

09-22-2000

EET

Docket No.:



LY

12446

9-100

101466454

Tab settings

To the Honorable Commissioner of Patents

enclosed are the attached original documents or copy thereof.

1. Name of conveying party(ies):

Medusa Minerals Co. - Sparta

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 29, 1998

2. Name and address of receiving party(ies):

Name: Southdown, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1200 Smith Street, Suite 2400

City: Houston State: TX ZIP: 77002

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Louisiana
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)  
(none)

B. Trademark Registration No.(s)

Schedule A

2060100

09/22/2000 GT0N11 00000016 2060100

01 FC:481 40.00 OP Additional numbers  
02 FC:482 425.00 OP

Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James A. Dimitrijevs

Internal Address: \_\_\_\_\_

CALFEE, HALTER & GRISWOLD LLP

1400 McDonald Investment Center

Street Address: 800 Superior Avenue

City: Cleveland State: OH ZIP: 44114

6. Total number of applications and registrations involved:.....

18

7. Total fee (37 CFR 3.41):.....\$ \$465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-0172

DO NOT USE THIS SPACE

9. 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.

James A. Dimitrijevs

Name of Person Signing

James A. Dimitrijevs  
Signature

Aug. 28, 2000

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

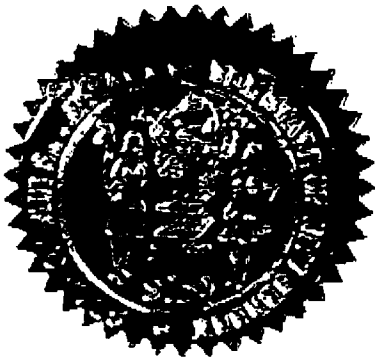
REEL: 002144 FRAME: 0733

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

MEDUSA MINERALS CO.-SPARTA

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Merger  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
21st day of January, 1999



A handwritten signature in cursive script, reading "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.  
Treasurer

**CERTIFICATE OF MERGER  
OF  
SOUTHDOWN, INC.  
AND  
MEDUSA MINERALS CO.-SPARTA  
(Pursuant to N.J.S. 14A:10-4.1 and 14A:10-7)**

**FILED**

DEC 30 1998

**James A. DiIorio, Jr.  
State Treasurer**

Dated: December 29, 1998.

The undersigned corporations, having adopted a plan of merger pursuant to N.J.S. 14A:10-1 et seq. and pursuant to which MEDUSA MINERALS CO.-SPARTA, a New Jersey corporation shall be merged into SOUTHDOWN, INC., a Louisiana corporation, hereby certify as follows:

**FIRST:** The name of the surviving corporation is SOUTHDOWN, INC. The name of the merged corporation is MEDUSA MINERALS CO.-SPARTA.

**SECOND:** The agreement of merger (the "Agreement"), pursuant to which the merger will be effectuated, is annexed here to as Exhibit A and made a part hereof.

**THIRD:** The Agreement was approved by a duly authorized committee of the Board of Directors of SOUTHDOWN, INC. on December 29, 1998.

**FOURTH:** Pursuant to N.J.S. 14A:10-3(4), approval of the Agreement by the shareholders of SOUTHDOWN, INC. is not required.

**FIFTH:** All 100 of the outstanding Class A voting stock, no par value, of MEDUSA MINERALS CO.-SPARTA were voted by the sole shareholder of MEDUSA MINERALS CO.-SPARTA in favor of the Agreement. All 4,455 of the outstanding Class B voting stock, no par value, of MEDUSA MINERALS CO.-SPARTA were voted by the sole shareholder of MEDUSA MINERALS CO.-SPARTA in favor of the Agreement.

525701 1004805

REC'D 12/30/98 10:00 AM  
RECEIVED 12/30/98 10:00 AM

0100 541 361

**SIXTH:** The applicable provisions of the laws of Louisiana, the state of incorporation of SOUTHDOWN, INC., with respect to this merger will have been complied with upon compliance with filing and recording requirements.

**SEVENTH:** SOUTHDOWN, INC., a Louisiana corporation, will transact business in New Jersey. It has complied with the provisions of the New Jersey Business Corporation Act with respect to foreign corporations. SOUTHDOWN, INC. agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in New Jersey, which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of MEDUSA MINERALS CO.-SPARTA against SOUTHDOWN, INC.

**EIGHTH:** SOUTHDOWN, INC. irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any proceeding referred to above. The post office address to which the Secretary of State shall mail a copy of the process in such a proceeding is:

Southdown, Inc.  
1200 Smith Street  
Suite 2400  
Houston, Texas 77002  
Attn: General Counsel

**NINTH:** SOUTHDOWN, INC. agrees that it will promptly pay to the dissenting shareholders of MEDUSA MINERALS CO.-SPARTA amounts, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of the dissenting shareholders.

TCOM1\022418\008293  
Newton\022418.d

**SIXTH:** The applicable provisions of the laws of Louisiana, the state of incorporation of SOUTHDOWN, INC., with respect to this merger will have been complied with upon compliance with filing and recording requirements.

