

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
REXEL, INC.		12/16/2013	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	SUMMERS GROUP, INC.		
Street Address:	14951 Dallas Parkway, 11th Floor		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75257		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2127573	REXEL	
Registration Number:	2124121	REXEL	
Registration Number:	3332737	THE VALUE OF LIGHT	
CORRESPONDENCE DATA			
Fax Number:	2128135901		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2128135900		
Email:	assignments@fzlz.com		
Correspondent Name:	LAWRENCE E. APOLZON		
Address Line 1:	FROSS ZELNICK LEHRMAN & ZISSU, P.C.		
Address Line 2:	866 UNITED NATIONS PLAZA		
Address Line 4:	NEW YORK, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	SUMG 1311003		

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NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/anca nicolescu/
Date:	01/22/2014
Total Attachments: 14 source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page1.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page2.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page3.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page4.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page5.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page6.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page7.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page8.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page9.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page10.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page11.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page12.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page13.tif source=Merger of Rexel, Inc. into Summers Group (F1380870x96B9E)#page14.tif	

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 OWNERSHIP, WHICH MERGES:

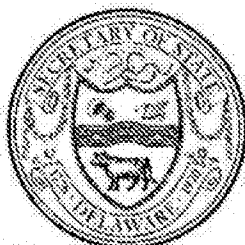
"REXEL, INC.", A NEW YORK CORPORATION,
WITH AND INTO "SUMMERS GROUP, INC." UNDER THE NAME OF "SUMMERS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 12:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:55 O'CLOCK P.M.

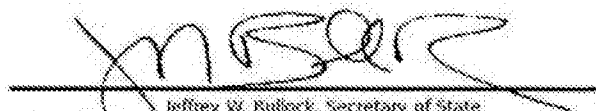
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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131486749



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1024764

DATE: 12-31-13

TRADEMARK
REEL: 005198 FRAME: 0310

CERTIFICATE OF OWNERSHIP AND MERGER
of
REXEL, INC.
(a New York corporation)
with and into
SUMMERS GROUP, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned hereby adopts this Certificate of Ownership and Merger for the purpose of effecting a merger and hereby certifies as follows:

1. The name and state of formation (or incorporation) of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Formation</u>
Summers Group, Inc.	Delaware
Rexel, Inc. (Delaware File No. 2515413)	New York
2. Rexel, Inc. ("Rexel") owns 100% of the issued and outstanding shares of the common stock of Summers Group, Inc. ("Summers").
3. Pursuant to Section 253 of the DGCL, the board of directors of Rexel adopted resolutions authorizing the merger of Rexel with and into Summers by written consent. A copy of such resolutions, which were adopted as of December 16, 2013, is attached as Exhibit A hereto.
4. The sole stockholder of Rexel approved the merger of Rexel with and into Summers by written consent on December 16, 2013.
5. As of the effective time of the merger, (a) Rexel Holdings USA Corp., a Delaware corporation, the sole stockholder of Rexel, shall surrender to Summers the stock certificates representing all of the outstanding capital stock of Rexel, which upon and by virtue of the merger will be automatically cancelled, with no compensation being paid for such capital stock and (b) each outstanding share of capital stock of Summers shall be cancelled and re-issued to Rexel Holdings USA Corp. in exchange for such surrender of the outstanding capital stock of Rexel.
6. The name of the surviving corporation shall be Summers Group, Inc.
7. The effective time of the merger is 11:55 p.m. Eastern Standard Time on December 31, 2013.
8. The certificate of incorporation of Summers, as in effect immediately prior to the merger, shall be and continue to be the certificate of incorporation of Summers after the merger.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the 16th day of December, 2013.

REXEL, INC.

By: 

Name: Gregy Tibbes

Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

EXHIBIT A

REXEL, INC.

