

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320331

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PC Mall, Inc.		12/20/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PCM, Inc.
Street Address:	1940 East Mariposa Avenue
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2021649	MACMALL
Registration Number:	1938926	MACMALL
Registration Number:	2247889	PC MALL
Registration Number:	2175765	PCMALL
Registration Number:	2006944	PC MALL
Registration Number:	2007047	PC MALL
Registration Number:	2660968	PC MALL
Registration Number:	2336369	PC MALL
Registration Number:	3548590	SLAM
Registration Number:	4293168	PCM
Registration Number:	4293169	PCMG

CORRESPONDENCE DATA

Fax Number: 4152687522

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.

Phone: 4152687000

Email: ksamia@mofo.com

Correspondent Name: Jennifer Lee Taylor

Address Line 1: 425 Market Street

TRADEMARK

Address Line 2: Morrison & Foerster LLP
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER: 27964-2400000

NAME OF SUBMITTER: Jennifer Lee Taylor

SIGNATURE: /JLT2/

DATE SIGNED: 10/16/2014

Total Attachments: 4

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Delaware

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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:


"PCM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PC MALL, INC." UNDER THE NAME OF "PCM, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2012, AT 5:59 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. 2012, AT 11:59 O'CLOCK P.M.

2479367 8100M

130826748




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0548953

DATE: 06-27-13

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

TRADEMARK
REEL: 005382 FRAME: 0632

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PCM, INC.
(a Delaware corporation)

WITH AND INTO

PC MALL, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, PC Mall, Inc., a Delaware corporation (the "Company"), for the purpose of effecting the merger of PCM, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company, ("Subsidiary"), with and into the Company, does hereby certify:

FIRST: That the Company and the Subsidiary are incorporated and duly organized under the General Corporation Law of the State of Delaware (the "Delaware Code").

SECOND: That the Company owns all of the issued and outstanding shares of capital stock of Subsidiary.

THIRD: That at the Effective Time (as defined below), the Subsidiary shall be merged with and into the Company, and the Company shall assume all of the Subsidiary's rights, obligations, liabilities and responsibilities.

FOURTH: That the merger is to become effective on December 31, 2012 at 11:59 p.m. Eastern Standard Time (the "Effective Time").

FIFTH: That the Certificate of Incorporation and Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the surviving corporation immediately after the Effective Time, provided, that at the Effective Time, Article 1 of the Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as follows:

"Article 1. The name of the Corporation is PCM, Inc."

SIXTH: That the directors and officers of the Company, as in effect immediately prior to the Effective Time, shall be the directors and officers of the surviving corporation immediately after the Effective Time.

SEVENTH: That the Company's Board of Directors (the "Board") duly adopted the following resolutions on the 20th day of December, 2012:

WHEREAS, the Company owns 100% of issued and outstanding shares of the capital stock of PCM, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Board deems it to be advisable and in the best interest of the Company and its stockholders to merge the Subsidiary with and into the Company pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "Delaware Code"), with the Company being the surviving entity (the "Subsidiary Merger"); and

WHEREAS, in accordance with Section 103(d) of the Delaware Code, the Board deems it advisable to file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware effecting the Subsidiary Merger with an effective time of 11:59 p.m. Eastern Standard Time on December 31, 2012 (the "Effective Time").

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary Merger be, and hereby is, authorized and approved;

RESOLVED FURTHER, that the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware shall be filed by the Company in accordance with the provisions of Section 253 of the Delaware Code to be effective at the Effective Time;

RESOLVED FURTHER, that at the Effective Time the Subsidiary shall be merged with and into the Company, the legal existence of the Subsidiary as a separate legal entity shall cease and the Company shall continue its existence as the surviving corporation;

RESOLVED FURTHER, that, upon the Effective Time, the Company shall assume all of the Subsidiary's liabilities and obligations and be possessed of all of the assets, property, rights, powers, franchises and privileges of the Subsidiary;

RESOLVED FURTHER, that, upon the Effective Time, each issued and outstanding share of the capital stock of the Subsidiary shall be cancelled and extinguished and cease to be outstanding, without any payment being made in respect thereof, inasmuch as the Company is the owner of all issued and outstanding shares of capital stock of the Subsidiary;

RESOLVED FURTHER, that, upon the Effective Time, the Company shall by amendment of its Certificate of Incorporation assume the name PCM, Inc.; and


RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, including, but not limited to, providing notification of the Subsidiary Merger to any appropriate governmental or regulatory agencies, the filing of a Certificate of Ownership and Merger in accordance with Section 253 of the Delaware Code and any other forms and documents with such agencies as may be required or advisable by them or by law, to effectuate the purposes of the foregoing resolutions and to carry out and consummate the Subsidiary Merger.

* * *

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on December 20, 2012.

PC MALL, INC.
a Delaware corporation

By: 
Name: Frank F. Khulusi
Title: Chief Executive Officer