

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Gepco International, Inc.		12/22/2009
			Entity Type
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	General Cable Industries, Inc.		
Street Address:	4 Tesseneer Drive		
City:	Highland Heights		
State/Country:	KENTUCKY		
Postal Code:	41076		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3572084	GEPCO INTERNATIONAL, INC.
	Registration Number:	3572085	GEPCO INTERNATIONAL, INC.
CORRESPONDENCE DATA			
Fax Number:	(216)579-0212		
Phone:	(216) 586-3939		
Email:	kjkopczyk@jonesday.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Kathie J. Kopczyk		
Address Line 1:	901 Lakeside Avenue		
Address Line 2:	Jones Day		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	624665-300194/195		
NAME OF SUBMITTER:	Kathie J. Kopczyk		

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Signature:	/Kathie J. Kopczyk/
Date:	10/11/2011
Total Attachments: 3 source=gepcomerger#page1.tif source=gepcomerger#page2.tif source=gepcomerger#page3.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated December 22, 2009 is by and between GEPCO INTERNATIONAL, INC., an Illinois corporation ("Gepco") and GENERAL CABLE INDUSTRIES, INC., a Delaware corporation ("General Cable").

RECITALS:

WHEREAS, General Cable is the parent and sole shareholder of Gepco;

WHEREAS, Gepco filed its original Articles of Incorporation in the office of the Secretary of State of the State of Illinois on January 31, 1986;

WHEREAS, General Cable filed its original Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on March 12, 1979; and

WHEREAS, General Cable and the Board of Directors of Gepco desire to cause Gepco and General Cable to be merged, pursuant to the Illinois Business Corporation Act of 1983, as amended (the "IBCA"), the Delaware General Corporation Law (the "DGCL") and this Agreement into a single entity existing as a corporation formed under the laws of the State of Delaware, such that General Cable shall be the surviving corporation (the "Surviving Corporation").

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

1. Merger. As of the Effective Time (as hereinafter defined) Gepco shall merge with and into General Cable pursuant to the provisions of the IBCA and DGCL, with General Cable as the Surviving Corporation (the "Merger"). The Merger shall have the effects set forth in Section 11.50 of the IBCA and Section 252 of the DGCL. Without limiting the generality of the foregoing, General Cable, as the Surviving Corporation, shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities and franchises, as of a public or a private nature, of each of the merging corporations (viz., Gepco and General Cable), and all obligations belonging to or due to each of the merging corporations, all of which are vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in real estate vested in any merging corporation shall not revert or in any way be impaired by reason of the Merger.

2. Filings: Effects of Merger.

(a) Filing of Articles of Merger; Filing of Certificate of Merger; Effective Time. Articles of merger executed in accordance with the IBCA and as are required to effectuate the Merger shall be filed with the Secretary of State of the State of Illinois. A Certificate of Merger executed in accordance with the DGCL and as are required to effectuate the Merger shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on December 31, 2009, herein sometimes referred to as the "Effective Time."

3. Name of Surviving Corporation; Certificate of Incorporation; Bylaws.

(a) Name of Surviving Corporation. The name of the Surviving Corporation on and after the Effective Time shall be General Cable Industries, Inc.

(b) Certificate of Incorporation. The Certificate of Incorporation of General Cable as in effect on the date hereof shall from and after the Effective Time be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law, and is not amended in any respect by this agreement.

(c) Bylaws. The Bylaws of General Cable, as in effect immediately before the Effective Time, shall from and after the Effective Time be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

(d) Directors and Officers. The directors and officers of General Cable shall continue in office as the directors of the Surviving Corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

4. Cancellation of Gepeco Shares.

(a) Gepeco Shares. Upon the Effective Time, by virtue of the Merger and without any need for any action on the part of the holder thereof, each share of Gepeco common stock, issued and outstanding immediately prior to the Effective Time, shall be cancelled without consideration.

(b) General Cable Shares. The outstanding shares of General Cable shall remain outstanding and are not affected by the Merger.

5. Miscellaneous.

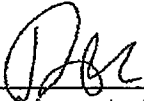
(a) This Agreement may be terminated and the proposed Merger abandoned at any time before the filing time of the Merger, if the Board of Directors of Gepeco or the Board of Directors of General Cable duly adopt a resolution abandoning this Agreement.

(b) For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

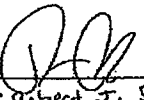
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IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed as of the date first written above.

GEPCO INTERNATIONAL, INC.,
an Illinois corporation

By: 
Name: Robert J. Sivoz
Title: *EvP + Secretary*

GENERAL CABLE INDUSTRIES, INC.,
a Delaware corporation

By: 
Name: Robert J. Sivoz
Title: *EvP + Secretary*

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