Action of the Board of Directors Taken by Unanimous Written Consent

The undersigned, constituting all of the members of the Board of Directors (the "Board of Directors") of Rexel, Inc., a New York corporation ("**Rexel**"), acting by unanimous written consent in lieu of a formal meeting of the Board of Directors, pursuant to Section 708(b) of the New York Business Corporation Law and Article III, Section 3.13 of the Amended and Restated Bylaws of Rexel (the "Bylaws"), hereby consent (this "Written Consent") to the adoption of the following resolutions:

Relating to the Restructuring Plan and Agreement

WHEREAS, Rexel Holdings USA Corp., a Delaware corporation ("**Rexel Holdings**"), currently holds all of the outstanding capital stock of Rexel, and Munro Distributing Co., Inc., a Massachusetts corporation ("**Munro**");

WHEREAS, Rexel currently holds all of the outstanding capital stock of Summers Group, Inc., a Delaware corporation ("**Summers**"), Branch Group, Inc., a Nevada corporation ("**Branch**"), and Southern Electric Supply Company, Inc., a Delaware corporation ("**Southern**");

WHEREAS, Summers currently holds all of the outstanding capital stock of Platt Electric Supply, Inc. ("**Platt**") and all of the outstanding member and other ownership interests of Rexel of America, LLC, a Delaware limited liability company ("**America**");

WHEREAS, it has been proposed that Rexel, Munro, Summers, Branch, Southern and Platt effect an internal restructuring whereby the following transactions occur at the specified times (in the Eastern time zone in the United States of America) on December 31, 2013 pursuant to the terms and conditions of that certain Restructuring Plan and Agreement attached hereto as Exhibit A (the "**Restructuring Plan and Agreement**");

- (a) At 11:55 p.m., Rexel will merge with and into Summers, with Summers surviving such merger (the "**Downstream Merger**") and the Downstream Merger being treated as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "**Code**");
- (b) At 11:56 p.m., each of Platt, Branch and Southern will merge with and into Summers, with Summers surviving such mergers (the "**Upstream Mergers**") and each Upstream Merger being treated as a liquidation under Section 332 of the Code;

- (c) At 11:57 p.m., Munro will merge with and into Summers, with Summers surviving such merger (the "Sideways Merger") and the Sideways Merger being treated as a reorganization under Section 368(a)(1)(D) of the Code;
- (d) At 11:58 p.m., Summers will declare an in-kind dividend and distribute to Holdings all of the member and other ownership interests in America; and
- (e) At 11:59 p.m., Summers will change its name to "Rexel, Inc."

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby (i) determine that the terms and conditions of the Restructuring Plan and Agreement and the Downstream Merger are fair to and in the best interests of Rexel and its sole stockholder and (ii) approve and adopt the Restructuring Plan and Agreement.

RESOLVED FURTHER, that upon the sole stockholder's approval of the Downstream Merger, each of the proper officers of Rexel (each, an "Authorized Officer") is hereby authorized to execute and deliver the Restructuring Plan and Agreement on behalf of Rexel, with such changes or revisions as such Authorized Officer may in such Authorized Officer's sole and absolute discretion approve, such approval to be conclusively evidenced by the execution and delivery of the Restructuring Plan and Agreement as so changed or revised.

Relating to the Downstream Merger

RESOLVED FURTHER, that the undersigned hereby recommend that the sole stockholder of Rexel approve and adopt the Restructuring Plan and Agreement and the Downstream Merger in accordance with the Restructuring Plan and Agreement, and hereby directs that the Restructuring Plan and Agreement and the Downstream Merger be submitted to the sole stockholder of Rexel for its approval.

RESOLVED FURTHER, that subject to the sole stockholder's approval of the Restructuring Plan and Agreement and the Downstream Merger, each of the Authorized Officers are hereby severally directed to make, execute and file all filings with the Secretaries of State of the State of Delaware and New York necessary to effect the Downstream Merger in accordance with the Restructuring Plan and Agreement, including, without limitation, certificates of ownership and merger and articles of merger in the forms attached to the Restructuring Plan and Agreement, with such changes or revisions as such Authorized Officer may in such Authorized Officer's sole and absolute discretion approve, such approval to be conclusively evidenced by the execution and delivery of such filings as so changed or revised.

