

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
PLATT ELECTRIC SUPPLY, INC.		12/16/2013	CORPORATION: OREGON

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: 12

Property Type	Number	Word Mark
Registration Number:	3045671	THE BSC EXPERIENCE
Registration Number:	2632003	JOE DATA
Registration Number:	2018924	SELL-LECTRIC ETEAM CONSUMER PRODUCTS
Registration Number:	3203662	OVERNIGHT ... EVERYDAY
Registration Number:	3619855	POWERED BY OUR PEOPLE
Registration Number:	2322754	PLATT
Registration Number:	3741848	PLATT.COM
Registration Number:	4093180	PLATT U DESIRE TO IMPROVE WISDOM EMPOWER
Registration Number:	4209375	P PLATT
Registration Number:	4209374	PLATT
Registration Number:	4093179	PLATT UNIVERSITY
Registration Number:	3998030	SPEED & SIMPLICITY

CORRESPONDENCE DATA

900277994

TRADEMARK
 REEL: 005198 FRAME: 0327

CH \$315.00 3045671

Fax Number: 2128135901

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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
NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/anca nicolescu/
Date:	01/22/2014

Total Attachments: 27

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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 OWNERSHIP, WHICH MERGES:

"BRANCH GROUP, INC.", A NEVADA CORPORATION,

"PLATT ELECTRIC SUPPLY, INC.", AN OREGON CORPORATION,

"SOUTHERN ELECTRIC SUPPLY COMPANY, INC.", A DELAWARE CORPORATION,

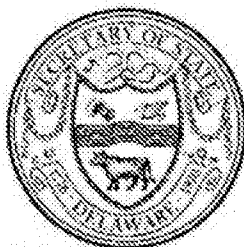
WITH AND INTO "SUMMERS GROUP, INC." UNDER THE NAME OF "SUMMERS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 12:34 O'CLOCK P.M.


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 11:56 O'CLOCK P.M.

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

2216954 8100M

131486755




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025333

DATE: 01-02-14

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

TRADEMARK
REEL: 005198 FRAME: 0329

CERTIFICATE OF OWNERSHIP AND MERGER

of
PLATT ELECTRIC SUPPLY, INC.
(an Oregon corporation),

BRANCH GROUP, INC.
(a Nevada corporation)

and

SOUTHERN ELECTRIC SUPPLY COMPANY, INC.
(a Delaware 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 undersigned hereby adopts the following certificate of ownership and merger for the purpose of effecting a merger:

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
Platt Electric Supply, Inc.	Oregon
Branch Group, Inc.	Nevada
Southern Electric Supply Company, Inc.	Delaware

2. Summers Group, Inc. (the "Company") owns 100% of the issued and outstanding shares of the capital stock of Platt Electric Supply, Inc. ("Platt"), Branch Group, Inc. ("Branch") and Southern Electric Supply Company, Inc. ("Southern").
3. Pursuant to Section 253 of the DGCL, the board of directors of the Company adopted resolutions authorizing the merger of Platt, Branch and Southern with and into the Company by written consent. A copy of such resolutions, which were adopted as of December 16, 2013, is attached as Exhibit A hereto.
4. The name of the surviving corporation shall be:

Summers Group, Inc.
5. The effective time of the merger is 11:56 p.m. Eastern Standard Time on December 31, 2013.

6. The certificate of incorporation of the Company, as in effect immediately prior to the merger, shall be and continue to be the certificate of incorporation of the Company after the merger.

{Signature Page Follows.}

EXHIBIT A

SUMMERS GROUP, 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 Summers Group, Inc., a Delaware corporation ("**Summers**"), acting by unanimous written consent in lieu of a formal meeting of the Board of Directors, pursuant to Section 141(f) of the Delaware General Corporation Law and Article III, Section 11 of the Amended and Restated Bylaws (the "Bylaws") of Summers, 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, Inc., a New York corporation ("**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, L.L.C. 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. (the "In-Kind Dividend Effective Time"), Summers will declare an in-kind dividend and distribute to Holdings all of the member and other ownership interests in America (the "In-Kind Dividend"); and
- (e) At 11:59 p.m. (the "Name Change Effective Time"), Summers will change its name to "Rexel, Inc." (the "Name Change" and collectively with the Downstream Merger, the Upstream Mergers, the Sideways Merger and the In-Kind Dividend, the "Restructuring Transactions").

