

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Conservatek Industries, Inc.		12/20/2011
			Entity Type
			CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	CST Covers Industries, Inc.		
Street Address:	879 West 190th Street		
Internal Address:	Suite 1100		
City:	Gardena		
State/Country:	CALIFORNIA		
Postal Code:	90248		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
	Property Type	Number	Word Mark
	Registration Number:	2274138	CONSERVATEK
	Registration Number:	2490825	ALUMADOME
	Registration Number:	2490826	ALUMAVULT
	Registration Number:	3237738	STADIAFORM
CORRESPONDENCE DATA			
Fax Number:	(917)777-4104		
Phone:	212-735-3000		
Email:	mmcguire@skadden.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:	Skadden Arps Slate Meagher & Flom LLP		
Address Line 1:	Four Times Square		
Address Line 2:	Attn: Eric Mack		
Address Line 4:	New York, NEW YORK 10036		

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ATTORNEY DOCKET NUMBER:	055660/47
NAME OF SUBMITTER:	Eric Mack
Signature:	/Eric Mack/
Date:	02/22/2012
Total Attachments: 6 source=Merger Evidence (CA)#page1.tif source=Merger Evidence (CA)#page2.tif source=Merger Evidence (CA)#page3.tif source=Merger Evidence (CA)#page4.tif source=Merger Evidence (CA)#page5.tif source=Merger Evidence (CA)#page6.tif	

EFFECTIVE
DATE

DEC 31 2011

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is ~~made and~~ entered into as of December 30, 2011, by and between Conservatek Industries, Inc., a Texas corporation ("Conservatek"), and CST COVERS Industries, Inc., a California corporation ("CST Covers").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, Conservatek merge with and into CST Covers, with CST Covers as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Conservatek and CST Covers agree as follows:

1. Merger. Conservatek shall be merged with and into CST Covers, with CST Covers as the surviving corporation of the merger (the "Merger"), effective at 11:59 p.m. (central standard time) on December 31, 2011 (the "Effective Time"). The Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, effected through a statutory merger.

2. Cancellation of Conservatek's Capital Stock. At the Effective Time, the separate existence of Conservatek shall cease, and all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of Conservatek shall be canceled without consideration.

3. Submission to Board of Directors and Sole Shareholder; Filing. This Agreement shall be submitted to the respective boards of directors and the sole shareholder required to vote hereon of Conservatek and CST Covers pursuant to the applicable laws of the States of Texas and California. If this Agreement is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of the States of Texas and California.

5. Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of CST Covers, the surviving corporation of the Merger, shall not be changed in connection with the Merger.

6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of Conservatek and CST Covers, and all property (real, personal, and mixed) of, and debts due to Conservatek and CST Covers shall, for all purposes and in all respects, be and constitute the assets, liabilities, rights, privileges, immunities, franchises, property of, and debts due to CST Covers, as the surviving corporation of the Merger.

7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement may be (a) amended by an agreement approved

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

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by the boards of directors of Conservatek and CST Covers, or (b) terminated by action of the boards of directors of Conservatek and CST Covers.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first written above.

CONSERVATEK INDUSTRIES, INC.

By: J. Kerner
Name: Joseph Kerner Joseph Kerner
Title: President

By: C.J. Bridgnell
Name: C.J. Bridgnell C.J. Bridgnell
Title: Secretary

CST COVERS INDUSTRIES, INC.

By: J. Kerner
Name: Joseph Kerner Joseph Kerner
Title: President

By: C.J. Bridgnell
Name: C.J. Bridgnell C.J. Kerner
Title: Secretary

Officer's Certificate
Conservatek Industries, Inc.

The undersigned hereby certify that:

1. They are the President and Secretary of Conservatek Industries, Inc., a corporation organized and existing under the laws of the state of Texas ("Conservatek");
2. The principal terms of the Agreement and Plan of Merger in the form attached hereto were duly approved by the board of directors and by the sole shareholder of Conservatek by a vote that equaled or exceeded the vote required;
3. The shareholder approval was made by the sole shareholder, who holds 100% of the outstanding shares of Conservatek; and
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 593,911.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20, 2011

By: Joseph Kerner
Name: Joseph Kerner Joseph Kerner
Title: President

By: C.J. Bridnell
Name: C.J. Bridnell C.J. Bridnell
Title: Secretary

Officer's Certificate
CST COVERS Industries, Inc.

The undersigned hereby certify that:

1. They are the President and Secretary of CST COVERS Industries, Inc., a corporation organized and existing under the laws of the state of California ("CST Covers");
2. The principal terms of the Agreement and Plan of Merger in the form attached hereto were duly approved by the board of directors and by the sole shareholder of CST Covers by a vote that equaled or exceeded the vote required;
3. The shareholder approval was made by the sole shareholder, who holds 100% of the outstanding shares of CST Covers; and
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 161,950.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20, 2011

By: Joseph Kerner
Name: Joseph Kerner Joseph Kerner
Title: President

By: C.J. Bridgnell
Name: C.J. Bridgnell C.J. Bridgnell
Title: Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 21 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

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