

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
EWC GP Corp.		06/28/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Encore Wire Corporation
Street Address:	1410 Millwood Road
City:	McKinney
State/Country:	TEXAS
Postal Code:	75069
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2687746	ENCORE WIRE
Registration Number:	2263692	HANDY MAN'S CHOICE
Registration Number:	1900498	

**CORRESPONDENCE DATA**

Fax Number: (214)969-1751  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: remy.davis@tklaw.com  
 Correspondent Name: Remy M. Davis  
 Address Line 1: 1700 Pacific Avenue  
 Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	023944.8686
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NAME OF SUBMITTER:	Remy M. Davis
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Signature:	/Remy M. Davis/
Date:	03/03/2008
<b>Total Attachments: 4</b> source=Cert of Merger EWC GP CORP to Encore Wire Corporation#page1.tif source=Cert of Merger EWC GP CORP to Encore Wire Corporation#page2.tif source=Cert of Merger EWC GP CORP to Encore Wire Corporation#page3.tif source=Cert of Merger EWC GP CORP to Encore Wire Corporation#page4.tif	

# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EWC GP CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "ENCORE WIRE CORPORATION" UNDER THE NAME OF "ENCORE WIRE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2007, AT 2:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 12:03 O'CLOCK A.M.

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



2192543 8100M

070762917

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5804546

DATE: 06-29-07

TRADEMARK  
REEL: 003730 FRAME: 0393

**CERTIFICATE OF OWNERSHIP AND MERGER**

of  
**EWC GP CORP.**  
(a Delaware corporation)

with and into  
**ENCORE WIRE CORPORATION**  
(a Delaware corporation)

(UNDER SECTION 253 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

Encore Wire Corporation, a Delaware corporation, hereby certifies that:

(1) The name and state of incorporation or formation of each of the constituent corporations are:

(a) Encore Wire Corporation, a Delaware corporation (the "Corporation");  
and

(b) EWC GP Corp., a Delaware corporation ("EWC GP").

(2) The Corporation owns 100% of the issued and outstanding shares of the capital stock of EWC GP.

(3) The Corporation shall be the surviving corporation in the merger and its name shall remain "Encore Wire Corporation".

(4) The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

(5) Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Corporation adopted resolutions authorizing the merger of EWC GP with and into the Corporation by unanimous written consent. A copy of such resolutions, which were adopted as of June 25, 2007, is attached as Exhibit A hereto.

(6) The merger is to be effective at 12:03 a.m. Eastern Time on June 29, 2007.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer on the 28<sup>th</sup> day of June, 2007.

ENCORE WIRE CORPORATION

By: David Jones  
Name: David Jones  
Title: President

**EXHIBIT A**

**RELATING TO MERGER OF EWC GP CORP. INTO AND WITH ENCORE WIRE CORPORATION  
(THE "CORPORATION")**

WHEREAS, the 2007 Reorganization contemplates that EWC GP Corp. be merged into and with the Corporation with the Corporation as the surviving corporation to be governed by the laws by the State of Delaware; and

WHEREAS, after careful consideration by the Board of Directors the conclusion has been reached that the proposed merger is in the best interests of the Corporation and its stockholders;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors deems it advisable and in the best interest of the Corporation and its stockholders and hereby approves the merger of EWC GP Corp. into and with the Corporation with the Corporation as the surviving corporation to be governed by the laws of the State of Delaware all in accordance with and substantially upon the terms, provisions and conditions to be set forth in the merger agreement referred to below.

RESOLVED FURTHER, that the Corporation as the sole stockholder of EWC GP Corp. approves the proposed merger.

RESOLVED FURTHER, that the Designated Officers are hereby authorized and directed, in the name and on behalf of the Corporation to execute and deliver an agreement and plan of merger in such form and with such terms, provisions and conditions as such officers may in their sole and absolute discretion approve (the "Merger Agreement"), such approval to be conclusively evidenced by the execution and delivery of the Merger Agreement and a consent of sole stockholder evidencing the Corporation's consent to the proposed merger.

RESOLVED FURTHER, that the Designated Officers are hereby further authorized and directed in the name and on behalf of the Corporation do perform or cause to be done and performed all such acts as such officers shall be deemed necessary, advisable or appropriate in order to perform and comply with all covenants and agreements of the Corporation contained in the Merger Agreement and to meet and satisfy all conditions contained therein and to carry out and consummate the merger of EWC GP Corp. into and with the Corporation.

**RELATING TO FURTHER AUTHORIZATION**

RESOLVED, that each of the Designated Officers is hereby severally authorized and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments, in the name and on behalf of the Corporation, as in his judgment shall be necessary, desirable or advisable in order to carry out the intent, and to accomplish the purposes, of the foregoing resolutions.

RESOLVED FURTHER, that all actions heretofore taken by the Designated Officers in connection with the foregoing matters are approved, ratified and confirmed in all respects.