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby (i) determine that the terms and conditions of the Restructuring Plan and Agreement and the Restructuring Transactions are fair to and in the best interests of Summers 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 Branch Upstream Merger (as defined below), the Sideways Merger and the Name Change, each of the proper officers of Summers (each, an "Authorized Officer") is hereby authorized to execute and deliver the Restructuring Plan and Agreement on behalf of Summers, 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, Upstream Mergers and the Sideways Merger

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

RESOLVED FURTHER, that subject to the sole stockholder's approval of the Restructuring Plan and Agreement, the Downstream Merger, the Upstream Mergers and the Sideways 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, New York, Oregon and Nevada and the Secretary of the Commonwealth of the Commonwealth of Massachusetts necessary to effect the Upstream Mergers and the Sideways Merger in accordance with the Restructuring Plan and Agreement, including, without limitation, certificates of ownership and merger, certificates of 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 Summers, 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.

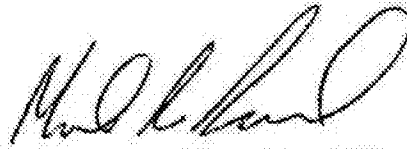
General Authority For All Resolutions

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 Summers, 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 Summers, (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 Summers' seal, if requested or required, attested by the Secretary or any Assistant Secretary of Summers, 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 Summers or by any officer or director or Authorized Officer as stated above of Summers 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 Summers, having the same force as if performed pursuant to the direct authorization of the Board.

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.



Mark Daniel



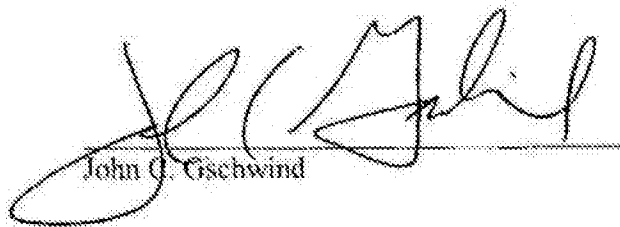
Timothy Bevins

John C. Gschwind

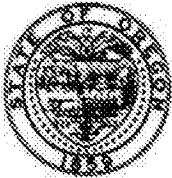
IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors in one or more counterparts, each of which shall be deemed to be one and the same instrument, and this Written Consent shall be effective as of December 16, 2013.

Mark Daniel

Timothy Bevins



John U. Gschwind



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
www.filinginoregon.com

SUMMERS GROUP, INC.
14951 DALLAS PARKWAY
DALLAS TX 75254

Acknowledgement Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document	Filed On	Effective Date		
ARTICLES OF MERGER	12/19/2013	12/31/2013		
Name of Survivor	Reg. No.	Type		Juris
SUMMERS GROUP, INC.	603028-83	FGN BUS CORP		DE
Name(s) of Non Survivor(s)	Reg. No.	Type		Juris
PLATT ELECTRIC SUPPLY, INC.	052781-14	DOM BUS CORP		OR

603028-83

ARTICLES OF MERGER
of
PLATT ELECTRIC SUPPLY, INC.
(an Oregon corporation)
with and into
SUMMERS GROUP, INC.
(a Delaware corporation)

FILED
DEC 19 2013
OREGON
SECRETARY OF STATE


Pursuant to Section 60.494 of the Oregon Business Corporation Act, as amended, the undersigned hereby certifies the following:

1. The name of the parent corporation is Summers Group, Inc., a Delaware corporation ("**Summers**"). Summers's Oregon Registry Number is 603028-83.
2. The name of the subsidiary corporation is Platt Electric Supply, Inc., an Oregon corporation ("**Platt**"). Platt's Oregon Registry Number is 052781-14.
3. The name of the surviving corporation is Summers Group, Inc.
4. A copy of the plan of merger is attached hereto as Exhibit A.
5. The mailing of a copy of the plan of merger was waived by all outstanding shares.
6. Pursuant to Section 60.491 of the Oregon Business Corporation Act, shareholder approval of the merger was not required.
7. The effective time and date of the merger is 8:56 p.m. Pacific Standard Time on December 31, 2013.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the 6th day of December, 2013.

