

10-08-1998



100846223

1998 OCT -5 PM 2:21

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRP 10-5-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # 0687 Frame # 447
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
05/31/1985
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Louisville Cement Company

05/13/1985

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization The Commonwealth of Kentucky

Receiving Party

Mark if additional names of receiving parties attached

Name COPLAY CEMENT COMPANY

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o ESSROC Cement Corp.

Address (line 2) Route 248-Bath Highway

Address (line 3) Bath

PA

18014

- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization The Commonwealth of Pennsylvania

10/07/1998 SSMITH 00000114 362186

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0641-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1796 FRAME: 0066

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="362186"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Philip D. Mitchell, Esq.



September 28, 1998

Name of Person Signing

Signature

Date Signed

85421023

APPLICANT'S ACT NO.

OSCE BOL—000 7-7-84

Filing Fee: \$50 and \$25 for each party corporation in excess of two.

Articles of Mergers—Business Corporations

(Line for numbering)

80138

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 20 day of MAY 1985

Commonwealth of Pennsylvania
Department of State

Effective 5/31/85 4:00 P.M.

William D. Davis

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 164)(15 P. S. 11903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

COPLAY CEMENT COMPANY

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

Easton Road

NUMBER:

(STATE)

Nazareth

Pennsylvania

18064

(CITY)

(ZIP CODE)

The surviving corporation is a foreign corporation incorporated under the laws of _____ and the location of its office registered with such domiciliary jurisdiction is:

NUMBER:

(STATE)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Louisville Cement Company
c/o Robert L. Rosenberger
501 South 2nd Street
Louisville, Kentucky 40202

- Incorporated under the laws of the Commonwealth of Kentucky; not required to be qualified in Pennsylvania

85421024

DSCB, SCL - 803 3-78-2

4. (Check, and if appropriate, complete one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on May 31, 1995 at 4:00 PM.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Coplay Cement Company NUMBER OF SHARES

Coplay Cement Company

By Board of Directors
pursuant to Section
902.1 of the Business
Corporation Law

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

85421025

DSCR: BCL-803 (Rev. 8-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 13th day of May, 1985.

CORLAY CEMENT COMPANY

NAME OF CORPORATION

By:

George Udine
(SIGNATURE)

George Udine, President

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Carl Kante
(SIGNATURE)

Carl Kante, Secretary

(TITLE, SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

LOUISVILLE CEMENT COMPANY

NAME OF CORPORATION

By:

Gene P. Gardner
(SIGNATURE)

Gene P. Gardner, President

(TITLE, PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Robert Rosenberger
(SIGNATURE)

Robert Rosenberger,
Assistant Secretary

(TITLE, SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)



Exhibit A

PLAN OF MERGER
OF
LOUISVILLE CEMENT COMPANY
AND
COPLAY CEMENT COMPANY

85421026

1. Coplay Cement Company ("Parent"), which is a business corporation of the Commonwealth of Pennsylvania and is the owner of all of the outstanding shares of Louisville Cement Company ("Subsidiary"), which is a business corporation of the State of Kentucky, hereby merges Subsidiary into Parent pursuant to the provisions of the Kentucky Business Corporation Act and pursuant to the provisions of the Pennsylvania Business Corporation Law.
2. The separate existence of Subsidiary shall cease upon the effective date of the merger and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the Commonwealth of Pennsylvania. The Articles of Incorporation of Parent shall continue to be the Articles of Incorporation of Parent in full force and effect.
3. The issued shares of Subsidiary shall not be converted in any manner, but each such share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of Parent shall not be converted or exchanged in any manner.
4. The Board of Directors and the proper officers of Parent are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
5. Parent is the owner of all of the issued shares of Subsidiary, and Parent waived the mailing of a copy of the plan of merger.

Commonwealth of Pennsylvania

85-121027



801138

Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article LX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by LOUISVILLE CEMENT COMPANY, a Kentucky corporation and COPLAY CEMENT COMPANY, a Pennsylvania corporation

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that LOUISVILLE CEMENT COMPANY, the Kentucky corporation has merged with and into COPLAY CEMENT COMPANY, the Pennsylvania corporation

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that COPLAY CEMENT COMPANY, the Pennsylvania corporation shall be the surviving corporation.

Given Effective 5/31/85 4:00 P.M. under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 29th day of May in the year of our Lord one thousand nine hundred and eighty five and of the Commonwealth the two hundred and ninth.

William L. Davis

Secretary of the Commonwealth

vod

08-06-07-00

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

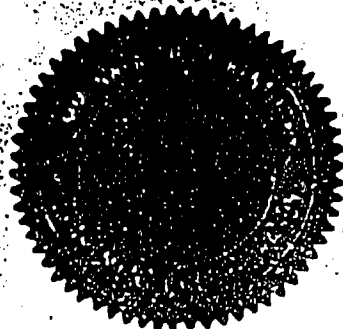
LOUISVILLE CEMENT COMPANY

a DOMESTIC corporation, into COPLAY CEMENT
COMPANY a FOREIGN corporation,

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of
LOUISVILLE CEMENT COMPANY

into COPLAY CEMENT COMPANY



SECRETARY OF STATE

Witness my official signature and seal of office this 31ST
day of MAY, 19 85, at Frankfort, Kentucky.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

REEL 0687 FRAME 47

INSUBMITTAN

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORD, KENTUCKY

MAY 31 1965

ARTICLES OF MERGER
OF
LOUISVILLE CEMENT COMPANY
AND
COPLAY CEMENT COMPANY

150
W. C. Dreyfus
W. C. Dreyfus
W. C. DREYFUS
SECRETARY OF STATE

W. C. Dreyfus
W. C. Dreyfus

398351

To the Secretary of State
State of Kentucky:

Pursuant to the provisions of the Kentucky Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Kentucky, and which is subject to the provisions of the Kentucky Business Corporation Act, is Louisville Cement Company ("Subsidiary").

