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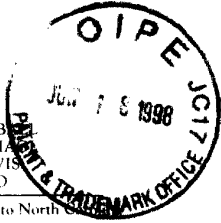


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UNITED STATES PATENT AND TRADEMARK OFFICE

(256) 539-6000

FAX: (256) 539-6024



ERNEST W. B...
KAREN G. B...
C. PAUL DAVIS
*KARL W. LEO

*Admitted also to North Carolina

June 17, 1998

D
TM
6-18-98

MORRIS J. "MO" BROOKS, JR.
OF COUNSEL

PLEASE REFERENCE OUR
FILE NUMBER ON ALL
CORRESPONDENCE

VIA FEDERAL PRESS DELIVERY

Comm. Patents and Trademarks
United States Patent and Trademark Office
2011 Jefferson Davis Highway
Arlington, VA 22202

Attn: Box Assignments/Fee

RE: Assignment of Registrations
Our File Nos. 2008-009

Dear Commissioner:

Please record the enclosed document regarding the name change of the owner of the four (4) marks identified below.

Party Conveying Interest: American Builders & Contractors Supply Co., Inc., a Texas corporation

Party Receiving Interest: American Builders & Contractors Supply Co., Inc., a Delaware corporation
One ABC Parkway
Beloit, Wisconsin 53511

Nature of Conveyance: Merger of American Builders & Contractors Supply Co., Inc., a Texas corporation with and into American Builders & Contractors Supply Co., Inc., a Delaware corporation, and assignment of all right, title and interest in and to the following marks:

07/10/1998 DMGUYEN 00000069 233815

01 FC:481
02 FC:482

40.00 OP
75.00 OP

Trademarks:

- A. Registration No. 233,815
- B. Registration No. 443,599
- C. Registration No. 1,700,566
- D. Registration No. 1,737,851

Comm. of Trademarks
Box Assignment
Registration Nos. 233,815, 443,599
1,700,566 and 1,737,851

Page 2

Total number of subject Registrations: 4

Date of Assignment: May 1, 1997

Inquiries regarding the assignment or recordation may be addressed to:

Karen G. Biagi
LEO AND ASSOCIATES
200 Randolph Avenue, Suite 200
Huntsville, Alabama 35801
(205)539-6000

Enclosed is evidence of the above merger and a check in the amount of One Hundred Fifteen and 00/100 Dollars (\$115.00) for the recording of these four (4) trademark assignments.

I declare that under penalty of perjury under the laws of the United States of America that, to the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted is true and correct copy of the original document.

This 17th day of June, 1998.

Sincerely,

LEO AND ASSOCIATES



By: Karen G. Biagi

Enclosures

c:\wp51\karen\abc\trademark\2002-899.232

TRADEMARK
REEL: 1751 FRAME: 0021

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.", A TEXAS CORPORATION,

WITH AND INTO "AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC." UNDER THE NAME OF "AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 1997, AT 11:40 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2746500 8100M

971142282

AUTHENTICATION: 8446321

DATE: 05-01-97

TRADEMARK

REEL: 1751 FRAME: 0022

CERTIFICATE OF MERGER

OF

AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
(a Texas corporation)

WITH AND INTO

AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
(a Delaware corporation)

*In accordance with §252 of the
General Corporation Law of the
State of Delaware*

American Builders & Contractors Supply Co., Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge American Builders & Contractors Supply Co., Inc., a Texas corporation, with and into itself, pursuant to the provisions of §252 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
American Builders & Contractors Supply Co., Inc.	Delaware
American Builders & Contractors Supply Co., Inc.	Texas

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation, in accordance with the requirements of §252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is American Builders & Contractors Supply Co., Inc (the "Surviving Corporation"). The Certificate of Incorporation of the Corporation as in effect at the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger Agreement may be amended or terminated and abandoned by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation and a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of any constituent corporation.


SIXTH: The authorized stock of American Builders & Contractors Supply Co., Inc., the Texas company, is 10,000 shares of common stock without par value.

SEVENTH: The Merger shall be effective immediately upon filing.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 1st day of May, 1997.