SUMMERS GROUP, INC

By: 

Name: Gary Hibbs

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

EXHIBIT A

PLAN OF MERGER

[See Attached.]

RESTRUCTURING PLAN AND AGREEMENT

This Restructuring Plan and Agreement (this "Agreement") is made and entered into as of December 16, 2013 by and among Summers Group, Inc., a Delaware corporation ("Summers"), Rexel, Inc., a New York corporation ("Rexel"), Platt Electric Supply, Inc., an Oregon corporation ("Platt"), Branch Group, Inc., a Nevada corporation ("Branch"), Southern Electric Supply Company, Inc., a Delaware corporation ("Southern"), and Munro Distributing Co., Inc., a Massachusetts corporation ("Munro"), and Rexel Holdings USA Corp., a Delaware corporation ("Rexel Holdings").

RECITALS:

- A. Rexel Holdings currently holds all of the outstanding capital stock of Rexel and Munro;
- B. Rexel currently holds all of the outstanding capital stock of Summers, Branch and Southern;
- C. Summers currently holds all of the outstanding capital stock of Platt and all of the outstanding member and other ownership interests of Rexel of America, LLC, a Delaware limited liability company ("America");
- D. The parties hereto desire to effect the following transactions at the times specified on December 31, 2013 (the "Effective Date"):
 - (1) At 11:55 p.m. (the "Downstream Merger Effective Time"), 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");
 - (2) At 11:56 p.m. (the "Upstream Mergers Effective Time"), 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;
 - (3) At 11:57 p.m. (the "Sideways Merger Effective Time"), 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;
 - (4) At 11:58 p.m. (the "In-Kind Distribution Effective Time"), Summers will declare an in-kind dividend and distribute to Rexel Holdings all of the member and other ownership interests in America (the "In-Kind Dividend"); and

- (5) At 11:59 p.m. (the "Name Change Effective Time"), Summers will change its name to "Rexel, Inc." (the "Name Change" and collectively with the Downstream Merger, the Upstream Mergers, the Sideways Merger and the In-Kind Dividend, the "Restructuring Transactions").

E. Any time set forth in this Agreement shall be such time in the Eastern time zone in the United States of America.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, promises and undertakings of the parties hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

ARTICLE I DOWNSTREAM MERGER

1.1 Merger. As of the Downstream Merger Effective Time, Rexel will merge with and into Summers in accordance with Section 253(a) of the General Corporation Law of the State of Delaware ("DGCL") and Section 902 of the New York Business Corporation Law ("NYBCL"). The surviving corporation will be Summers.

1.2 Filings. On or prior to the Effective Date, Rexel and Summers shall cause to be filed (a) with the Secretary of State of the State of Delaware, a certificate of ownership and merger in the form attached hereto as Exhibit A and (b) with the Secretary of State of the State of New York, a certificate of merger in the form attached hereto as Exhibit B.

1.3 Effect. The Downstream Merger shall have the effects provided for in Section 259 of the DGCL and Section 906 of the NYBCL. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, as of the Downstream Merger Effective Time, the separate existences of Rexel and Summers will cease and Summers (the separate corporate existence which shall continue unimpaired by the Downstream Merger) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims of Rexel and (ii) be subject to all of the debts, duties, obligations and liabilities of Rexel in the same manner and to the same extent as if such had been incurred by Summers itself. Neither the rights of creditors with respect to Rexel nor any liens upon the assets or properties of Rexel will be impaired by the Downstream Merger. Any lawsuit, proceeding or claim pending or existing by or against Rexel may be prosecuted or continued as if the Downstream Merger had not occurred or, alternatively, Summers may be substituted for Rexel with respect to any such lawsuit, proceeding or claim. No stockholder of Rexel or Summers will, as a result of the Downstream Merger, become personally liable for the liabilities or obligations of any other person.

