

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM446641

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vertiv Co.		01/17/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Vertiv Group Corporation		
Street Address:	1050 Dearborn Drive		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43085		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	86963808	VERTIV	
Serial Number:	86963818	VERTIV	
Serial Number:	86971730	V	
Serial Number:	86972777	V VERTIV	
Serial Number:	86972788	V VERTIV	
CORRESPONDENCE DATA			
Fax Number:	2486410270		
<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:	248-641-1600		
Email:	mailroom@hdp.com		
Correspondent Name:	Michael P. Brennan; Lisa M. DuRoss		
Address Line 1:	5445 Corporate Drive		
Address Line 2:	Suite 200		
Address Line 4:	Troy, MICHIGAN 48098		
ATTORNEY DOCKET NUMBER:	17328-500013-US		
NAME OF SUBMITTER:	Lisa M. DuRoss		
SIGNATURE:	/Lisa M. DuRoss/		
DATE SIGNED:	10/10/2017		

CH \$140.00 86963808

Total Attachments: 3

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Delaware

The First State

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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 RESTATED CERTIFICATE OF "VERTIV CO.", CHANGING ITS NAME FROM "VERTIV CO." TO "VERTIV GROUP CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2017, AT 6:35 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20170278578

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

Authentication: 201892774
Date: 01-18-17

TRADEMARK
REEL: 006178 FRAME: 0696

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VERTIV CO.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

The name of the corporation is VERTIV CO. (the "Company"), and the Company was originally incorporated pursuant to the General Corporation Law of the State of Delaware on July 27, 2016 under the name CORTES NP ACQUISITION CORPORATION.

Section 1. The name of the corporation is VERTIV GROUP CORPORATION (the "Company").

Section 2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.

Section 3. The purpose of the Company is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware (the "GCL").

Section 4. The total number of shares of stock which the Company shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of Common Stock, \$0.01 par value per share.

Section 5. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal in any respect the bylaws, and to confer in the bylaws powers and authorities upon the directors in addition to the powers and authorities expressly conferred upon them by statute.

Section 6. No director shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of such director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, as the same exists or hereafter may be amended, or (iv) for any transaction for which such director derived an improper personal benefit. If the GCL hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the GCL as so amended. No amendment to or repeal of this Section 6 shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Section 7. The Company shall indemnify, defend and hold harmless each director to the fullest extent permitted by the GCL and other applicable law, in each case, as amended from time to time, except to the extent involving (i) a breach of such director's duty of loyalty to the Company or its stockholders, (ii) acts or omissions where

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State of Delaware
Secretary of State
Division of Corporations
Delivered 06:35 PM 01/17/2017
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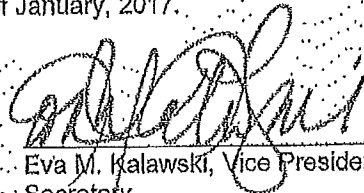
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such director did not act in good faith and in a manner that such director reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe such director's conduct was unlawful, (iii) a willful or negligent violation of Section 160 or Section 173 of the GCL, as the same exists or hereafter may be amended, or (iv) a transaction for which such director derived an improper personal benefit. No amendment to or repeal of this Section 7 shall apply to or have any effect on the indemnification rights of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Section 8. The name and mailing address of the incorporator of the Company are:

Justin Maroldi
c/o Platinum Equity Advisors, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

The undersigned has executed this Amended and Restated Certificate of Incorporation to be effective the 17 day of January, 2017.



Eva M. Kalawski, Vice President and
Secretary