Relating to Further Authorization and Ratification

RESOLVED, that all lawful actions heretofore taken by the Authorized Officers in connection with the foregoing resolutions are hereby approved, ratified, and confirmed.

RESOLVED FURTHER, that each of the Authorized Officers are 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 Rexel, as in their judgment shall be necessary, desirable or advisable in order to carry out the intent, and accomplish the purposes, of the foregoing resolutions, including, without limitation, taking all action necessary or desirable contemplated by, or to further the intent of, the Restructuring Plan and Agreement and the Restructuring Transactions.

General Authority For All Resolutions

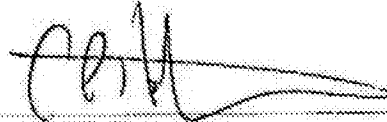
RESOLVED FURTHER, that any Authorized Officer as required and stated by the above-stated resolutions stated above be, and they hereby are, authorized and empowered, in the name of and on behalf of Rexel, to execute and deliver any and all other agreements, certificates, instruments and documents (including, without limitation, stockholders' consents, agreements relating to wire transfers of funds, amendments to any agreement or document described in the foregoing resolutions and written consents of Rexel, (as the sole stockholder of any corporation) in such form and with such terms and provisions as any such Authorized Officer may approve, and under Rexel's seal, if requested or required, attested by the Secretary or any Assistant Secretary of Rexel, if requested or required, such Authorized Officer's execution thereof to be conclusive evidence of such approval and of such Authorized Officer's authority to do so, and to take such other actions as any such Authorized Officer as stated above may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED FURTHER, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of any Authorized Officer as required and stated above to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

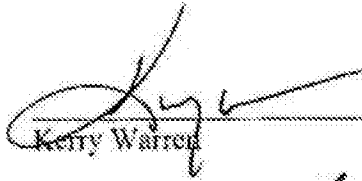
RESOLVED FURTHER, that all actions heretofore taken by Rexel or by any officer or director or Authorized Officer as stated above of Rexel in connection with or relating to the subject matter of the foregoing resolutions that are within the authority conferred by the foregoing resolutions are hereby authorized, approved, ratified and confirmed as the acts and deeds of Rexel, having the same force as if performed pursuant to the direct authorization of the Board of Directors.

**THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK:
SIGNATURE PAGE FOLLOWS**

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors in one or more counterparts, each of which shall be deemed to be one and the same instrument, and this Written Consent shall be effective as of December 16, 2013.



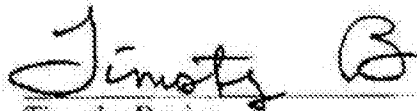
Christopher P. Hartmann



Kerry Warren



Mark Daniel



Timothy Bevens

FILING RECEIPT

ENTITY NAME: SUMMERS GROUP, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)
PROCESS

COUNTY: ALBA

FILED:12/20/2013 DURATION:***** CASH#:131220000108 FILM #:131220000103

FILER:

EFFECT DATE

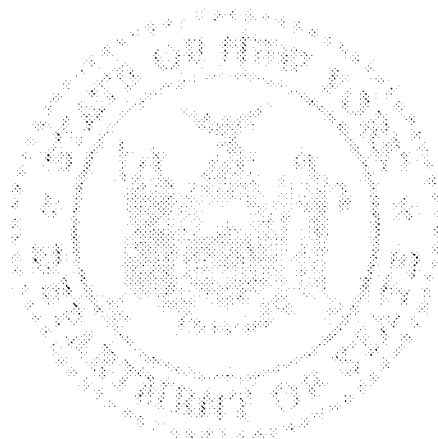
CHRISTINA M. COLLINS
THOMPSON & KNIGHT, LLP
1722 ROUTH STREET, SUITE 1500
DALLAS, TX 75201

12/31/2013

ADDRESS FOR PROCESS:

C/O CORPORATION SERVICE COMPANY
80 STATE STREET
ALBANY, NY 12207-2543

REGISTERED AGENT:



CONSTITUENT NAME: REXEL, INC.