1.4 Surrender, Cancellation, Issuance and Exchange of Capital Stock. Rexel has one class of capital stock, which is common stock. Holders of common stock are entitled to vote. Rexel has 15,911,481 outstanding shares of common stock, with a par value of \$1.00 per share. As of the Downstream Merger Effective Time, (a) Rexel Holdings, 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 Downstream 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 in exchange for such surrender of the outstanding capital stock of Rexel.

1.5 Certificate of Incorporation. The certificate of incorporation of Summers, as in effect immediately prior to the Downstream Merger Effective Time, shall be and continue to be the certificate of incorporation of Summers after the Downstream Merger Effective Time.

1.6 Bylaws; Directors and Officers. The bylaws of Summers, as in effect immediately prior to the Downstream Merger Effective Time, will continue in full force and effect as the bylaws of Summers after the Downstream Merger and until such bylaws are thereafter modified, amended or repealed in accordance with the DGCL and the applicable provisions of such bylaws. The directors and officers of Summers immediately prior to the Downstream Merger Effective Time will continue after the Downstream Merger to serve as directors and officers of Summers, respectively, until such time as the successor of any such director or officer is chosen and qualified or until the earlier death, resignation, retirement, disqualification or removal of such director or officer.

1.7 Corporate Authorization. This Agreement (which for all purposes of the DGCL and the NYBCL shall be deemed to be an agreement and plan of merger) and the Downstream Merger were approved and adopted by the respective board of directors and sole stockholder of Rexel and Summers. As a result thereof, this Agreement was authorized by all action required under the DGCL and the NYBCL and the governing documents of Rexel and Summers.

ARTICLE II UPSTREAM MERGERS

2.1 Mergers. As of the Upstream Mergers Effective Time, (a) Platt will merge with and into Summers in accordance with Section 253 of the DGCL and Section 60.491 of the Oregon Business Corporation Act (the "OBCA"), (b) Branch will merge with and into Summers in accordance with Section 253 of the DGCL and Section 92A.100 of the Nevada Revised Statutes (the "NRS") and (c) Southern will merge with and into Summers in accordance with Section 253 of the DGCL. In each case, the surviving corporation will be Summers.

2.2 Filings. On or prior to the Effective Date, Summers, Platt, Branch and Southern, as applicable, will cause to be filed (a) with the Secretary of State of the State of Delaware, a certificate of ownership and merger in the form attached hereto as Exhibit C, (b) with the Secretary of State of the State of Oregon, articles of merger in the form attached hereto as Exhibit D and (c) with the Secretary of State of the State of Nevada, articles of merger in the form attached hereto as Exhibit E.

2.3 Effect. The Upstream Mergers shall have the effects provided for in Section 259 of the DGCL, Section 60.478 of the OBCA and Section 92A.250 of the NRS, as applicable. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, as of the Upstream Mergers Effective Time, the separate existences of Platt, Branch, Southern and Summers will cease and Summers (the separate corporate existence which shall continue

unimpaired by the Upstream Mergers) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims of Platt, Branch and Southern and (ii) be subject to all of the debts, duties, obligations and liabilities of Platt, Branch and Southern in the same manner and to the same extent as if such had been incurred by Summers itself. Neither the rights of creditors with respect to Platt, Branch or Southern nor any liens upon the assets or properties of Platt, Branch or Southern will be impaired by the Upstream Mergers. Any lawsuit, proceeding or claim pending or existing by or against Platt, Branch or Southern may be prosecuted or continued as if the Upstream Mergers had not occurred or, alternatively, Summers may be substituted for Platt, Branch or Southern with respect to any such lawsuit, proceeding or claim. No stockholder of Platt, Branch, Southern or Summers will, as a result of the Upstream Mergers, become personally liable for the liabilities or obligations of any other person.

