

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
W. R. White Company		12/31/2000	COMPANY: UTAH

RECEIVING PARTY DATA	
Name:	Oldcastle Precast, Inc.
Street Address:	2820 A Street SE
Internal Address:	P.O. Box 608
City:	Auburn
State/Country:	WASHINGTON
Postal Code:	98002-7501
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2320016	W.R. WHITE CO.

CORRESPONDENCE DATA	
Fax Number:	(206)223-7107
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(206) 223-7739
Email:	trademarks@lanepowell.com
Correspondent Name:	Michele A. Wong
Address Line 1:	1420 Fifth Avenue
Address Line 2:	Suite 4100
Address Line 4:	Seattle, WASHINGTON 98101-2338

ATTORNEY DOCKET NUMBER:	119811.0020
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NAME OF SUBMITTER:	Michele A. Wong, Esq.
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Total Attachments: 14  
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ARTICLES OF MERGER

OF

W.R. WHITE COMPANY

INTO

OLDCASTLE PRECAST, INC.

FILED  
STATE OF WASHINGTON

DEC 28 2000

RALPH MUNRO  
SECRETARY OF STATE

UNDER SECTION 23B.11.040 OF THE WASHINGTON BUSINESS CORPORATION ACT

To the Secretary of State  
State of Washington

Pursuant to Section 23B.11.050 of the Washington Business Corporation Act (the "WBCA"), Oldcastle Precast, Inc., a Washington corporation ("OPI"), does hereby submit the following Articles of Merger and certifies that:

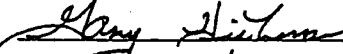
1. A Plan of Merger, a copy of which is attached hereto as Exhibit A, has been authorized and approved by the Boards of Directors of OPI and W.R. White Company, a Utah corporation ("W.R. White"), for the purpose of merging W.R. White with and into OPI, in accordance with the provisions of Sections 16-10a-1104 and 16-10a-1107 of the Utah Business Corporation Act and Sections 23B.11.040 and 23B.11.070 of the WBCA (the "Merger").
2. Under Section 23B.11.040 of the WBCA, the Plan of Merger was not required to be submitted to the shareholders of either of the constituent corporations for approval.
3. The Merger is permitted by the laws of the State of Utah and W.R. White has complied with all applicable provisions of such laws with respect to the Merger.
4. The effective time of the Merger shall be 11:59 PM Eastern Standard Time on December 31, 2000, or such later time and date as these Articles are filed with the Secretary of State of the State of Washington.

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IN WITNESS WHEREOF, Oldcastle Precast, Inc. has caused these Articles of Merger to be executed by a duly authorized officer and such officer hereby affirms, under penalty of perjury, that these Articles of Merger are the act and deed of such corporation and that the facts stated herein are true.

Dated: December 28, 2000

OLDCASTLE PRECAST, INC.  
a Washington corporation

By:   
Name: GARY HICKMAN  
Title: ASST. SECRETARY

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UNANIMOUS WRITTEN CONSENT TO ACTION  
IN LIEU OF A MEETING OF THE  
BOARD OF DIRECTORS OF  
W.R. WHITE COMPANY

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Pursuant to Section 16-10a-821 of the Utah Business Corporation Act (the "UBCA"), the Board of Directors of W.R. White Company, a Utah corporation (the "Company"), by unanimous written consent to action in lieu of a meeting of the Board of Directors, does hereby adopt the following resolutions as of December 28, 2000.

**APPROVAL OF MERGER WITH OLDCASTLE PRECAST, INC.**

WHEREAS, the Company is a wholly-owned subsidiary of Oldcastle Precast, Inc., a Washington corporation ("OPI");

WHEREAS, it is proposed that the Company merge with and into OPI with OPI as the surviving entity (the "Merger");

WHEREAS, the Board has been presented with and has reviewed a Plan of Merger for the Merger, substantially in the form attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the Board deems it to be advisable and in the best interests of the Company to consummate the Merger according to the Plan of Merger; and

WHEREAS, it is intended that the Merger constitute a reorganization under the meaning of Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that the Plan of Merger be, and it hereby is, authorized and approved; and

FURTHER RESOLVED, that the Merger shall be effective at 11:59 PM Eastern Standard Time on December 31, 2000, or such other later time and date as Articles of Merger are filed with the Secretary of State of the State of Washington pursuant to Section 23B.11.050 of the Washington Business Corporation Act and with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah pursuant to Section 16-10a-1105 of the UBCA.