SERVICE COMPANY: CAPITOL SERVICES, INC. - 01

SERVICE CODE: 01

FEEs 95.00
FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 95.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 95.00
OPAL 0.00
REFUND 0.00

TRADEMARK (04/2007)

REEL: 005198 FRAME: 0318

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 23, 2013.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

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**DRAWDOWN
ACCT. # 01**

CERTIFICATE OF MERGER

of

REXEL, INC.

(a New York corporation)

with and into

SUMMERS GROUP, INC.

(a Delaware corporation)

Pursuant to the provisions of Section 907 of the New York Business Corporation Law (the "NYBCL"), the undersigned hereby certify the following:

1. The name of the corporation to be merged is Rexel Inc., a New York corporation ("Rexel"), and the name of the surviving corporation is Summers Group, Inc., a Delaware corporation ("Summers").
2. Rexel has one class of capital stock, which is common stock. Rexel has 15,911,481 outstanding shares of common stock, with a par value of \$1.00 per share. Summers is a wholly owned subsidiary of Rexel.
3. The effective date of the merger is December 31, 2013.
4. The merger is permitted by the laws of the jurisdiction of Summers.
5. The jurisdiction of incorporation of Summers, the foreign constituent corporation, is the State of Delaware, and the date of filing of its initial certificate of incorporation in that jurisdiction is December 21, 1989. Summers's application for authority to do business in the State of New York was filed with the New York Department of State on June 16, 2006.
6. The Certificate of Incorporation of Rexel, the domestic constituent corporation, was filed with the New York Department of State on March 2, 1866 under the original name of Willcox & Gibbs Sewing Machine Company.
7. The merger has been approved by the sole shareholder of Rexel in accordance with Section 903(a) of the NYBCL.
8. Summers agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amendable to suit in the State of New York, which is a constituent corporation in such merger, and for the enforcement under the NYBCL, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against Summers.
9. Summers agrees that, subject to the provisions of Section 623 of the NYBCL, Summers will promptly pay to the sole shareholder of Rexel the amount, if any, to which they shall

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TRADEMARK
REEL: 005198 FRAME: 0320

be entitled under the provisions of the NYBCL relating to the right of shareholders to receive payment for their shares.

10. Summers designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the NYBCL, in any action or special proceeding. The post office address to which the Secretary of State of New York shall mail a copy of any service of process to Summers is c/o Corporation Service Company, 80 State Street, Albany, New York 12207-2543.
11. Rexel certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by Rexel have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by Rexel.
12. Summers agrees that it will within thirty days after the filing of this certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by Rexel.
13. Summers shall cause a copy of this certificate of merger, certified by the New York Department of State, to be filed in the office of the clerk of each county in which the office of a constituent corporation, other than Summers is located, and in the office of the official who is the recording officer of each county in New York in which real property of a constituent corporation other than Summers, is situated.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 16 day of December, 2013.

SUMMERS GROUP, INC.

By: [Signature]
Name: Stan Hill
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

REXEL, INC.

By: [Signature]
Name: Bernd L. Switzer
Title: Assistant Treasurer

103

CSI-01

CERTIFICATE OF MERGER

of

REXEL, INC.,
a New York corporation

with and into

SUMMERS GROUP, INC.,
a Delaware corporation

Under Section 907 of the New York Business Corporation Law

RECEIVED

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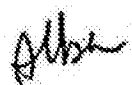
ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

DEC 20 2013

TAX \$

BY: 

Filed by: Christina M. Collins
Thompson & Knight, LLP
1722 Routh Street, Suite 1500
Dallas, Texas 75201



CSI-01

DRAWDOWN ACCOUNT

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FILED



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