**SEVENTH:** SOUTHDOWN, INC., a Louisiana corporation, will transact business in New Jersey. It has complied with the provisions of the New Jersey Business Corporation Act with respect to foreign corporations. SOUTHDOWN, INC. agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in New Jersey, which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of MEDUSA MINERALS CO.-SPARTA against SOUTHDOWN, INC.

**EIGHTH:** SOUTHDOWN, INC. irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any proceeding referred to above. The post office address to which the Secretary of State shall mail a copy of the process in such a proceeding is:

Southdown, Inc.  
1200 Smith Street  
Suite 2400  
Houston, Texas 77002  
Attn: General Counsel

**NINTH:** SOUTHDOWN, INC. agrees that it will promptly pay to the dissenting shareholders of MEDUSA MINERALS CO.-SPARTA amounts, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of the dissenting shareholders.

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ID: 888827288 NO.692 P.5 PAGE 9

**TENTH:** The merger shall become effective at 12:03 a.m., Central Time, on January 1, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

SOUTHDOWN INC.

By: Allen B. Korsakov  
Allen B. Korsakov, Vice President

MEDUSA MINERALS CO.-SPARTA

By: Allen B. Korsakov  
Allen B. Korsakov, Vice President

TUCSON 876410881323  
RPOCTEM 928442.6

**EXHIBIT A**  
**AGREEMENT OF MERGER**

TUCKDA\078410\008223  
HOUSTON\928441.4

**AGREEMENT OF MERGER**

THIS AGREEMENT OF MERGER is made and entered into as of December 29, 1998, between Medusa Minerals Co.-Sparta, a New Jersey corporation ("Subsidiary") and Southdown, Inc., a Louisiana corporation ("Southdown").

**RECITALS:**

WHEREAS, Subsidiary and Southdown (collectively, the "Constituent Corporations") and their respective Boards of Directors or, in the case of Southdown, a duly constituted Committee thereof acting under Section 81(C)(9) of the Louisiana Business Corporation Law, respectively, deem it advisable that Subsidiary be merged with and into Southdown (the "Merger") pursuant to the provisions of the New Jersey Business Corporation Act and the Louisiana Business Corporation Law;

WHEREAS, at the Effective Time (as defined in Article Two), by virtue of the prior mergers of other subsidiaries of Southdown into Southdown, Southdown shall own all the outstanding shares of Subsidiary;

NOW, THEREFORE, it is agreed as follows:

**ARTICLE ONE****The Merger**

Upon the terms and subject to the conditions hereinafter set forth, at the Effective Time, Subsidiary shall be merged with and into Southdown, Southdown shall be the surviving corporation, and the separate existence of Subsidiary shall cease.

**ARTICLE TWO****Effective Date and Time**

The Merger shall be effective at 12:03 a.m., Central Time, on January 1, 1999 (such time and date being herein referred to as the "Effective Time" and the "Effective Date," respectively).

TUCKDA\078410\008223  
HOUSTON\927187.4

**TRADEMARK**  
**REEL: 002144 FRAME: 0740**



**ARTICLE THREE****Cancellation of Shares**

On the Effective Date, each issued and outstanding share of stock and each share of treasury stock of Subsidiary shall be canceled

**ARTICLE FOUR****Effects of Merger**

A. The Merger shall not have the effect of amending in any respect the articles of incorporation of Southdown as in effect as of the Effective Time and each share of Southdown outstanding or held as a treasury share immediately before the Effective Time is to be an identical outstanding or treasury share of Southdown after the Effective Time.

B. Otherwise, the Merger shall have the effects set forth in Section 115 of the Louisiana Business Corporation Law and Sections 14A:10-7(3) and 14A:10-6 and of the New Jersey Business Corporation Act.

**ARTICLE FIVE****Filing of Certificate of Merger**

If this Agreement of Merger is approved by the Board of Directors and sole shareholder of the Subsidiary in accordance with Sections 14A:10-1(2) and 14A:10-3 of the New Jersey Business Corporation Act and by the Board of Directors of Southdown in accordance with Section 112(A) and (E)(1) of the Louisiana Business Corporation Law, then the fact of such approvals shall be certified hereon by the secretary or assistant secretary of each of the Constituent Corporations, and this Agreement of Merger, as approved and certified, shall be signed and acknowledged by the president or a vice president each of the Constituent Corporations. Thereafter, the Certificate of Merger shall be delivered to the Secretary of State of Louisiana and the Secretary of State of New Jersey for filing and recordation in the manner required by law; and thereafter, as soon as practicable (but not later than the time required by law), a copy of the Certificate of Merger issued by the Secretary of State of Louisiana shall be filed for record in the office of the recorder of mortgages for the parish of Orleans and shall also be recorded in the conveyance records for any parish in which either of the Constituent Corporations owns real property on the Effective Date of the Merger.