2.4 Cancellation of the Capital Stock of Platt, Branch and Southern. As of the Upstream Mergers Effective Time, all of the outstanding capital stock of each of Platt, Branch and Southern shall upon and by virtue of the Upstream Mergers be automatically cancelled, with no compensation being paid for such capital stock, and each share of capital stock of Summers shall continue and remain issued and outstanding as shares of capital stock of Summers, as the surviving corporation.

2.5 Certificate of Incorporation. The certificate of incorporation of Summers, as in effect immediately prior to the Upstream Mergers Effective Time, shall be and continue to be the certificate of incorporation of Summers after the Upstream Mergers Effective Time.

2.6 Bylaws; Directors and Officers. The bylaws of Summers, as in effect immediately prior to the Upstream Mergers Effective Time, will continue in full force and effect as the bylaws of Summers after the Upstream Mergers and until such bylaws are thereafter modified, amended or repealed in accordance with the DGCL and the applicable provisions of such bylaws. The directors and officers of Summers immediately prior to the Upstream Mergers Effective Time will continue after the Upstream Mergers to serve as directors and officers of Summers, respectively, until such time as the successor of any such director or officer is chosen and qualified or until the earlier death, resignation, retirement, disqualification or removal of such director or officer.

2.7 Corporate Authorization. This Agreement (which for all purposes of the DGCL, the OBCA and the NRS shall be deemed to be an agreement and plan of merger) and the Upstream Mergers were approved and adopted by the respective board of directors and sole stockholder of Platt, Branch, Southern and Summers. As a result thereof, this Agreement was authorized by all action required under the DGCL, the OBCA, the NRS and the governing documents of Platt, Branch, Southern and Summers.

ARTICLE III SIDEWAYS MERGER

3.1 Merger. As of the Sideways Merger Effective Time, Munro will merge with and into Summers in accordance with Section 252 of the DGCL and Section 11.04 of the Massachusetts Business Corporation Act (the "MBCA"). The surviving corporation will be Summers.

3.2 Filings. On or prior to the Effective Date, Munro and Summers, as applicable, will cause to be filed (a) with the Secretary of State of the State of Delaware, a certificate of merger in the form attached hereto as Exhibit F and (b) with the Secretary of Commonwealth of the Commonwealth of Massachusetts, articles of merger in the form attached hereto as Exhibit G.

3.3 Effect. The Sideways Merger shall have the effects provided for in Section 259 of the DGCL and Section 11.07 of the MBCA. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, as of the Sideways Merger Effective Time, the separate existences of Munro and Summers will cease and Summers (the separate corporate existence which shall continue unimpaired by the Sideways Merger) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims of Munro and (ii) be subject to all of the debts, duties, obligations and liabilities of Munro in the same manner and to the same extent as if such had been incurred by Summers itself. Neither the rights of creditors with respect to Munro nor any liens upon the assets or properties of Munro will be impaired by the Sideways Merger. Any lawsuit, proceeding or claim pending or existing by or against Munro may be prosecuted or continued as if the Sideways Merger had not occurred or, alternatively, Summers may be substituted for Munro with respect to any such lawsuit, proceeding or claim. No stockholder of Munro or Summers will, as a result of the Sideways Merger, become personally liable for the liabilities or obligations of any other person.

3.4 Surrender and Cancellation of the Capital Stock of Munro. As of the Sideways Merger Effective Time, Rexel Holdings shall surrender to Summers certificates representing all of the outstanding capital stock of Munro, and such capital stock shall upon and by virtue of the Sideways Merger be automatically cancelled, with no compensation being paid for such capital stock, and each share of capital stock of Summers shall continue and remain issued and outstanding as shares of capital stock of Summers, as the surviving corporation.

