

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM471277

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/20/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MODUSLINK GLOBAL SOLUTIONS, INC.		02/20/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	STEEL CONNECT, INC.		
Street Address:	1601 Trapelo Road		
Internal Address:	Suite 170		
City:	Waltham		
State/Country:	MASSACHUSETTS		
Postal Code:	02451		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3753011	MODUSLINK GLOBAL SOLUTIONS	
Registration Number:	3753007	MODUSLINK GLOBAL SOLUTIONS	
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>			
Email:	wsavoy@patentgc.com		
Correspondent Name:	Wade Savoy		
Address Line 1:	176 Federal Street, 5th Floor		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	ModusLink		
NAME OF SUBMITTER:	Wade Savoy		
SIGNATURE:	/Wade J. Savoy/		
DATE SIGNED:	04/25/2018		
Total Attachments: 5			
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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"STEEL CONNECT, INC.", A DELAWARE CORPORATION, WITH AND INTO "MODUSLINK GLOBAL SOLUTIONS, INC." UNDER THE NAME OF "STEEL CONNECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2018, AT 2:25 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2018 AT 6 O'CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

2090118 8100M
SR# 20181151796

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

Authentication: 202182784
Date: 02-20-18

TRADEMARK
REEL: 006320 FRAME: 0696

CERTIFICATE OF OWNERSHIP AND MERGER
Subsidiary Into Parent

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:25 PM 02/20/2018
FILED 02:25 PM 02/20/2018
SR 20181151796 - File Number 2090118

Merging

STEEL CONNECT, INC.
a Delaware Corporation (“Subsidiary”)

with and into

MODUSLINK GLOBAL SOLUTIONS, INC.
a Delaware Corporation (“Parent”)

Pursuant to Section 253 of the Delaware General Corporation Law

MODUSLINK GLOBAL SOLUTIONS, INC., a Delaware corporation incorporated on the 5th day of May, 1986 (“Parent”), pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

- FIRST:** That Parent is organized and existing under the General Corporation Law of the State of Delaware.
- SECOND:** That Parent owns 100% of the outstanding capital stock of STEEL CONNECT, INC., a Delaware corporation incorporated on the 19th day of January, 2018, its wholly-owned subsidiary (“Subsidiary”).
- THIRD:** That Parent determined to merge Subsidiary with and into Parent (the “Merger”), pursuant to Section 253 of the General Corporation Law of the State of Delaware, by the following resolutions of its Board of Directors (the “Board”), duly adopted by the members of the Board at a meeting held on January 19, 2018:

“WHEREAS, MODUSLINK GLOBAL SOLUTIONS, INC. (“Parent”) owns 100% of the outstanding capital stock of STEEL CONNECT, INC., a Delaware corporation (“Subsidiary”);

WHEREAS, the Board of Directors of Parent (the “Board”) has determined that it is advisable, fair and in the best interest of Parent to merge Subsidiary with and into Parent; and

WHEREAS, Section 253 of the General Corporation Law of the State of Delaware provides for the merger of a parent corporation and a subsidiary corporation to occur without a vote of the stockholders of the subsidiary corporation if the parent corporation owns at least 90% of the outstanding shares of each class of stock of the subsidiary corporation by executing, acknowledging and filing a Certificate of Ownership and Merger with the Delaware Secretary of State.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes the merger of Subsidiary with and into Parent, with Parent continuing as the surviving corporation (the "Merger"); and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of any holder thereof, each then outstanding share of common stock of Parent shall remain unchanged and continue to remain outstanding as one share of common stock of Parent held by the person who was the holder of such share of common stock of Parent immediately prior to the Merger; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of any holder thereof, each then outstanding share of preferred stock of Parent shall remain unchanged and continue to remain outstanding as one share of preferred stock of Parent held by the person who was the holder of such share of common stock of Parent immediately prior to the Merger; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of Subsidiary shall be cancelled and no consideration shall be issue in respect thereof; and be it further

RESOLVED, that the officers and directors of Parent immediately prior to the effective time of the Merger shall be the officers and directors of the surviving corporation; and be it further

RESOLVED, that the Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation, except that Article "FIRST" thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is **Steel Connect, Inc.** (the "Corporation")."

; and be it further

RESOLVED, that the Bylaws of Parent as in effect immediately prior to the effective time of the Merger shall be the Bylaws of the surviving corporation; and be it further

RESOLVED, that the officers of Parent are authorized and directed to make, sign and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Subsidiary with and into Parent, and to cause the same to filed with the Secretary of State of Delaware, and further to do all acts and things whatsoever and to incur such expenses, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger and the foregoing resolutions."

FOURTH: That Parent shall be the surviving corporation of the Merger

FIFTH: That the Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving

corporation except that Article "FIRST" thereof shall be amended to read, in its entirety, as follows:

"FIRST: The name of the corporation is: Steel Connect, Inc. (the "Corporation").

SIXTH: This Certificate of Ownership and Merger shall become effective at 6:00am Eastern Time on February 27, 2018.

[Signature Page Follows]

IN WITNESS WHEREOF, Parent has caused this Certificate to be executed by its duly authorized officer on this 20th day of February, 2018.

MODUSLINK GLOBAL SOLUTIONS, INC.

By: /s/Louis J. Belardi
Name: Louis J. Belardi
Title: Chief Financial Officer