

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316046

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/20/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GFI Brokers LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	GFI Securities LLC		
Street Address:	55 Water Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10041		
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1852613	STARSUPPLY	
Serial Number:	85780573	STARSUPPLY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-425-7200		
Email:	tmdocketny@kenyon.com		
Correspondent Name:	Michelle Mancino Marsh		
Address Line 1:	One Broadway		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	11129/136, 392		
NAME OF SUBMITTER:	Michelle Mancino Marsh		
SIGNATURE:	/MMM/		
DATE SIGNED:	09/04/2014		
Total Attachments: 3			
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AGREEMENT AND PLAN OF MERGER

OF

GFI SECURITIES LLC
(a New York limited liability company)

AND

GFI BROKERS LLC
(a Delaware limited liability company)

AGREEMENT AND PLAN OF MERGER dated as of December 20, 2013 by and between GFI Securities LLC, a limited liability company organized under the laws of the State of New York (“GFI Securities”), and GFI Brokers LLC, a limited liability company organized under the laws of the State of Delaware (“GFI Brokers”).

WHEREAS, GFI Securities and GFI Brokers and the respective members thereof deem it advisable and to the advantage, welfare and best interests of each entity to merge GFI Brokers with and into GFI Securities pursuant to the provisions of the Limited Liability Company Law of the State of New York (“LLCLNY”) and the Delaware Limited Liability Company Act (“DLLCA”) upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreement of the parties hereto, GFI Securities and GFI Brokers hereby agree:

1. GFI Brokers shall, pursuant to the provisions of the LLCLNY and the DLLCA, be merged with and into GFI Securities, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the “surviving company”, and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the LLCLNY.

The separate existence of GFI Brokers, which is sometimes hereinafter referred to as the “terminating company”, shall cease at the said effective time in accordance with the provisions of the DLLCA.

2. The Articles of Organization of GFI Securities, as now in force and effect, shall be the Articles of Organization of the surviving company and such Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the LLCLNY.

3. The Amended and Restated Limited Liability Company Agreement of GFI Securities shall be the Amended and Restated Limited Liability Company of the surviving company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the LLCLNY.

4. The officers in office of the surviving company at the effective time of the merger shall be the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Amended and Restated Limited Liability Company Agreement of the surviving company.

5. At the effective time of the merger, all of the membership interests in GFI Brokers shall be converted and become one membership interest of the surviving company.

6. Pursuant to the terms of the LLCLNY, this Agreement and Plan of Merger shall be submitted to the members of the constituent companies for their approval or rejection and the merger of the terminating company with and into the surviving company shall be authorized.

7. In the event that this Agreement and Plan of Merger shall have been approved by the member of GFI Brokers in the manner prescribed by the provisions of the LLCLNY and the DLLCA, and in the event that the merger of GFI Brokers with and into the surviving company shall have been duly authorized in compliance with the LLCLNY and the DLLCA, GFI Brokers and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of New York and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger provided for herein.

8. The proper officers of the surviving company and the member of GFI Brokers are each hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. Pursuant to Section 18-209(c)(8) of the DLLCA, GFI Securities agrees that it may be served process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of GFI Brokers and appoints the Delaware Secretary of State as its agent for service of process in any such action, suit or proceeding with a copy of such process being mailed to: CT Corporation System, 111 Eighth Avenue, New York, NY 10011.


10. The effective time of this Agreement and Plan of Merger, and the time when the merger therein agreed upon shall become effective, shall be at the time of filing a certificate of merger with the respective Secretary of State. A Certificate of Merger, along with any other certificates required by the LLCLNY and the DLLCA, shall have been filed with the applicable Secretary of State of New York and Delaware in accordance with the applicable laws of New York and Delaware and the terms of this Agreement and Plan of Merger.

11. Notwithstanding the full adoption of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the applicable Secretary of State of New York and Delaware upon the written consent of either party hereto.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed and attested upon behalf of each of the constituent limited liability companies hereto.

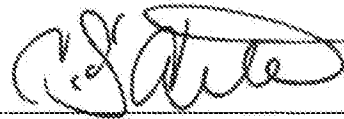
Dated: December 20, 2013.

GFI BROKERS LLC,
a Delaware Limited Liability Company



CHRISTOPHER D'ANTUONO
General Counsel & Corporate Secretary

GFI SECURITIES LLC,
a New York Limited Liability Company



CHRISTOPHER D'ANTUONO
General Counsel & Corporate Secretary