

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
Trencor Inc.		11/01/2005	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Astec Underground, Inc.		
Street Address:	9600 Corporate Park Drive		
City:	Loudon		
State/Country:	TENNESSEE		
Postal Code:	37774		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2061132	TRENCOR	
CORRESPONDENCE DATA			
Fax Number:	(423)508-1277		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	423-757-0277		
Email:	dhill@cbslawfirm.com		
Correspondent Name:	David J. Hill		
Address Line 1:	Two Union Square		
Address Line 2:	1000 Tallan Bldg.		
Address Line 4:	Chattanooga, TENNESSEE 37402		
ATTORNEY DOCKET NUMBER:	14711-00-0007		
NAME OF SUBMITTER:	David J. Hill		
Signature:	/David J. Hill/		

OP \$40.00 2061132

Date:

01/22/2008

Total Attachments: 5

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05029904

5 PGS : AL - CERTIFICATE OF MERGER	
TRACIE BATCH: 30596	
11/09/2005 - 11:37:47 AM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE OF TENNESSEE, LOUDON COUNTY

TRACIE LITTLETON
REGISTER OF DEEDS

RECEIVED
STATE OF TENNESSEE

ARTICLES OF MERGER OF 2005 NOV -3 PM 12: 58

TRENCOR, INC. WITH AND INTO RILEY DARNELL
SECRETARY OF STATE

ASTEC UNDERGROUND, INC.

FILED

1. ENTITIES PARTICIPATING IN MERGER

TRENCOR, INC., a Texas corporation formed in Texas on February 18, 1981, (the "Merging Corporation"), will merge with and into ASTEC UNDERGROUND, INC., a Tennessee corporation formed in the State of Tennessee on December 31, 2005 (the "Surviving Corporation").

2. NAME OF SURVIVING CORPORATION

After the merger, the name of the Surviving Corporation will be ASTEC UNDERGROUND, INC.

3. TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of these Articles of Merger and in accordance with the Plan of Merger which has been approved, adopted, certified, executed and acknowledged by each of the corporations which is a party to this merger in accordance with Section 5.01 et seq of the Texas Business Corporation Act and Section 48-21-101 et seq of the Tennessee Business Corporation Act, on the effective date of the merger, as set forth herein, the Merging Corporation shall be merged into the Surviving Corporation in the manner and with the effect provided by the statutes of the States of Texas and Tennessee. The Surviving Corporation shall continue its existence under the laws of the State of Tennessee, and the separate existence of the Merging Corporation shall cease. All property, rights, privileges, powers, licenses, and franchises of and every contract right possessed by the Merging Corporation, as the same were held and owned prior to the merger, shall vest in the Surviving Corporation subject, however, to all rights of creditors and all liens upon any property of the Merging Corporation which shall be preserved unimpaired. The Surviving Corporation shall be liable for all debts, liabilities and obligations and the rights of creditors of the Merging Corporation in the same manner and to the same extent as if the Surviving Corporation had itself incurred such debts, liabilities and obligations. The Surviving Corporation shall be substituted in any proceeding pending against the Merging Corporation. Unless otherwise provided by law, no holder of shares in the Merging Corporation shall by virtue of the merger become liable for the liabilities or obligations of the Surviving Corporation.

The Surviving Corporation qualified to do business in the State of Texas on December 31, 2005 and will be responsible for the payment of all franchise taxes and fees of the Merging Company and will be obligated to pay such taxes and fees if the same are not timely paid.

Trencor
04322449
Astec Underground
05029904

4. CANCELLATION OF SHARES AND ISSUANCE OF NEW SHARES

The 41,166 outstanding shares of the Merging Corporation shall be cancelled and extinguished on the consummation of the merger and the shareholder of the Merging Corporation shall not be entitled to shares of the common stock in the Surviving Corporation since the sole shareholder of the Merging Corporation is also the sole shareholder of the Surviving Corporation. The 2,000 shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding shares of the Surviving Corporation.

5. CHARTER AND BYLAWS

The Charter and Bylaws of the Surviving Corporation shall continue to be those of the Surviving Corporation from and after consummation of the merger until changed or amended as provided by Tennessee law.

6. ACTIONS BY DIRECTORS AND OFFICERS

If, at any time, the Surviving Corporation shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Corporation the title of any property of the Merging Corporation, the proper and former directors and officers of the Merging Corporation at the request and expense of the Surviving Corporation, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation or otherwise effectuate the purposes of the Articles of Merger.

7. PLAN OF MERGER

The executed Plan of Merger is on file at the office of the Surviving Corporation at the principal address located at 9600 Corporate Park Drive, Loudon, Tennessee 37774. The Surviving Corporation, on request and without cost, will furnish a copy of the Plan of Merger to any shareholder holding an interest in the corporations subject to this merger.

8. APPOINTMENT OF SECRETARY OF STATE

The Surviving Corporation agrees that it may be served with process in the State of Texas in any action, suit or proceeding to enforce any obligation of the Merging Corporation and appoints the Texas Secretary of State as its agent for service of process. The Surviving Corporation specifies that a copy of any such process shall be mailed to it by the Secretary of State to the following address: 9600 Corporate Park Drive, Loudon, Tennessee 37774.

