

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	08/05/2010																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Martin Limestone, Inc.</td> <td></td> <td>07/30/2010</td> <td>CORPORATION: PENNSYLVANIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Martin Limestone, Inc.		07/30/2010	CORPORATION: PENNSYLVANIA																
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CORRESPONDENCE DATA																											
Fax Number:	(215)981-4750																										
Phone:	215.981.4302																										
Email:	jensenc@pepperlaw.com																										
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																											
Correspondent Name:	Christopher D. Olszyk, Jr.																										
Address Line 1:	3000 Two Logan Square																										
Address Line 2:	c/o Pepper Hamilton																										
Address Line 4:	Philadelphia, PENNSYLVANIA 19103																										
NAME OF SUBMITTER:	Christopher D. Olszyk, Jr.																										

OP \$90.00 1137896

Signature:	/cdo/
Date:	02/03/2012
Total Attachments: 4 source=NESL - Certificate of Merger (Valley Martin) (filed copy)#page1.tif source=NESL - Certificate of Merger (Valley Martin) (filed copy)#page2.tif source=NESL - Certificate of Merger (Valley Martin) (filed copy)#page3.tif source=NESL - Certificate of Merger (Valley Martin) (filed copy)#page4.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MARTIN LIMESTONE, INC.", A PENNSYLVANIA CORPORATION,  
"VALLEY QUARRIES, INC.", A PENNSYLVANIA CORPORATION,  
WITH AND INTO "NEW ENTERPRISE STONE & LIME CO., INC." UNDER THE NAME OF "NEW ENTERPRISE STONE & LIME CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF AUGUST, A.D. 2010, AT 1:03 O'CLOCK P.M.

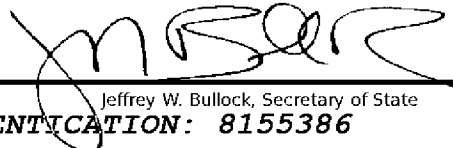
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTH DAY OF AUGUST, A.D. 2010, AT 11:59 O'CLOCK P.M.

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

0443819 8100M

100804357



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8155386

DATE: 08-05-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004710 FRAME: 0809

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
VALLEY QUARRIES, INC. AND MARTIN LIMESTONE, INC.  
INTO  
NEW ENTERPRISE STONE & LIME CO., INC.  
(Pursuant to Section 253 of the  
Delaware General Corporation Law)

New Enterprise Stone & Lime Co., Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of each of Valley Quarries, Inc., a Pennsylvania corporation ("Valley Quarries"), and Martin Limestone, Inc., a Pennsylvania corporation ("Martin Limestone"), with and into the Company, with the Company remaining in each case the surviving corporation under the name New Enterprise Stone & Lime Co., Inc.

FIRST: The Company is incorporated in the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the provisions of which permit the merger of a subsidiary foreign corporation into its parent corporation organized and existing under the laws of Delaware.

SECOND: The Company owns all of the outstanding shares of common stock of Valley Quarries and all of the outstanding shares of common stock of Martin Limestone.

THIRD: This Certificate of Merger shall be effective at 11:59 p.m. Eastern Time on August 5, 2010.

FOURTH: The Board of Directors of the Company (the "Board"), by the resolutions duly adopted on July 22, 2010 and attached hereto as Exhibit A determined to merge Valley Quarries and Martin Limestone with and into the Company pursuant to Section 253 of the Delaware General Corporation Law.

FIFTH: The Company shall be the surviving corporation of the Merger.

SIXTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Certificate of Ownership and Merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the date of filing of this Certificate with the Delaware Secretary of State.

*[Signatures appear on following page]*

IN WITNESS WHEREOF, New Enterprise Stone & Lime Co., Inc., a Delaware corporation, has caused this Certificate to be signed by its duly authorized officer as of July 30, 2010.

NEW ENTERPRISE ~~STONE~~ & LIME CO., INC.

By: 

Name: Paul I. Detwiler, III

Title: Executive Vice President, C.F.O., and Secretary

**EXHIBIT A**

**BOARD OF DIRECTOR RESOLUTIONS**

**WHEREAS**, the Company is the owner of all the issued and outstanding shares of common stock of Valley Quarries, Inc., a Pennsylvania corporation ("Valley Quarries"), and all the issued and outstanding shares of common stock of Martin Limestone, Inc., a Pennsylvania corporation ("Martin Limestone");

**WHEREAS**, the Company desires to merge each of Valley Quarries and Martin Limestone with and into the Company whereby the Company will in each case continue as the surviving entity pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") (the "Merger");

**WHEREAS**, as part of the Merger, the Company desires to enter into that certain Plan of Merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger"), pursuant to which, Valley Quarries and Martin Limestone will be merged with and into the Company;

**NOW, THEREFORE BE IT:**

**RESOLVED**, that the Merger and the terms and conditions thereof, be, and they hereby are, adopted and approved in all respects by the Board; and be it

**FURTHER RESOLVED**, that the Merger shall be deemed effective on August 5, 2010 at 11:59 p.m. Eastern Time; and be it

**FURTHER RESOLVED**, that the Board, having deemed the Plan of Merger to be in the best interests of the Company, hereby approves and adopts the terms and provisions of, and approves the execution and delivery and the performance by the Company of the Plan of Merger, and each document, certificate and instrument required to effectuate the Plan of Merger, and hereby approves the consummation of the transactions contemplated by the Plan of Merger; and be it

**FURTHER RESOLVED**, that the Company shall be authorized to consummate the Merger and each document, certificate and instrument, required by the Merger, the DGCL, or any other applicable laws to effect the Merger; and be it

**FURTHER RESOLVED**, that the Authorized Officers (defined below) of the Company be, and each of them hereby is, authorized, empowered and directed to execute and certify a Certificate of Ownership and Merger, and to cause the same to be filed with the Delaware Secretary of State, and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said Merger; and be it

**FURTHER RESOLVED**, that the Authorized Officers (defined below) of the Company be, and each of them hereby is, authorized, empowered and directed to execute on behalf of the Company as sole shareholder of each of Valley Quarries and Martin Limestone, a shareholder consent approving the Merger and Plan of Merger.