

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM797416

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2022		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MAYER ELECTRIC SUPPLY COMPANY, INC.		11/21/2022	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	REXEL USA, INC.		
<b>Street Address:</b>	5429 Lyndon B Johnson Freeway, Suite 600		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75240		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2218611	FIRST CHOICE	
<b>Registration Number:</b>	2247314	MAYER	
<b>Registration Number:</b>	3653738	MAYER ELECTRIC SUPPLY	
<b>Registration Number:</b>	3653739	M MAYER ELECTRIC SUPPLY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	2128135900		
<b>Email:</b>	assignments@fzlj.com		
<b>Correspondent Name:</b>	Lawrence E. Apolzon		
<b>Address Line 1:</b>	151 W 42nd Street, 17th Fl		
<b>Address Line 2:</b>	Fross Zelnick Lehrman & Zissu, P.C.		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	IESC 2302214		
<b>NAME OF SUBMITTER:</b>	Rachel Marotto		
<b>SIGNATURE:</b>	/rachel marotto/		
<b>DATE SIGNED:</b>	03/24/2023		

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**Total Attachments: 7**

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# Delaware

The First State

Page 1

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:

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

WITH AND INTO "REXEL USA, INC." UNDER THE NAME OF "REXEL USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 2022, AT 4:49 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. 2022 AT 11:59 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4170267 8100M  
SR# 20224229137

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 205065893  
Date: 12-12-22

**TRADEMARK**  
**REEL: 008014 FRAME: 0826**

State of Delaware

Secretary of State

Division of Corporations

Delivered 04:49 PM 12/09/2022

FILED 04:49 PM 12/09/2022

SR 20224229137 - File Number 4170267

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**MAYER ELECTRIC SUPPLY COMPANY, INC.**

**(a Delaware Corporation)**

**WITH AND INTO**

**REXEL USA, INC.**

**(a Delaware Corporation)**

November 21, 2022

Pursuant to Section 253 of the DELAWARE GENERAL CORPORATION LAW, as amended (the “DGCL”), REXEL USA, INC., a corporation incorporated and existing under the laws of the State of Delaware (the “Corporation”):

**DOES HEREBY CERTIFY:**

**FIRST:** The Corporation was incorporated on June 6, 2006, pursuant to the provisions of the DGCL.

**SECOND:** The Corporation owns all of the issued and outstanding shares of common stock (the only outstanding class of capital stock) of MAYER ELECTRIC SUPPLY COMPANY, INC., a corporation incorporated on August 31, 1949 the “Subsidiary”), pursuant to the provisions of the DGCL.

**THIRD:** The Corporation, by resolutions duly adopted by the unanimous written consent of its Board of Directors, dated November 21, 2022 (the “Resolutions of Merger”), determined to authorize, approve, and effect a merger of the Subsidiary with and into the Corporation, pursuant to Section 253 of the DGCL, in which the Corporation shall be the surviving corporation and the separate corporate existence of the Subsidiary shall cease by operation of law (the “Merger”).

**FOURTH:** A true and correct copy of the Resolutions of Merger is attached hereto as Exhibit A and incorporated herein by reference in accordance with the governing documents of the Corporation and pursuant to the DGCL. The Resolutions of Merger have not been amended, modified, rescinded, or revoked and are in full force and effect on the date hereof.

**FIFTH:** The Merger shall become effective on December 31, 2022, at 11:59 PM (Eastern Standard Time) (such time, the “Effective Time”).

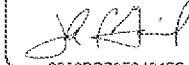
**SIXTH:** Upon the Effective Time, the Corporation, by operation of law, shall assume all of the assets, liabilities, obligations, rights, and privileges of the Subsidiary, including, without limitation, all of the outstanding income, franchise, payroll, and property tax liabilities of the Subsidiary.

**SEVENTH:** The officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to: (i) prepare and execute this Certificate of Ownership and Merger (this "Certificate"); (ii) file the executed Certificate with Delaware's Secretary of State; and (iii) execute and deliver any and all other agreements, certificates, or documents required or contemplated by the Merger or this Certificate, or otherwise deemed necessary or appropriate in connection therewith.

**EIGHTH:** The officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

**IN WITNESS WHEREOF,** this Certificate of Ownership and Merger has been executed on behalf of its duly authorized officer as of date first written above.

**REXEL USA, INC.**

DocuSigned by:  
  
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By: \_\_\_\_\_  
Name: John C. Gschwind  
Title: Senior Vice President, Legal, General  
Counsel & Corporate Secretary

DMS: 23950266v2

REXEL USA, INC.