2. The name of the parent corporation, which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, is Coplay Cement Company ("Parent").

3. The number of outstanding shares of Subsidiary is 100, all of which are of one class, and all of which are owned by Parent.

4. The following is the Plan of Merger for merging Subsidiary into Parent as approved by resolution of the Board of Directors of Parent:

"1. Coplay Cement Company ("Parent"), which is a business corporation of the Commonwealth of Pennsylvania and is the owner of all of the outstanding shares of Louisville Cement Company ("Subsidiary"), which is a business corporation of the State of Kentucky, hereby merges Subsidiary into Parent pursuant to the provisions of the Kentucky Business

REEL 0687 FRAME 48

TRADEMARK

Corporation Act and pursuant to the provisions of the Pennsylvania Business Corporation Law.

"2. The separate existence of Subsidiary shall cease upon the effective date of the merger and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the Commonwealth of Pennsylvania. The Articles of Incorporation of Parent shall continue to be the Articles of Incorporation of Parent in full force and effect.

"3. The issued shares of Subsidiary shall not be converted in any manner, but each such share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of Parent shall not be converted or exchanged in any manner.

"4. The Board of Directors and the proper officers of Parent are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

"5. Parent is the owner of all of the issued shares of Subsidiary, and Parent waived the mailing of a copy of the plan of merger."

5. The laws of the Commonwealth of Pennsylvania, the jurisdiction of organization of Parent, permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Parent; and the merger of Subsidiary into Parent is in compliance with the laws of the jurisdiction of organization of Parent.

6. Parent does hereby agree that it may be served with process in the State of Kentucky in any proceeding for the enforcement of any obligation of Subsidiary and does hereby irrevocably appoint the Secretary of State of the State of Kentucky as its agent to accept service of process in any such proceeding.

REEL 0687 FRAME 49

UNDELIVERED

7. Parent does hereby agree that the courts of the State of Kentucky shall retain jurisdiction over that part of the corporate property within the limits of the State of Kentucky in all matters which may arise as if the merger of Subsidiary into Parent had not taken place.

8. The effective date of the merger shall be May 31, 1985.

Date: May 13, 1985

COPLAY CEMENT COMPANY

By: [Signature]
George Uding, President

[Signature]
Carl Kanter, Secretary

LOUISVILLE CEMENT COMPANY

By: [Signature]
Gene P. Gardner, President

[Signature]
Robert Rosenberger
Assistant Secretary

REEL 0687 FRAME 50
TRADEMARK

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Northampton) ss.:

The undersigned, a notary public, does hereby certify that on this 15th day of May, 1985, personally appeared before me George Uding, who, being by me first duly sworn, declared that he is the President of Coplay Cement Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

James M. Coggins
Notary Public

JAMES M. COGGINS, Notary Public
Nazareth, Northampton Co., PA.
My Commission Expires Oct. 20, 1985

Commission Expires:

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

The undersigned, a notary public, does hereby certify that on this 15th day of May, 1985, personally appeared before me Carl Kanter, who, being by me first duly sworn, declared that he is the Secretary of Coplay Cement Company, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

James L. Bippus
Notary Public

JAMES L. BIPPUS
NOTARY PUBLIC, State of New York
No. 24-276-297
Qualified in Kings County
Certificate Issued in New York County
Commission Expires March 30, 1987

Commission Expires:

REEL 0687 FRAME 451

UNAPPLIED

COMMONWEALTH OF KENTUCKY)
COUNTY OF Jefferson) ss.:

The undersigned, a notary public, does hereby certify that on this 20th day of May, 1985, personally appeared before me Gene Gardner, who, being by me first duly sworn, declared that he is the President of Louisville Cement Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Jackie Holloman
Notary Public

Commission Expires: My commission expires OCT. 3, 1988

COMMONWEALTH OF KENTUCKY)
COUNTY OF Jefferson) ss.:

The undersigned, a notary public, does hereby certify that on this 20th day of May, 1985, personally appeared before me Robert Rosenberger, who, being by me first duly sworn, declared that he is the Assistant Secretary of Louisville Cement Company, that he signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.

Jackie Holloman
Notary Public

Commission Expires: My commission expires OCT. 3, 1988

REEL 0687 FRAME 52

IKADLIFANA

Prepared By: James L. Burns
James L. Burns
Stroock & Stroock & Lavan
7 Hanover Square
New York, New York 10004

RECORDED
PATENT & TRADEMARK OFFICE
DEC 14 1989
Jeffrey S. ...
ACTING COMMISSIONER, OF
PATENTS AND TRADEMARK OFFICE

REEL 0687 FRAME 453

TRADEMARK