## ARTICLE SIX

## Miscellaneous

A. The obligations of the Constituent Corporations to effect the Merger shall be subject to all of the terms and conditions of this Agreement of Merger. At any time before the Effective Time, the Merger may be terminated by the mutual agreement of the Boards of Directors of the Constituent Corporations notwithstanding approval of this Agreement of Merger by the stockholders of any or all of the Constituent Corporations.

B. Southdown agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of Subsidiary against Southdown. Southdown irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding. The Secretary of State of New Jersey may mail a copy of the process in such proceeding to Southdown at 1200 Smith Street, Suite 2400, Houston, Texas 77002.

C. Southdown agrees it will promptly pay to the dissenting shareholders of Subsidiary the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Agreement of Merger is entered into by the Constituent Corporations as of the day first above written.

SOUTHDOWN, INC.

By: Allan B. Korsakov  
Allan B. Korsakov, Vice President

MEDUSA MINERALS CO.-SPARTA

By: Allan B. Korsakov  
Allan B. Korsakov, Vice President

**CERTIFICATE OF SECRETARIES OF  
SOUTHDOWN, INC.  
(A Louisiana Corporation)**

**AND**

**MEDUSA MINERALS CO.-SPARTA  
(A New Jersey Corporation)**

I hereby certify that I am the duly elected Assistant Secretary both of Southdown, Inc. ("Southdown"), a Louisiana corporation, and of Medusa Minerals Co.-Sparta ("Subsidiary"), a New Jersey corporation, currently serving in such capacities and that the foregoing Agreement of Merger was, in the manner required by the Louisiana Business Corporation Law and the New Jersey Business Corporation Act, duly approved on December 29, 1998, without alteration or amendment, by the board of directors and by the sole shareholder of Subsidiary, in each case either by unanimous written consent or at a meeting duly held, and on December 29, 1998 by a duly authorized committee of the board of directors of Southdown, either by unanimous written consent or at a meeting duly held. All 100 of the outstanding Class A voting common stock, no par value, of Subsidiary were voted by the sole shareholder in favor the Plan of Merger, and all 4,455 of the outstanding Class B voting common stock, no par value, of Subsidiary were also voted by the sole shareholder in favor of the Plan of Merger. Because the merger is governed in part by subsection 14A:10-3(4) of the New Jersey Business Corporation Act, no approval of the shareholders of Southdown is required to effect the merger. The applicable provisions of the laws of Louisiana and New Jersey have been, or upon compliance with filing and recording requirements will have been, complied with.

Certificate dated as of December 29, 1998.



Wendell E. Phillips, Jr., Assistant Secretary

**EXECUTION BY CORPORATIONS**

Considering the approval of this Agreement of Merger by the board of directors and the sole shareholder of Medusa Minerals Co.-Sparta and by the board of directors of Southdown, Inc., as certified above, this Agreement of Merger is executed by such corporations, acting through their respective Vice Presidents, as of this December 29, 1998.

SOUTHDOWN, INC.

By: Allan B. Korsakov  
Allan B. Korsakov, Vice President

ATTEST:

Wendell E. Phillips, II  
Wendell E. Phillips, II, Assistant Secretary

MEDUSA MINERALS CO.-SPARTA

By: Allan B. Korsakov  
Allan B. Korsakov, Vice President

ATTEST:

Wendell E. Phillips, II  
Wendell E. Phillips, II, Assistant Secretary

ACKNOWLEDGMENT AS TO  
SOUTHDOWN, INC.  
AND  
MEDUSA MINERALS CO.-SPARTA

STATE OF TEXAS

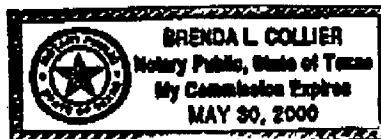
HARRIS COUNTY

BEFORE ME, the undersigned authority, personally came and appeared Allan B. Korsakov who, being duly sworn, declared and acknowledged before me that he is the Vice President of each of Southdown, Inc. and Medusa Minerals Co.-Sparta and that in such capacities he was duly authorized to and did execute the foregoing Agreement of Merger on behalf of such Corporations, for the purposes therein expressed, and as his and such Corporations' free act and deed.

*Allan B. Korsakov*  
Allan B. Korsakov

Sworn to and subscribed before me this  
29th day of December, 1998.

*Brenda L. Collier*  
Notary Public



**SCHEDULE A**

**U.S. TRADEMARK REGISTRATIONS**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>
MR. GRANITE	2,060,100
GRIP & GO	1,990,368
DURASCAPE	1,938,946
COBBLELOCK	1,830,813
L and Design	1,614,884
CRESTITE	1,584,702
DURASCAPE	1,285,264
EASY SPREAD	1,330,339
CRYSTAL SPAR	811,120
NON-SKID BARN CALCITE (Stylized)	587,428
CRESTITE	513,570
GUIDE LINE	918,720
0853 A.F. CALCITE	555,697
LIME CREST (Stylized)	530,450
L and Design	833,135
LIME CREST	817,243
LIME CREST	962,330
GARDEN STATE	970,459