

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CDW Corporation		12/30/2009	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	CDW LLC		
Street Address:	200 N. Milwaukee Avenue		
City:	Vernon Hills		
State/Country:	ILLINOIS		
Postal Code:	60061		
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76467290	CUSTOMER MARKETING OPERATIONS AND PURCHASING COWORKER SERVICES SALES AND TRAINING INFORMATION TECHNOLOGY FINANCE	
CORRESPONDENCE DATA			
Fax Number:	(312)474-0448		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3124746300		
Email:	docket@marshallip.com		
Correspondent Name:	Marshall Gerstein & Borun LLP		
Address Line 1:	233 S. Wacker Drive		
Address Line 2:	Suite 6300		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	31150/60068		
NAME OF SUBMITTER:	Gregory J. Chinlund		

OP \$40.00 76467290

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Signature:	/gjc/
Date:	12/16/2010
Total Attachments: 5 source=cdw#page1.tif source=cdw#page2.tif source=cdw#page3.tif source=cdw#page4.tif source=cdw#page5.tif	



Form **LLC-37.25**

April 2008

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger or more than two entities, \$50 for each additional entity.

**Illinois
Limited Liability Company Act
Articles of Merger**

SUBMIT IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Date: 12/31/09
Filing Fee: \$ 100.00
Approved: [Signature]

ASSIGNED FILE #: 0290922

This space for use by Secretary of State.

FILED

DEC 31 2009

**JESSE WHITE
SECRETARY OF STATE**

PAID

DEC 31 2009

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
<u>CDW Corporation</u>	<u>Corporation</u>	<u>Illinois</u>	<u>5838-520-4</u>
<u>CDWC LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>02909227</u>

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: CDWC LLC

b. Address of Surviving Entity: 200 N. Milwaukee Avenue, Vernon Hills, IL 60061

4. Effective date of merger: (check one)

a. the filing date, or

b. a later date, but not more than 30 days subsequent to the filing date: _____

Month, Day, Year

5. All Limited Liability Companies that are parties to this merger and were on record with the Illinois Secretary of State prior to Jan. 1, 1998, have elected in their operating agreements to be governed by the Amending Act of 1997.

6. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:

The new name of the limited liability company is CDW LLC.



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LLC-37.25

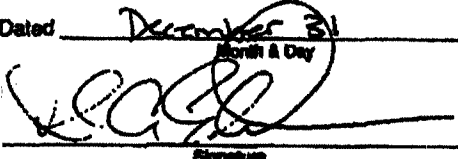
7. For the Limited Liability Companies that are parties to the merger, complete the following:


Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
<u>CDWC LLC</u>	<u>Illinois</u>	<u>12/31/09</u>	

8. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated December 31, 2009
Month & Day Year

1. 
Signature
John A. Edwardson, Chairman and CEO
Name and Title (type or print)
CDW Corporation
Name if a Corporation or other Entity

2. 
Signature
John A. Edwardson, Manager
Name and Title (type or print)
CDWC LLC
Name if a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
 Carbon copy, photocopy or rubber stamp signatures
 may only be used on conformed copies.**



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AGREEMENT AND PLAN OF MERGER

OF

CDW CORPORATION

an Illinois corporation,

AND

CDWC LLC

an Illinois limited liability company,

*In accordance with the provisions of Section 11.39
of the Business Corporation Act of the State of Illinois*

THIS AGREEMENT AND PLAN OF MERGER made and entered into this 31st day of December, 2009, by and between CDW CORPORATION ("CORPORATION"), an Illinois corporation and CDWC LLC ("CDWC"), an Illinois limited liability company:

WITNESSETH, that:

WHEREAS, the Directors and sole Shareholder of CORPORATION and the sole Member and Managers of CDWC deem it advisable that CORPORATION merge into CDWC on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the Limited Liability Company Act of the State of Illinois, as amended, and the Business Corporation Act of Illinois, as amended, each of which permits such merger;

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained the parties hereby agree as follows:

FIRST: CORPORATION, which is a corporation organized in the State of Illinois, and which is sometimes hereinafter referred to as the "Terminating Corporation," shall be merged (the "Merger") with and into CDWC, which is a limited liability company organized in the State of Illinois, and which is sometimes hereinafter referred to as the "Surviving Company." The Business Corporation Act of the State of Illinois permits the merger of a business corporation of said jurisdiction with and into a limited liability company of said jurisdiction.