**GENERAL**

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Board of Directors of the Company in connection with the actions contemplated

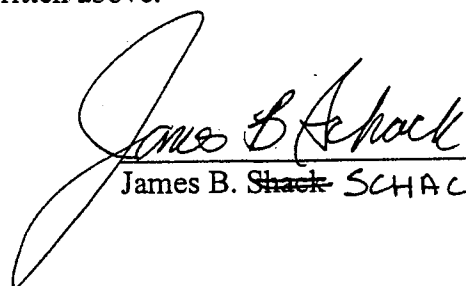
by the foregoing resolutions, be and the same hereby are, adopted, and the officers of the Company are hereby authorized to certify as to the adoption of any and all such resolutions;

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved; and

FURTHER RESOLVED, that the officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company and in its name to take or cause to be taken all actions and to execute and deliver all such documents which any one or more officers of the Company approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such documents by the officer or officers of the Company.

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WITNESS THE EXECUTION HEREOF by all the members of the Board of Directors of  
W.R. White Company as of the date first written above.

  
James B. ~~Schack~~ SCHACK

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UNANIMOUS WRITTEN CONSENT TO ACTION  
IN LIEU OF A MEETING OF THE  
BOARD OF DIRECTORS OF  
OLDCASTLE PRECAST, INC.

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Pursuant to Section 23B.08.210 of the Washington Business Corporation Act (the "WBCA"), the Board of Directors of Oldcastle Precast, Inc., a Washington corporation (the "Company"), by unanimous written consent to action in lieu of a meeting of the Board of Directors, does hereby adopt the following resolutions as of December 28, 2000.

**APPROVAL OF MERGER WITH W.R. WHITE COMPANY**

WHEREAS, W.R. White Company, a Utah corporation ("W.R. White"), is a wholly-owned subsidiary of the Company;

WHEREAS, it is proposed that W.R. White merge with and into the Company with the Company as the surviving entity (the "Merger");

WHEREAS, the Board has been presented with and has reviewed a Plan of Merger for the Merger, substantially in the form attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the Board has been presented with and has reviewed Articles of Merger to be filed with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah, substantially in the form attached hereto as Exhibit B, and with the Secretary of State of the State of Washington, substantially in the form attached hereto as Exhibit C (together, the "Articles of Merger");

WHEREAS, the Board deems it to be advisable and in the best interests of the Company to consummate the Merger and to file the Plan of Merger and the Articles of Merger with the pertinent governmental authorities; and

WHEREAS, it is intended that the Merger constitute a reorganization under the meaning of Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that the Plan of Merger be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that the Articles of Merger be, and they each hereby are, authorized and approved; and

FURTHER RESOLVED, that the Merger shall be effective at 11:59 PM Eastern Standard Time on December 31, 2000, or such other later time and date as Articles of Merger are



filed with the Secretary of State of the State of Washington pursuant to Section 23B.11.050 of the WBCA and with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah pursuant to Section 16-10a-1105 of the Utah Business Corporation Act.

**GENERAL**

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Board of Directors of the Company in connection with the actions contemplated by the foregoing resolutions, be and the same hereby are, adopted, and the officers of the Company are hereby authorized to certify as to the adoption of any and all such resolutions;

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved; and

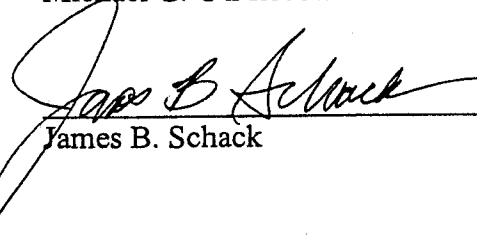
FURTHER RESOLVED, that the officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company and in its name to take or cause to be taken all actions and to execute and deliver all such documents which any one or more officers of the Company approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such documents by the officer or officers of the Company.