ACTION OF THE BOARD OF DIRECTORS  
TAKEN BY UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING

Effective Date: November 21, 2022

The undersigned, constituting all of the members of the Board of Directors (the "Board of Directors") of REXEL USA, INC. (f/k/a Rexel Holdings USA Corp. and International Electric Supply Corp.), a Delaware corporation (the "Corporation"), waive the notice, calling, and holding of a meeting of the Board of Directors and, in lieu of such a meeting and acting in accordance with Section 141(f) of the DELAWARE GENERAL CORPORATE LAW (as amended from time to time, the "DGCL") and the FOURTH AMENDED AND RESTATED BYLAWS (as amended from time to time, the "Bylaws") of the Corporation, do hereby consent, adopt, authorize, and approve the following resolutions and the actions specified therein by unanimous written consent (the "Written Consent"):

**I. Merger of Mayer Electric Supply Company, Inc. With and Into The Corporation**

WHEREAS, the Corporation owns all of the issued and outstanding shares of common stock (the only outstanding class of capital stock) of MAYER ELECTRIC SUPPLY COMPANY, INC., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors deem it to be advisable and in the best interests of the Corporation and its stockholders to merge the Subsidiary with and into the Corporation pursuant to the terms and conditions of a Certificate of Ownership and Merger (a copy of which was reviewed by each member of the Board of Directors prior to such authorization and approval, the "Certificate"), all in accordance with Section 253 of the DGCL (such transaction is referred to herein as the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary shall be merged with and into the Corporation pursuant to Section 253 of the DGCL and the terms and conditions of the Certificate;

RESOLVED FURTHER, that the Merger shall become effective on December 31, 2022, at 11:59 PM (Eastern Standard Time) (such time, the "Effective Time");

RESOLVED FURTHER, that upon the Effective Time, the Corporation shall be the corporation surviving the Merger and shall continue its corporate existence under the DGCL with its name unchanged, and the separate corporate existence of the Subsidiary shall cease by operation of law;

RESOLVED FURTHER, that upon the Effective Time, the Corporation shall possess all of the rights and assets of the Subsidiary and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the Subsidiary in accordance with the provisions of the DGCL;

RESOLVED FURTHER, that this Written Consent is intended to constitute a plan of liquidation of the Subsidiary for purposes of Section 332 of the U.S. Internal Revenue Code of 1986, as amended;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then issued and outstanding share of common stock (the only outstanding class of capital stock) of the Subsidiary shall automatically be canceled, retired, and cease to exist, and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the Corporation is authorized to perform its obligations pursuant to the terms of the Certificate and any ancillary documents entered into on behalf of the Corporation in connection with the Certificate and these resolutions, and to consummate the Merger contemplated thereby;

RESOLVED FURTHER, that the certificate of incorporation of the Corporation, as amended (the "Certificate of Incorporation"), as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Corporation, until amended as provided by the DGCL or in accordance with the Bylaws; and

RESOLVED FURTHER, that any of the appropriate or proper officer of the Corporation, which includes, without limitation, the Vice Chairman of the Board of Directors, the Executive Vice President & Chief Executive Officer of the Corporation, a Senior Vice President of the Corporation, the Senior Vice President, Administration & Finance and Chief Financial Officer of the Corporation; the Treasurer and Assistant Treasurer of the Corporation, the Senior Vice President, Legal, General Counsel & Corporate Secretary of the Corporation, and any Vice President of the Corporation (each of them being an "Authorized Officer", and collectively, "Authorized Officers" for purposes of these resolutions) be, and they hereby are, authorized and directed, for and on behalf of the Corporation, to: (i) prepare, negotiate, and execute the Certificate; (ii) file the executed Certificate with Delaware's Secretary of State; and (iii) negotiate, execute, and deliver any and all other agreements, certificates, or documents required or contemplated by the Merger or the Certificate, or otherwise deemed necessary or appropriate in connection therewith.

## II. Miscellaneous Matters

BE IT RESOLVED, that any of the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation: to: (i) prepare, negotiate, execute, deliver, and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements, or undertakings; (ii) pay or cause to be paid on

behalf of the Corporation and related costs and expenses; and (iii) take such other actions, in the name and on behalf of the Corporation, as each such Authorized Officer, in his or her discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, in which the applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements, or undertakings, the payment of any such costs or expenses, and the performance of any such other actions shall be conclusive evidence of the approval of the Board of Directors thereof and all matters relating thereto;

**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 the Authorized Officers and empowered officers and managers as required and stated above to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated hereby and the intent and purposes of the foregoing resolutions;

**RESOLVED FURTHER**, that all lawful action heretofore and hereinafter taken by the Authorized Officers, directors, and employees of the Corporation (or their agents) with respect to the Merger and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified, and confirmed;

**RESOLVED FURTHER**, that this Written Consent has been executed in lieu of holding a meeting of the Board of Directors, and this Written Consent shall be filed in the official minute book of the Corporation; and

**RESOLVED FURTHER**, that this Written Consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, e.g., [www.docusign.com](http://www.docusign.com)) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the Effective Date as of the date first set forth above.

**BOARD OF DIRECTORS:**

DocuSigned by:  
*Guillaume Texier*  
22E16EE73456C  
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Guillaume Texier, Chairman

DocuSigned by:  
*Bradley Paulsen*  
4676A04030A9C  
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Bradley Paulsen, Vice Chairman

DocuSigned by:  
*Mark Testa*  
127106A17D08545  
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Mark Testa

DocuSigned by:  
*Laurent Delabarre*  
0405024044003  
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Laurent Delabarre

DocuSigned by:  
*Nancy C. Goedecke*  
0405024044003  
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Nancy C. Goedecke

DMS: 23950319v5

*(Signature Page to Board of Directors Written Consent)*