

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/17/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Bell Industries, Inc.		03/17/2011
RECEIVING PARTY DATA			
Name:	Bell Industries, Inc.		
Street Address:	8888 Keystone Crossing, Suite 1700		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46240		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3134212	DEPOTWORKS
CORRESPONDENCE DATA			
Fax Number:	(818)678-6111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	818-678-6408		
Email:	artfreilich@aol.com		
Correspondent Name:	Arthur Freilich		
Address Line 1:	20555 Devonshire St. #372		
Address Line 4:	Chatsworth, CALIFORNIA 91311		
ATTORNEY DOCKET NUMBER:	204/524		
NAME OF SUBMITTER:	Arthur Freilich		
Signature:	/arthur freilich/		

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**TRADEMARK
 REEL: 004609 FRAME: 0609**

Date:

08/22/2011

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BELL INDUSTRIES, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "DELAWARE BELL INDUSTRIES, INC." UNDER THE NAME OF "BELL INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 2011, AT 3:52 O'CLOCK P.M.

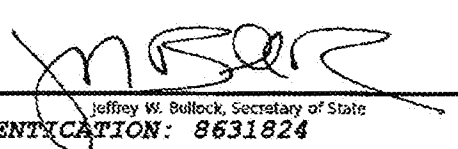
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8631824

DATE: 03-17-11

TRADEMARK
REEL: 004609 FRAME: 0611

CERTIFICATE OF MERGER

OF

BELL INDUSTRIES, INC.
a California corporation

INTO

DELAWARE BELL INDUSTRIES, INC.
a Delaware corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Delaware Bell Industries, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Bell Industries, Inc., a California corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of Delaware Bell Industries, Inc., the surviving corporation, will be changed to Bell Industries, Inc. as a result of the merger, as set forth in Article FOURTH below. The surviving corporation is a corporation of the State of Delaware.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, except that Article ONE of the Certificate of Incorporation shall be amended and restated in its entirety as follows:

"ONE: The name of the corporation is Bell Industries, Inc."

FIFTH: The authorized stock and par value of the non-Delaware corporation is 11,000,000 shares, 10,000,000 of which are designed common stock, without par value, and 1,000,000 of which are designed preferred stock, without par value.

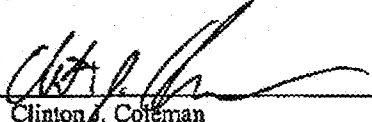
SIXTH: The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SEVENTH: The Agreement and Plan of Merger is on file at 8888 Keystone Crossing, Suite 1700, Indianapolis, Indiana 46240, the place of business of the surviving corporation.

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EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without costs, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 17th day of March, 2011.

By: 
Name: Clinton J. Coleman
Title: Chief Executive Officer

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