3.5 Certificate of Incorporation. The certificate of incorporation of Summers, as in effect immediately prior to the Sideways Merger Effective Time, shall be and continue to be the certificate of incorporation of Summers after the Sideways Merger Effective Time.

3.6 Bylaws; Directors and Officers. The bylaws of Summers, as in effect immediately prior to the Sideways Merger Effective Time, will continue in full force and effect as the bylaws of Summers after the Sideways Merger and until such bylaws are thereafter modified, amended or repealed in accordance with the DGCL and the applicable provisions of such bylaws. The directors and officers of Summers immediately prior to the Sideways Merger Effective Time will continue after the Sideways Merger to serve as directors and officers of Summers, respectively, until such time as the successor of any such director or officer is chosen and qualified or until the earlier death, resignation, retirement, disqualification or removal of such director or officer.

3.7 Corporate Authorization. This Agreement (which for all purposes of the DGCL and the MBCA shall be deemed to be an agreement and plan of merger) and the Sideways Merger were approved and adopted by the respective board of directors and sole stockholder of

Munro and Summers. As a result thereof, this Agreement was authorized by all action required under the DGCL, the MBCA and the governing documents of Munro and Summers.

**ARTICLE IV
IN-KIND DIVIDEND**

As of the In-Kind Distribution Effective Time, Summers shall declare an in-kind dividend and distribute all of the issued and outstanding member and other ownership interests in America to its sole stockholder, Rexel Holdings.

**ARTICLE V
NAME CHANGE**

As of the Name Change Effective Time, Summers shall change its name to "Rexel, Inc."

**ARTICLE VI
TAX PAYMENTS**

Summers shall be responsible for the payment of all fees and franchise taxes of Rexel, Platt, Branch, Southern and Munro as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

**ARTICLE VII
ABANDONMENT**

At any time prior to the Effective Date, this Agreement may be terminated and abandoned by the board of directors of any of Rexel, Platt, Branch, Southern, Munro or Summers, notwithstanding favorable action on the Restructuring Transactions by the stockholders of Rexel, Platt, Branch, Southern, Munro or Summers.

[Signature Page Follows.]

603028-83

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

SUMMERS GROUP, INC.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

REXEL, INC.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

PLATT ELECTRIC SUPPLY, INC.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

BRANCH GROUP, INC.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

SOUTHERN ELECTRIC SUPPLY COMPANY, INC.

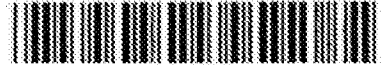
By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary

MUNRO DISTRIBUTING CO., INC.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Treasurer & Asst. Secretary

REXEL HOLDINGS USA CORP.

By: [Signature]
Name: Gary Hibbs
Title: VP, Treasury, Asst. Treasurer & Asst. Secretary



140101



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
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Ross Miller	Filing Date and Time
Secretary of State	12/19/2013 11:57 AM
State of Nevada	Entity Number
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Branch Group, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Summers Group, Inc.

Name of surviving entity

Delaware

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1

TRADEMARK

(Revised: 8-31-11)

REEL: 005198 FRAME: 0350



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn: CSC Services of Nevada, Inc.

c/o: 2215-B Renaissance Dr.
 Las Vegas, NV 89119

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 8-31-11

TRADEMARK

REEL: 005198 FRAME: 0351



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 3

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(b) The plan was approved by the required consent of the owners of *:

Branch Group, Inc.
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Summers Group, Inc.
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached.

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: 12/31/13 Time: 8:56 p.m. PST

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Branch Group, Inc.

Name of merging entity

X [Signature]
 Signature

VP, Treasury, Asst. Treasurer 12/16/2013
 Title Asst. Secretary Date

Name of merging entity

X _____
 Signature

Title Date

Name of merging entity

X _____
 Signature

Title Date

Name of merging entity

X _____
 Signature

Title Date

and,

Summits Group, Inc.

Name of surviving entity

X [Signature]
 Signature

VP Treasury, Asst. Treasurer 12/16/2013
 Title Asst. Secretary Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 8
 Revised: 8-31-11

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