

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MarketFocus Communications, Inc.		07/24/2006	CORPORATION: VIRGINIA

**RECEIVING PARTY DATA**

Name:	Ferguson Enterprises, Inc.
Street Address:	12500 Jefferson Avenue
City:	Newport News
State/Country:	VIRGINIA
Postal Code:	23602-4314
Entity Type:	CORPORATION: VIRGINIA

**PROPERTY NUMBERS Total: 56**

Property Type	Number	Word Mark
Serial Number:	78839654	AQ AIR QUALITY SPECIALIST
Serial Number:	78873713	BRINGING COMFORT TO YOUR HOME
Serial Number:	78827166	CUSTOMER FOCUSED ASSOCIATE DRIVEN
Serial Number:	78836904	MIRABELLE
Serial Number:	78839688	PROCARD
Serial Number:	78836374	MIRABELLE
Serial Number:	78839674	PRO CARD
Serial Number:	78827291	RIVERS COLLECTION
Serial Number:	78827490	RIVERS COLLECTION
Serial Number:	78836257	SETTLE FOR MORE
Serial Number:	78828477	WHERE THE PROS GET IT
Registration Number:	1192372	
		FERGUSON BATH GALLERY FERGUSON ENTERPRISES,

OP \$1415.00 78839654

Registration Number:	1500851	INC.
Registration Number:	2197283	A FIXTURE IN THE PLUMBING BUSINESS
Registration Number:	2828154	A HIGHER DEGREE OF SERVICE
Registration Number:	2400747	CARNEROS
Registration Number:	2268088	FERGUSON
Registration Number:	1648420	FERGUSON ENTERPRISES, INC.
Registration Number:	2006588	FERGUSON XPRESS
Registration Number:	3034875	FERGUSON WATERWORKS
Registration Number:	3050928	MIRABELLE
Registration Number:	2328861	MORE THAN BUSINESS - IT'S PERSONAL
Registration Number:	2512280	MONTEVINA
Registration Number:	2490108	ON SITE WE DELIVER SERVICE!
Registration Number:	2051017	OUR STOCK IS ALWAYS UP
Registration Number:	1924294	PLUMB SOURCE
Registration Number:	2058566	PLUMB SOURCE
Registration Number:	2262180	THE PROFESSIONAL'S SOURCE FERGUSON
Registration Number:	2980124	PROVISIONS
Registration Number:	2042835	PROFLO
Registration Number:	2042839	PROFLO
Registration Number:	2066267	PROFLO
Registration Number:	2088598	PROFLO
Registration Number:	2546295	PROFLO
Registration Number:	2664985	PROFLO
Registration Number:	2426328	PROFLO
Registration Number:	2549004	PROFLO AIRE
Registration Number:	3065212	PROSELECT
Registration Number:	2081746	ROCAILLE
Registration Number:	2421929	RUTHERFORD
Registration Number:	2723602	THE WHOLE HOUSE SOLUTION
Registration Number:	2830389	WE HELP BUILD AMERICA
Registration Number:	3012954	THE PLUMBERS WAREHOUSE
Registration Number:	2204634	THE PLUMBERS WAREHOUSE
Serial Number:	78843641	HOME GALLERY
Serial Number:	78899704	PRO EDGE
Serial Number:	78899688	PROEDGE

Serial Number:	78701568	MIRABELLE
Serial Number:	78701551	MIRABELLE
Registration Number:	2004950	THE STOCK MARKET
Registration Number:	2416307	SANTA CLARA
Registration Number:	2402634	ST. HELENA
Registration Number:	2450040	PRODUCTS YOU KNOW. PEOPLE YOU TRUST.
Registration Number:	2004909	THE STOCK MARKET
Serial Number:	78447649	MIRABELLE
Serial Number:	78447637	MIRABELLE