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WITNESS THE EXECUTION HEREOF by all the members of the Board of Directors of Oldcastle Precast, Inc. as of the date first written above.



Michael G. O'Driscoll



James B. Schack

J. L. Wittstock

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WITNESS THE EXECUTION HEREOF by all the members of the Board of Directors of Oldcastle Precast, Inc. as of the date first written above.

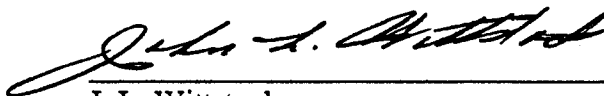


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Michael G. O'Driscoll

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James B. Schack



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J. L. Wittstock

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UNANIMOUS WRITTEN CONSENT TO ACTION  
IN LIEU OF A MEETING OF THE  
BOARD OF DIRECTORS OF  
OLDCASTLE PRECAST, INC.

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Pursuant to Section 23B.08.210 of the Washington Business Corporation Act (the "WBCA"), the Board of Directors of Oldcastle Precast, Inc., a Washington corporation (the "Company"), by unanimous written consent to action in lieu of a meeting of the Board of Directors, does hereby adopt the following resolutions as of December 28, 2000.

**APPROVAL OF MERGER WITH W.R. WHITE COMPANY**

WHEREAS, W.R. White Company, a Utah corporation ("W.R. White"), is a wholly-owned subsidiary of the Company;

WHEREAS, it is proposed that W.R. White merge with and into the Company with the Company as the surviving entity (the "Merger");

WHEREAS, the Board has been presented with and has reviewed a Plan of Merger for the Merger, substantially in the form attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the Board has been presented with and has reviewed Articles of Merger to be filed with the Division of Corporations and Commercial Code of the State of Utah, substantially in the form attached hereto as Exhibit B, and with the Secretary of State of the State of Washington, substantially in the form attached hereto as Exhibit C (together, the "Articles of Merger");

WHEREAS, the Board deems it to be advisable and in the best interests of the Company to consummate the Merger and to file the Plan of Merger and the Articles of Merger with the pertinent governmental authorities; and

WHEREAS, it is intended that the Merger constitute a reorganization under the meaning of Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that the Plan of Merger be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that the Articles of Merger be, and they each hereby are, authorized and approved; and

FURTHER RESOLVED, that the Merger shall be effective at 11:59 PM Eastern Standard Time on December 31, 2000, or such other later time and date as Articles of Merger are

filed with the Secretary of State of the State of Washington pursuant to Section 23B.11.050 of the WBCA and with the Division of Corporations and Commercial Code of the State of Utah pursuant to Section 16-10a-1105 of the Utah Business Corporation Act.

**GENERAL**

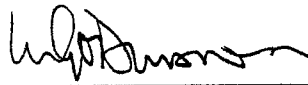
FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Board of Directors of the Company in connection with the actions contemplated by the foregoing resolutions, be and the same hereby are, adopted, and the officers of the Company are hereby authorized to certify as to the adoption of any and all such resolutions;

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved; and

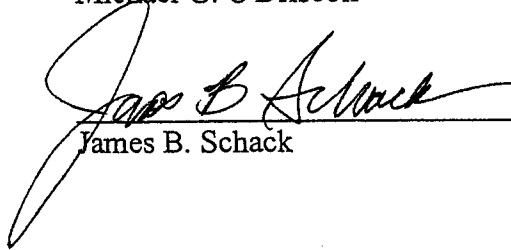
FURTHER RESOLVED, that the officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company and in its name to take or cause to be taken all actions and to execute and deliver all such documents which any one or more officers of the Company approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such documents by the officer or officers of the Company.

[The remainder of this page is intentionally left blank.]

