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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC T 101969162

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Westburne Supply, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 1, 2001

2. Name and address of receiving party(ies)
Name: Rexel, Inc.
Internal Address: _____
Street Address: 6700 LBJ Freeway, Suite 3200
City: Dallas State: TX Zip: 75240-6503

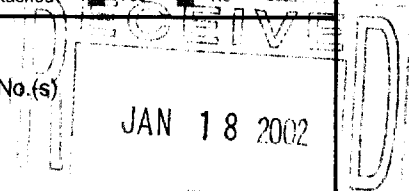
Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

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 registration number(s):
A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
941,704

Additional number(s) attached Yes No



5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Valerie Walsh Johnson
Internal Address: Baker, Donelson, Bearman & Caldwell
Street Address: 165 Madison Avenue
Suite 2000
City: Memphis State: TN Zip: 38103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-1629
(Attach duplicate copy of this page if paying by deposit account)

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.

Valerie Walsh Johnson *Valerie Walsh Johnson* December 12, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

02/01/2002 0BYRNE 00000042 941704 01 FC:481

40.00 DP Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002435 FRAME: 0488

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of the 1st day of June, 2001, by and between Westburne Supply Inc., a Delaware corporation ("Assignor") and Rexel, Inc., a New York corporation ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated June 1, 2001 (the "Asset Purchase Agreement");

WHEREAS, in accordance with the terms of the Asset Purchase Agreement, Assignor wishes to transfer to Assignee all its right, title and interest in and to certain trademarks and service marks used in the Purchased Business (as that term is defined in the Asset Purchase Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title and interest in and to the following trademarks and service marks and the goodwill symbolized thereby:

MARK	JURISDICTION	REG. NO.	GOODS/SERVICES
WEHLE E SERVICE QUALITY VALUE (and Design)	United States	0941704	Distributorship services in the field of electrical and electronic industrial and commercial products.
M&L (and Design)	State of New York	S15484	Wholesale distribution of electrical products.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed in the manner appropriate to it of the date first written above.

Westburne Supply Inc.

By: 

Name: René Mérat

Title: VP, General Counsel & Secretary