**CORRESPONDENCE DATA**

Fax Number: (757)989-2327

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (703)307-5419

Email: mafalove@yahoo.com

Correspondent Name: Mary Frances Love

Address Line 1: 3417 S. Utah Street

Address Line 4: Arlington, VIRGINIA 22206

NAME OF SUBMITTER:	Mary Frances Love
Signature:	/Mary F. Love/
Date:	08/02/2006

**Total Attachments: 5**

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**ARTICLES OF MERGER**

**MERGING**

**CENTRAL GEORGIA SUPPLY CO., INC.,**  
a Georgia corporation,

**CLAYTON ACQUISITION COMPANY,**  
a Delaware corporation,

**DAVIDSON ELECTRIC WHOLESALE SUPPLY, INC.,**  
a North Carolina corporation,

**FERGUSON ENTERPRISES MIDWEST, INC.,**  
a Virginia corporation,

**FERGUSON ENTERPRISES OF ALABAMA, INC.,**  
a Virginia corporation,

**FRISCHKORN, INC.,**  
a Virginia corporation,

**J. D. DADDARIO COMPANY, INCORPORATED,**  
a Massachusetts corporation,

**MARKETFOCUS COMMUNICATIONS, INC.,**  
a Virginia corporation,

**RECORD SUPPLY COMPANY,**  
a Nevada corporation,

**PIPE PRODUCTS, INC.,**  
an Ohio corporation,

**AND**

**SUPPLY NORTH CENTRAL GROUP, INC.,**  
a Michigan corporation,

**WITH AND INTO**

**FERGUSON ENTERPRISES, INC.,**  
a Virginia corporation

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act, Ferguson Enterprises, Inc., a Virginia corporation (the "Surviving Corporation"), as the surviving corporation, hereby adopts the following Articles of Merger:

**FIRST:** The Plan of Merger (the "Plan") pursuant to which (i) Central Georgia Supply Co., Inc., a Georgia corporation, (ii) Clayton Acquisition Company, a Delaware corporation, (iii) Davidson Electric Wholesale Supply, Inc., a North Carolina corporation (iv) Ferguson Enterprises Midwest, Inc., a Virginia corporation, (v) Ferguson Enterprises of Alabama, Inc., a Virginia corporation, (vi) Frischkorn, Inc., a Virginia corporation, (vii) J. D. Daddario Company, Incorporated, a Massachusetts corporation, (viii) MarketFocus Communications, Inc., a Virginia corporation, (ix) Record Supply Company, a Nevada corporation, (x) Pipe Products, Inc., an Ohio corporation, and (xi) Supply North Central Group, Inc., a Michigan corporation (collectively, the "Merged Corporations"), will merge with and into the Surviving Corporation (the "Merger") is attached hereto as Exhibit A and made a part hereof.


**SECOND:** The Plan was duly approved and adopted on July 24, 2006 by resolutions of the Board of Directors of the Surviving Corporation, a copy of which is attached hereto as Exhibit B, which were adopted by unanimous written consent. The Surviving Corporation is the parent entity of the Merged Corporations and owns 100% of the common stock of the Merged Corporations, which is the Merged Corporations' sole class of stock. Pursuant to Section 13.1-719 of the Virginia Stock Corporation Act, approval by the shareholders of Merged Corporations or the shareholders of the Surviving Corporation was not required.

**THIRD:** The Merger is permitted by the laws of the Commonwealth of Virginia, the jurisdiction in which the Surviving Corporation is incorporated, and the Surviving Corporation has complied with such laws in effecting such Merger. The Merger is permitted by the laws of the State of Delaware, State of Georgia, Commonwealth of Massachusetts, State of Michigan, State of Nevada, State of North Carolina, and State of Ohio, all of the jurisdictions in which the Merged Corporations are incorporated, and the Merged Corporations and the Surviving Corporation have complied with such laws effecting such Merger.


**FOURTH:** Pursuant to Section 13.01-606 of the Virginia Stock Corporation Act the Merger shall be effective as of 11:59 p.m. on July 31, 2006.

WITNESS the following signatures as of the 24th day of July, 2006.