9. APPROVAL OF ARTICLES OF MERGER

On October 20, 2005, the Executive Committee of the Board of Directors of Astec Industries, Inc., as the parent company of the wholly owned Merging Corporation and the holder

of all 41,166 issued and outstanding shares of the Merging Corporation and the parent company of the wholly owned Surviving Corporation and the holder of all 2,000 issued and outstanding shares of the Surviving Corporation, duly authorized and approved of the Plan of Merger and the Articles of Merger in accordance with the state law of Texas and the state law of Tennessee.

10. EFFECTIVE DATE OF MERGER

The effective date of the Merger is as of 12:00 midnight on December 31, 2005.


IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute the Articles of Merger on this 1st day of November, 2005.

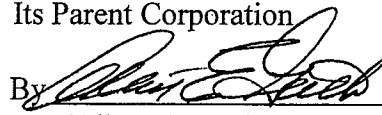
TRENCOR, INC.
(A Texas Corporation)
A Wholly Owned Subsidiary

ASTEC UNDERGROUND, INC.
(A Tennessee Corporation)
A Wholly Owned Subsidiary

By ASTEC INDUSTRIES, INC.
(A Tennessee Corporation)
Its Parent Corporation

By ASTEC INDUSTRIES, INC.
(A Tennessee Corporation)
Its Parent Corporation

By 
(Albert E. Guth) Secretary

By 
(Albert E. Guth) Secretary

MERGING CORPORATION

SURVIVING CORPORATION

PLAN OF MERGER OF

TRENCOR, INC.

WITH AND INTO

ASTECC UNDERGROUND, INC.

1. ENTITIES PARTICIPATING IN MERGER

TRENCOR, INC., a Texas corporation, (the "Merging Corporation"), will merge with and into ASTEC UNDERGROUND, INC., a Tennessee corporation, (the "Surviving Corporation").

2. NAME OF SURVIVING CORPORATION

After the merger, the name of the Surviving Corporation will be

ASTECC UNDERGROUND, INC.

3. TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of this Plan of Merger (the "Plan"), on the effective date of the merger, as set forth herein, the Merging Corporation shall be merged into the Surviving Corporation in the manner and with the effect provided by the statutes of the States of Texas and Tennessee. The Surviving Corporation shall continue its existence under the laws of the State of Tennessee, and the separate existence of the Merging Corporation shall cease. All property, rights, privileges, powers, licenses and franchises of and every contract right possessed by the Merging Corporation, as the same were held and owned prior to the merger, shall vest in the Surviving Corporation subject, however, to all rights of creditors and all liens upon any property of the Merging Corporation which shall be preserved unimpaired. The Surviving Corporation shall be liable for all debts, liabilities and obligations and the rights of creditors of the Merging Corporation in the same manner and to the same extent as if the Surviving Corporation had itself incurred such debts, liabilities and obligations. The Surviving Corporation is continuing the business of the Merging Corporation and shall continue such business under the present employer identification number of the Merging Corporation.

The Surviving Corporation will be responsible for the payment of all franchise taxes and fees of the Merging Corporation and will be obligated to pay such taxes and fees if the same are not timely paid.

4. CANCELLATION OF SHARES AND ISSUANCE OF NEW SHARES

The 41,166 shares of stock of the Merging Corporation outstanding on the date of the merger shall be cancelled and extinguished on the consummation of the merger and the shareholder

of the Merging Corporation shall be not be entitled any shares of the common stock in the Surviving Corporation since the sole shareholder of the Merging Corporation is the parent company of both the Merging Corporation and the Surviving Corporation. All 2,000 shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding shares of the Surviving Corporation.

5. **CHARTER AND BYLAWS**

The Charter and Bylaws of the Surviving Corporation shall continue to be those of the Surviving Corporation from and after consummation of the merger until changed or amended as provided by Tennessee law.

6. **ACTIONS BY DIRECTORS AND OFFICERS OF MERGING CORPORATION**

If, at any time, the Surviving Corporation shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Corporation the title of any property of the Merging Corporation, the proper and former directors and officers of the Merging Corporation, at the request and expense of the Surviving Corporation, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation or otherwise effectuate the purposes of this Plan.

7. **EFFECTIVE DATE**

The effective date of this Plan and the date upon which the merger contemplated by this Plan shall become effective shall be as of 12:00 midnight on December 31, 2005.

IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute this Plan on this 1st day of November 2005.

TRENCOR, INC.
(A Texas Corporation)
A Wholly Owned Subsidiary

By ASTEC INDUSTRIES, INC.
(A Tennessee Corporation)
Its Parent Corporation

By Albert E. Guth
(Albert E. Guth) Secretary

MERGING CORPORATION

ASTEC UNDERGROUND, INC.
(A Tennessee Corporation)
A Wholly Owned Subsidiary

By ASTEC INDUSTRIES, INC.
(A Tennessee Corporation)
Its Parent Corporation

By Albert E. Guth
(Albert E. Guth) Secretary

SURVIVING CORPORATION