American Builders & Contractors Supply Co., Inc.,
a Delaware corporation

By: 
Its: VP/Sec
Diane M. Hendricks

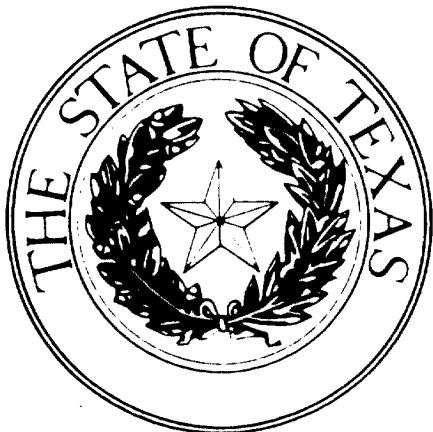


The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for **AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.**, a **TEXAS** corporation, and **AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.**, a **DELAWARE** corporation, for which a Certificate of Merger was issued on **MAY 1, 1997**; that according to the terms of the Merger the surviving entity is **AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.**, a **DELAWARE** corporation.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on May 1, 1997.

Antonio O. Garza, Jr.

DEE

Antonio O. Garza, Jr.

Secretary of State
TRADEMARK

REEL: 1751 FRAME: 0026

FILED
In the Office of the
Secretary of State of Texas
MAY 01 1997
Corporations Section

ARTICLES OF MERGER
OF
AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
(a Texas corporation)
AND
AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
(a Delaware corporation)

To the Secretary of State
State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are American Builders & Contractors Supply Co., Inc., a Texas corporation, which is a business corporation organized under the laws of the State of Texas ("ABC-TX"), and which is subject to the provisions of the Texas Business Corporation Act, and American Builders & Contractors Supply Co., Inc., which is a business corporation organized under the laws of the State of Delaware ("ABC-DE").

2. Annexed hereto and made a part hereof is the Plan of Merger ABC-TX with and into ABC-DE as approved by the directors and the shareholders of the said constituent corporations.

3. The number of shares of ABC-TX which were outstanding at the time of the approval of the Plan of Merger by its sole shareholder and his adoption of a resolution authorizing the merger is 147.04, all of which are of one class.

4. All of the aforesaid outstanding shares which voted for the Plan of Merger and the resolution authorizing the merger.

5. The approval of the Plan of Merger by the shareholders of ABC-TX was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

6. The approval of the Plan of Merger was duly authorized by all action required by the laws under which ABC-DE was incorporated and by its constituent documents.

7. ABC-DE will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws.

8. The merger herein provided for shall be effective in the State of Texas upon filing.

Executed on May 1, 1997.

American Builders & Contractors Supply Co., Inc., a Texas corporation

By: [Signature]
Its: VP/Sec

American Builders & Contractors Supply Co., Inc., a Delaware corporation

By: [Signature]
Its: VP/Sec

ANNEX A

PLAN OF MERGER APPROVED on May __, 1997 by American Builders & Contractors Supply Co., Inc., a corporation of the State of Texas ("ABC-TX"), and by resolution adopted by its Board of Directors on said date, and approved on May __, 1997 by American Builders & Contractors Supply Co., Inc., a corporation of the State of Delaware ("ABC-DE"), and by resolution adopted by its Board of Directors on said date.

1. ABC-TX and ABC-DE shall, pursuant to the provisions of the Texas Business Corporation Act and of the laws of the State of Delaware, be merged with and into a single corporation, to wit, ABC-DE, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name. The surviving corporation shall be governed by the laws of the State of Delaware, which is the jurisdiction of its organization. The separate existence of ABC-TX, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Texas Business Corporation Act.

2. The certificate of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation, and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of ABC-TX shall, upon the effective date of the merger, be converted into one share of the surviving corporation. At the effective time of the Merger, there are no shares of the surviving corporation issued and outstanding.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of ABC-TX for his approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Texas

Business Corporation Act, and adopted by the board of directors of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning the merger before or after the authorization thereof by the shareholders of the terminating corporation or of the surviving corporation.



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

2H17AO

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

AMERICAN BUILDERS & CONTRACTORS SUPPLY CO INC

is, as of this date, in good standing with this office for the purpose of
dissolution under Article 6.01 of the Texas Business Corporation Act, merger,
or withdrawal of an out-of-state corporation, having filed the required
franchise tax reports and paid the franchise tax computed to be due
thereunder through DECEMBER 31, 1997

This certificate is not valid for the purpose of dissolution under Article 6.06
of the Texas Business Corporation Act or withdrawal of a limited liability
company.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 24TH day of
APRIL, 1997 A.D.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 0061268330

Form 05-329 (Rev 9-93/8)

RECORDED: 06/18/1998

TRADEMARK
REEL: 1751 FRAME: 0031