WITNESS THE EXECUTION HEREOF by all the members of the Board of Directors of Oldcastle Precast, Inc. as of the date first written above.



Michael G. O'Driscoll



James B. Schack

J. L. Wittstock

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PLAN OF MERGER

EXHIBIT A

This Plan of Merger, dated as of December 28, 2000, between W.R. White Company, a Utah corporation ("W.R. White") and Oldcastle Precast, Inc., a Washington corporation ("OPI" and collectively with W.R. White, the "Constituent Corporations") provides for the merger of W.R. White with and into OPI pursuant to the provisions of Part 11 of Chapter 10a of the Utah Business Corporation Act (the "UBCA") and Chapter 23B.11 of the Washington Business Corporation Act (the "WBCA"), in a transaction intended to qualify as a reorganization under the meaning of Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "Merger").

RECITALS

- A. The Boards of Directors of OPI and W.R. White have approved this Plan of Merger and deem it advisable and in the best interest, respectively, of OPI and W.R. White to enter into the Merger.
- B. W.R. White is a wholly-owned subsidiary of OPI.
- C. OPI is the parent of W.R. White and shall be the surviving corporation after the Merger.

TERMS OF THE MERGER

1. The Merger shall be effective at 11:59 PM Eastern Standard Time on December 31, 2000 or such other later time and date as Articles of Merger are filed with the Secretary of State of the State of Washington pursuant to Section 23B.11.050 of the WBCA and with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah pursuant to Section 16-10a-1105 of the UBCA (the "Effective Time").
2. Each issued and outstanding share of the capital stock of W.R. White shall, at the Effective Time, be cancelled by virtue of the Merger without any further action on the part of the Constituent Corporations or their shareholders. The issued and outstanding shares of the capital stock of OPI shall not be converted in any manner. Each share of the capital stock of OPI which is issued and outstanding immediately prior to the Effective Time shall continue to represent one share of OPI, as the surviving corporation, after the Effective Time.
3. The Articles of Incorporation of OPI, as in effect immediately prior to the Effective Time and without amendment, shall be the Articles of Incorporation of OPI, as the surviving corporation, after the Effective Time and until amended in accordance with the provisions thereof and applicable law.
4. The By-Laws of OPI, as in effect immediately prior to the Effective Time and without amendment, shall be the By-Laws of OPI, as the surviving corporation, after the Effective Time and until amended in accordance with the provisions thereof, OPI's Articles of Incorporation and applicable law.
5. The directors and officers of OPI, immediately prior to the Effective Time and without change, shall be the directors and officers of OPI, as the surviving corporation, after the Effective Time and until changed in accordance with the provisions of OPI's Articles of Incorporation and By-Laws and applicable law.
6. As of the Effective Time, OPI, as the surviving corporation, shall succeed to all of the assets and legally enforceable liabilities and obligations of W.R. White.

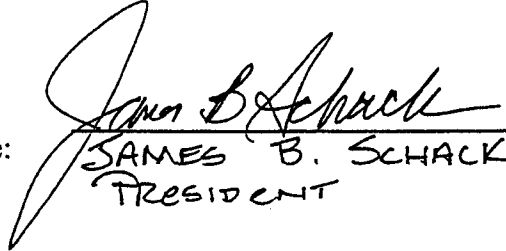
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IN WITNESS WHEREOF, each of the undersigned, constituting the Constituent Corporations, pursuant to the authority given them, respectively, by the Boards of Directors of the Constituent Corporations, have caused this Plan of Merger to be executed as of the date first written above.

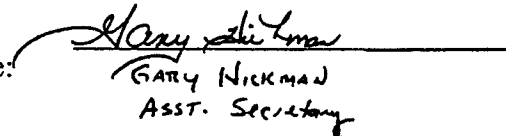
W.R. WHITE COMPANY

By:  
Name:  
Title:

  
SAMES B. SCHACK  
PRESIDENT

OLDCASTLE PRECAST, INC.

By:  
Name:  
Title:

  
GARY NICKMAN  
ASST. Secretary

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