 227 West Monroe Street, Suite 4700
Chicago, IL 60606

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of this corporation, to adopt, amend or repeal the Bylaws of the corporation in any respect not inconsistent with the laws of the State of Delaware, this Certificate of Incorporation or the Bylaws; provided, however, that the fact that such power has been conferred upon the directors shall not divest the stockholders of the power and authority, nor limit the power of stockholders to adopt, amend or repeal bylaws.

In addition to the powers and authority herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by a corporation under the laws of the State of Delaware, subject to the provisions of this Certificate of Incorporation and the Bylaws of this corporation. Elections of directors need not be by written ballot, except as otherwise required by the Bylaws of this corporation.

Any contract, transaction or act of this corporation or of the directors or any committee of directors, which shall be ratified by the holders of a majority of the shares of stock of this corporation present in person or by proxy and voting at any meeting called for such purpose, shall, insofar as permitted by the laws of the State of Delaware or by this Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of this corporation.

SEVENTH: A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize the further elimination or limitation of liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Delaware General Corporation Law, as so amended. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a director of this corporation existing at the time of such amendment, modification or repeal.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law, and all powers, preferences, rights and privileges conferred upon stockholders, directors or any other persons herein are granted subject to this reservation.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 4th day of April, 2006.

/s/ Timothy J. Eloe
Timothy J. Eloe, Incorporator