SECOND: The separate existence of the Terminating Corporation shall cease upon the Effective Date of the Merger in accordance with the provisions of the Business Corporation Act of the State of Illinois.

THIRD: The Surviving Company shall continue its existence and upon the Effective Date of the Merger the Surviving Company shall change its name to CDW LLC pursuant to the provisions of the Illinois Limited Liability Company Act.

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FOURTH: The Agreement and Plan of Merger shall be submitted to the Board of Directors and sole Shareholder of the Terminating Corporation in accordance with the laws of the State of Illinois and to the Board of Managers and the sole Member of the Surviving Company in accordance with the laws of the State of Illinois.

FIFTH: Upon the Effective Date of the Merger, each of the issued and outstanding shares of the Terminating Corporation shall be, by virtue of the Merger and without any action by the Terminating Corporation or Surviving Company or any other person, cancelled and no cash or securities or other property shall be payable to Terminating Corporation in respect thereof.

SIXTH: Each Common Unit of the Surviving Company issued and outstanding on the Effective Date shall continue to be issued and outstanding following the Effective Date and shall represent one Common Unit of the Surviving Company.

SEVENTH: The Articles of Organization of the Surviving Company as they exist on the Effective Date shall be the Articles of Organization of the Surviving Company following the Effective Date, amended to change the name as stated in Article Third of this Agreement and Plan of Merger.

EIGHTH: The Operating Agreement of the Surviving Company as it exists on the Effective Date shall be the Operating Agreement of the Surviving Company following the Effective Date, amended to change the name as stated in Article Third of this Agreement and Plan of Merger.

NINTH: The Managers of the Surviving Company as they exist on the Effective Date shall be the Managers of the Surviving Company following the Effective Date, and such persons shall serve as Managers for the terms provided for in the Operating Agreement or until their respective successors are elected and qualified.

TENTH: The Effective Date of the Merger shall be as of the close of business on December 31, 2009, immediately following the merger of CDW Government, Inc., a wholly-owned subsidiary of the Terminating Corporation, into CDWG LLC, also a wholly-owned subsidiary of the Terminating Corporation.

ELEVENTH: If, at any time, the Surviving Company shall consider or be advised that any acknowledgements or assurance in law or any similar action are necessary or desirable in order to acknowledge or confirm in and to the Surviving Company any right, title or interest of the Terminating Corporation held immediately prior to the Effective Date, the Terminating Corporation and its proper officers and directors shall execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Company as shall be necessary to carry out the purposes of the Agreement and Plan of Merger, and the Surviving Company and the proper officers and managers thereof are fully authorized to take any and all such action in the name of the Terminating Corporation or otherwise.

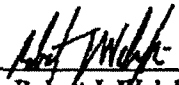
TWELFTH: This Agreement and Plan of Merger may be terminated and abandoned by action of either party hereto at any time prior to the filing date whether before or after approval

by the sole Shareholder of the Terminating Corporation and the sole Member of the Surviving Company.


THIRTEENTH: The Parties intend that the Merger will be treated as a reorganization under Internal Revenue Code Section 368(a)(1)(F).

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized all as of the date first written above.

CDW CORPORATION,
an Illinois Corporation

By: 
Robert J. Welyki
Vice President and Treasurer

CDWC LLC, an Illinois Limited
Liability Company

By: 
Robert J. Welyki
Vice President and Treasurer