**FERGUSON ENTERPRISES, INC.**

By:   
Terry E. Hall, Vice President

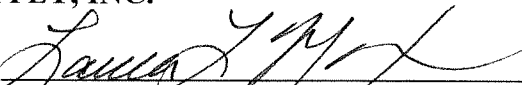
**CENTRAL GEORGIA SUPPLY CO.,  
INC.**

By:   
Laura L. Maxson, Assistant Secretary


**CLAYTON ACQUISITION COMPANY**

By:   
Laura L. Maxson, Assistant Secretary


**DAVIDSON ELECTRIC WHOLESALE  
SUPPLY, INC.**

By:   
Laura L. Maxson, Assistant Secretary

**FERGUSON ENTERPRISES MIDWEST,  
INC.**

By:   
Laura L. Maxson, Assistant Secretary


**FERGUSON ENTERPRISES OF  
ALABAMA, INC.**

By:   
Laura L. Maxson, Assistant Secretary


**FRISCHKORN, INC.**

By:   
Laura L. Maxson, Assistant Secretary


**J. D. DADDARIO COMPANY,  
INCORPORATED**

By:   
Laura L. Maxson, Assistant Secretary


**MARKETFOCUS COMMUNICATIONS,  
INC.**

By:   
Laura L. Maxson, Assistant Secretary


**RECORD SUPPLY COMPANY**

By:   
Laura L. Maxson, Assistant Secretary

**PIPE PRODUCTS, INC.**

By:   
Laura L. Maxson, Assistant Secretary

**SUPPLY NORTH CENTRAL GROUP,  
INC.**

By:   
Laura L. Maxson, Assistant Secretary

# EXHIBIT A

## PLAN OF MERGER

1. Each of (i) Central Georgia Supply Co., Inc., a Georgia corporation, (ii) Clayton Acquisition Company, a Delaware corporation, (iii) Davidson Electric Wholesale Supply, Inc., a North Carolina corporation (iv) Ferguson Enterprises Midwest, Inc., a Virginia corporation, (v) Ferguson Enterprises of Alabama, Inc., a Virginia corporation, (vi) Frischkorn, Inc., a Virginia corporation, (vii) J. D. Daddario Company, Incorporated, a Massachusetts corporation, (viii) MarketFocus Communications, Inc., a Virginia corporation, (ix) Record Supply Company, a Nevada corporation, (x) Pipe Products, Inc., an Ohio corporation, and (xi) Supply North Central Group, Inc., a Michigan corporation (collectively, the "Merged Corporations"), shall merge with and into Ferguson Enterprises, Inc., a Virginia corporation (the "Surviving Corporation").

2. The mergers of the Merged Corporations with and into the Surviving Corporation shall be effective as of 11:59 p.m. on July 31, 2006.

3. At the time of such mergers, all issued and outstanding shares of the capital stock of each of the Merged Corporations, which shares are all owned by the Surviving Corporation, shall be canceled and each issued and outstanding share of the capital stock of the Surviving Corporation shall remain outstanding after such mergers and shall not be affected in any way by such mergers.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect at the time of such mergers shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the time of such mergers.

5. The Board of Directors and officers of the Surviving Corporation in effect immediately prior to such merger shall be the Board of Directors and officers of the Surviving Corporation at and immediately after such merger until the earlier of their resignation or removal or until their successors are duly elected, as the case may be.

## **EXHIBIT B**

### **RESOLUTIONS APPROVING MERGER**

**RESOLVED**, that it is in the best interests of the Corporation for each of (i) Central Georgia Supply Co., Inc., a Georgia corporation, (ii) Clayton Acquisition Company, a Delaware corporation, (iii) Davidson Electric Wholesale Supply, Inc., a North Carolina corporation, (iv) Ferguson Enterprises Midwest, Inc., a Virginia corporation, (v) Ferguson Enterprises of Alabama, Inc., a Virginia corporation, (vi) Frischkorn, Inc., a Virginia corporation, (vii) J.D. Daddario Company, Incorporated, a Massachusetts corporation, (viii) MarketFocus Communications, Inc., a Virginia corporation, (ix) Record Supply Company, a Nevada corporation, (x) Pipe Products, Inc., an Ohio corporation, and (xi) Supply North Central Group, Inc., a Michigan corporation, each of which is a wholly-owned subsidiary of the Corporation, to merge with and into the Corporation, such mergers to be effective as of 11:59 p.m. on July 31, 2006;

**FURTHER RESOLVED**, that the Plan of Merger attached hereto as Exhibit A is hereby approved, ratified and affirmed;

**FURTHER RESOLVED**, that any one or more officers of the Corporation is/are hereby authorized and directed to do all such further acts and things on behalf of the Corporation as such officer(s) shall determine to be necessary or desirable in order to effectuate the foregoing resolutions; and

**FURTHER RESOLVED**, that the effective date of the foregoing resolutions shall be as of July 24, 2006.