

03-04-1999



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To the Honorable Commissioner of Patents and Trademarks: please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Continental White Cap, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other _____
- Association
- Limited Partnership

3. Nature of conveyance:

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

Execution Date: May 26, 1992

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

Name: White Cap, Inc.

Internal Address:

02-18-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #66

Street Address: 1140 W. 31st Street

City: Downers Grove State: IL ZIP: 60515

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Delaware
- Other _____

If Assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? YES NO

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

660,531

Additional numbers attached? YES NO

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

Name: John L. Alex

Internal Address: Lockwood, Alex, FitzGibbon & Cummings

Street Address: Three First National Plaza #1700

City: Chicago State: IL ZIP: 60602

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00 ^E

Enclosed

Authorized to be charged to deposit account if there is a deficiency in the enclosed fee or to credit any overpayment thereof

8. Deposit account number: 12-1828
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

40.00

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.

John L. Alex
Name of Person Signing

Signature

February 18, 1999

Date

Total number of pages comprising cover Sheet: 1

TRADEMARK
REEL: 1863 FRAME: 0577

33/03/1999 JMT:INS 00009142 660531

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/09/1992
921625026 - 931051

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CONTINENTAL WHITE CAP, INC.

PURSUANT TO SECTION 242 OF THE DELAWARE GENERAL CORPORATION LAW

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned, John Scales and Henry S. Conston, President and Secretary, respectively, of Continental White Cap, Inc. (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is:
Continental White Cap, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on January 28, 1982.

3. The Certificate of Incorporation of Continental White Cap, Inc. is hereby amended to include a new Article 1. as follows:

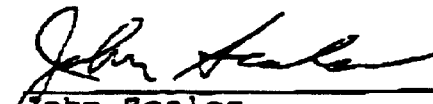
1. The name of the Corporation is:
White Cap, Inc.

4. The Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by Unanimous Written Consents of the Board of Directors and Stockholders of the Corporation dated as of May 26, 1992.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment as of the 26th day of May, 1992 and the statements contained herein are affirmed by them as true under the penalties of perjury.

ATTEST:


Henry S. Conston
Secretary
[Seal]


John Scales
President

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 AMENDMENT OF "CONTINENTAL WHITE CAP, INC.", CHANGING ITS NAME FROM "CONTINENTAL WHITE CAP, INC." TO "WHITE CAP, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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950151689

AUTHENTICATION:

DATE:

7565858

07-07-95

RECORDED: 02/18/1999

TRADEMARK
REEL: 1863 FRAME: 0579