

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	California Wholesale Material Supply, Inc.		12/27/2007
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	California Wholesale Material Supply, LLC		
Street Address:	8535 E. Florence Avenue, Suite 100		
City:	Downey		
State/Country:	CALIFORNIA		
Postal Code:	90240-4014		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3529108	THE TOTAL SOLUTION
	Registration Number:	1560252	CALPLY
CORRESPONDENCE DATA			
Fax Number:	(312)672-5640		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-436-5640		
Email:	psahu@usg.com		
Correspondent Name:	USG Corporation		
Address Line 1:	550 West Adams Street, Dept. 189		
Address Line 2:	Pete Sahu		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	TM ASSIGNMENTS - CALPLY		
NAME OF SUBMITTER:	Pradip Sahu		

CH \$65.00 3529108

900147179

TRADEMARK
REEL: 004093 FRAME: 0001

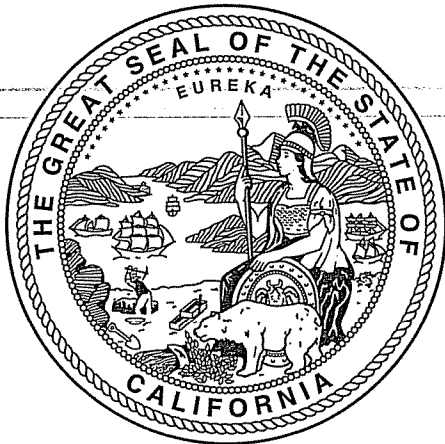
Signature:	/pradipsahu/
Date:	11/09/2009
Total Attachments: 4 source=CALPLY#page1.tif source=CALPLY#page2.tif source=CALPLY#page3.tif source=CALPLY#page4.tif	

**State of California
Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 31 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

DEC 31 2007

AGREEMENT OF MERGER

This Agreement of Merger is entered into between California Wholesale Material Supply, LLC, a Delaware limited liability company (herein "Surviving Corporation") and California Wholesale Material Supply, Inc., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged in Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares (Member) of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

California Wholesale Material Supply, LLC
(Surviving Corporation)

By: John W. Cain
John W. Cain, Vice President

By: Suzanne K. Torrey
Suzanne K. Torrey, Secretary

California Wholesale Material Supply, Inc.
(Merging and Disappearing Corporation)

By: John W. Cain
John W. Cain, Vice President

By: Suzanne K. Torrey
Suzanne K. Torrey, Secretary



**State of California
Secretary of State**

OBE MERG

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY California Wholesale Material Supply, LLC	2. TYPE OF ENTITY limited liability corporation	3. CA SECRETARY OF STATE FILE NUMBER	4. JURISDICTION Delaware
5. NAME OF DISAPPEARING ENTITY California Wholesale Material Supply, Inc.	6. TYPE OF ENTITY stock corporation	7. CA SECRETARY OF STATE FILE NUMBER CO318189	8. JURISDICTION California

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.

SURVIVING ENTITY			DISAPPEARING ENTITY		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
sole member		100%	102 shares, common		100%

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY CITY AND STATE ZIP CODE

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

Delaware Limited Liability Company Act

15. FUTURE EFFECTIVE DATE, IF ANY

12 - 31 - 07
(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

John W. Cain 12-27-07
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

John W. Cain Vice President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Suzanne K. Torrey 12-27-07
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Suzanne K. Torrey Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

John W. Cain 12-27-07
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

John W. Cain Vice President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Suzanne K. Torrey 12-27-07
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Suzanne K. Torrey Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

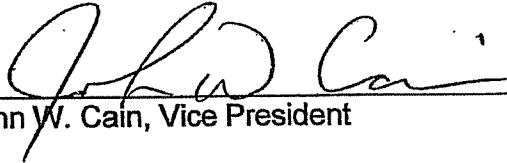
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

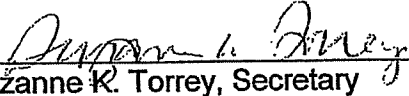
John W. Cain and Suzanne K. Torrey certify that:

1. They are the Vice President and Secretary, respectively of California Wholesale Supply, Inc. a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 102.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.



John W. Cain, Vice President



Suzanne K. Torrey, Secretary

#166959

