

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United States Ceramic Tile Company		11/23/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Laufen International, Inc.
Street Address:	6531 Laufen Drive
City:	Tulsa
State/Country:	OKLAHOMA
Postal Code:	74117
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	791061	TILE TALK
Registration Number:	978903	ROMANY FLAIR
Registration Number:	231433	SPARTAN
Registration Number:	1807550	WINDRIFT REFLECTIONS
Registration Number:	1806121	DESIGNER'S CHOICE
Registration Number:	2068598	
Registration Number:	2094269	UNITED STATES CERAMIC TILE COMPANY
Serial Number:	78635998	UNITED STATES CERAMIC TILE

CORRESPONDENCE DATA

Fax Number: (202)585-8080
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202) 585-8000

CH \$215.00 791061

Email: NPTM@nixonpeabody.com
Correspondent Name: Jeffrey L. Costellia
Address Line 1: 401 9th Street, N.W.
Address Line 2: Suite 900
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	740941-1
NAME OF SUBMITTER:	Jeffrey L. Costellia
Signature:	/jeffrey l. costellia/
Date:	05/02/2006

Total Attachments: 3

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of November 23, 2005, by and between LAUFEN INTERNATIONAL, INC., an Oklahoma corporation ("LII"), UNITED STATES CERAMIC TILE COMPANY, a Delaware corporation ("USCT"), and INTERNATIONAL AMERICAN CERAMICS, INC., an Oklahoma corporation ("IAC").

RECITALS:

WHEREAS, the parties hereto deem it advisable and to the advantage and welfare of the parties that they be merged into a single corporation existing under the laws of the State of Oklahoma, and that LII shall be the surviving corporation pursuant to the merger.

NOW, THEREFORE, the parties to this Agreement hereby agree as follows:

1. The Merger. Upon the terms and subject to the conditions hereof, in accordance with the respective general corporation laws of the States of Delaware and Oklahoma, USCT and IAC shall be merged with and into LII (the "Merger"). Following the Merger, LII shall continue as the surviving corporation, and the separate corporate existence of USCT and IAC shall cease. LII shall assume all of the liabilities and obligations of USCT and IAC.

2. Effective Time. The Merger shall become effective as of the close of business on December 31, 2005 (the "Effective Time").

3. Status and Conversion of Securities.

a. Upon the Effective Time, each share of stock of USCT and IAC then issued and outstanding shall thereupon and without more be extinguished and cancelled, and each share of stock of LII then issued and outstanding shall remain issued and outstanding and shall constitute one share of stock of the corporation surviving the Merger.

b. From and after the Effective Time, each outstanding and unexercised option or other right to purchase, or security convertible into IAC or USCT stock shall become an option or right to purchase or a security convertible into the stock of LII on the same terms and conditions and at the same exercised price per share applicable to IAC and USCT immediately prior to the Effective Time.

4. Certificate of Incorporation and Bylaws. Upon consummation of the Merger at the Effective Time, the Articles of Incorporation and Bylaws of LII in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the corporation surviving the Merger, until amended or repealed as provided therein or by law.

5. Filing. As soon as practicable, the parties hereto shall cause to be executed in the manner required by law and delivered to the Secretaries of State of Delaware and Oklahoma such documents as shall effect the Merger under the laws of the State of Delaware and Oklahoma, and the parties shall cause to be performed all necessary acts to effect the Merger.

The Board of Directors and the officers of the parties hereto are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.

6. Abandonment. At any time prior to the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of any party hereto, despite the approval of this Agreement by the shareholders of the parties.

7. Amendment. The Board of Directors of the parties may amend this Agreement at any time prior to the filing of this Agreement (or a certificate in lieu thereof) with the Secretaries of State of Delaware and Oklahoma, provided that the amendment made after the adoption of this Agreement by the shareholders of the parties hereto shall not (a) alter or change the amount or kind of shares, securities, cash, property, and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (b) alter or change any term of the Certificate of Incorporation of the surviving corporation to be affected by the Merger, or (c) alter or change any of the terms or conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of such constituent corporation.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its officers thereunto duly authorized, all as of the day and year first written above.

LAUFEN INTERNATIONAL, INC., an
Oklahoma corporation

By: Donald E. Olsen
Donald E. Olsen, President

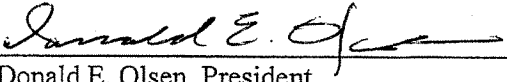
Attest: Andrew Evans
Andrew Evans, Secretary


UNITED STATES CERAMIC TILE
COMPANY, a Delaware corporation

By: Donald E. Olsen
Donald E. Olsen, President

Attest: Andrew Evans
Andrew Evans, Secretary

INTERNATIONAL AMERICAN CERAMICS,
INC., an Oklahoma corporation

By: 
Donald E. Olsen, President

Attest: 
Andrew Evans, Secretary
