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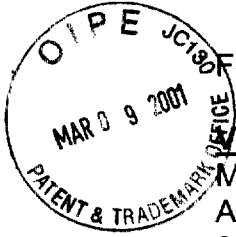
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U.S. Patent & TMOc/TM Mail Rpt Dt. #71

February 28, 2001

1641971



VIA FEDERAL EXPRESS

Ms. Victoria Williams
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202
(800) 786-9199

3-9-01

Re: Transfer of Ownership

Dear Ms. Williams

Pursuant to the merger of Warner Industrial Supply, Inc., a Minnesota corporation into Cameron & Barkley Company, a Delaware corporation on March 2, 2001 with Cameron & Barkley Company the surviving corporation, we would like to transfer ownership of two (2) trademarks from Warner Industrial Supply, Inc. to Cameron & Barkley Company.

The Serial Numbers for the Trademarks are: **74062396** and **76090555**.

The current Owner is: Warner Industrial Supply, Inc.

Please change the Owner to: **Cameron & Barkley Company**, (a Delaware corporation)

Address: **3300 W. Montague Avenue, Suite 200
N. Charleston, SC 29418**

If you have any questions, please contact: **Maria T. Hauser
Hagemeyer North America, Inc.
100 Galleria Pkwy, Suite 100
Atlanta, Georgia 30339
(770) 541-6151, ext. 244**

Confirmation of the transfers should be sent to Maria Hauser in the return envelope provided for your convenience.

Thank you for your assistance.

Sincerely,

WARNER INDUSTRIAL SUPPLY, INC.

RECEIVED
APR - 5 2001
OIPE/JCWS

By: *J. Randall Bishop*
J. Randall Bishop, Chief Financial Officer
and Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"WARNER INDUSTRIAL SUPPLY, INC.", A MINNESOTA CORPORATION, WITH AND INTO "CAMERON & BARKLEY COMPANY" UNDER THE NAME OF "CAMERON & BARKLEY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MARCH, A.D. 2001, AT 12:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet S. Windsor, Secretary of State

3286910 8100M

AUTHENTICATION: 1002039

010106709

DATE: 03-02-01

TRADEMARK
REEL: 002275 FRAME: 0942

CERTIFICATE OF OWNERSHIP AND MERGER

of

**WARNER INDUSTRIAL SUPPLY, INC.,
a Minnesota corporation,**

with and into

**CAMERON & BARKLEY COMPANY,
a Delaware corporation**

Pursuant to the provisions of Section 253 of the General Corporation Law of Delaware, as amended (the "Act"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger:

1. The names of the merging corporations are Warner Industrial Supply, Inc., a Minnesota corporation (the "Merged Corporation"), and Cameron & Barkley Company, a Delaware corporation (the "Surviving Corporation").

2. Immediately prior to the merger, the Surviving Corporation owns 100% of all issued and outstanding shares of the Merged Corporation.

3. The merger of the Merged Corporation and the Surviving Corporation shall be effectuated in accordance with the terms and conditions of that certain Plan of Merger between the Merged Corporation and the Surviving Corporation dated as of March 1, 2001 (the "Plan of Merger"), pursuant to which the Merged Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation in the merger and shall continue its corporate existence under and in accordance with the laws of the State of Delaware.

4. The Plan of Merger, and all related documents needed to effect the merger, have been duly approved and executed by each of the Merged Corporation and the Surviving Corporation on March 1, 2001, in accordance with the applicable provisions of the Act, including Section 253 of the Act.

5. An executed copy of the Plan of Merger, attached hereto as Exhibit "A", is on file at the office of the Surviving Corporation located at 100 Galleria Parkway, Suite 1120, Atlanta, Georgia 30339, and a copy thereof will be furnished by the Surviving Corporation, on request therefore and without cost, to any stockholder of either of the Merged Corporation or the Surviving Corporation.

6. **THE MERGER PROVIDED FOR IN THE PLAN OF MERGER SHALL BE EFFECTIVE ON MARCH 1, 2001.**

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Ownership and Merger to be executed in its name by its duly authorized officer as of this 1st day of March, 2001.

[Signatures will follow on next page]

CAMERON & BARKLEY COMPANY, a
Delaware corporation

By: James R. Warren
James R. Warren, President and
Chief Executive Officer

STATE OF: GEORGIA

COUNTY OF: COBB

This instrument was acknowledged before me on this 18th day of March,
2001, by James R. Warren as President and Chief Executive Officer of Cameron &
Barkley Company.

M. T. Hauser
NOTARY PUBLIC
Name: Maria T. Hauser
(NOTARY SEAL)

My Commission Expires:
4/13/01

EXHIBIT "A": PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") made this 1st day of March, 2001, by and between Cameron & Barkley Company, a Delaware corporation ("Parent") and Warner Industrial Supply, Inc., a Minnesota corporation, which is a wholly-owned subsidiary of Parent ("Subsidiary"), provides for the merger of Subsidiary with into Parent, with Parent being the surviving corporation of the merger.

WITNESSETH:

WHEREAS, Parent desires to effect the merger of Subsidiary with and into Parent with Parent surviving and continuing to exist thereafter, in accordance with and subject to the terms and conditions hereinafter set forth (the "Merger"); and

WHEREAS, the Board of Directors of Parent has determined that the Merger, as provided in this Plan of Merger, is in the best interests of the Parent .

NOW, THEREFORE, the Board of Directors of Parent hereby approves the following Plan of Merger:

ARTICLE ONE

MERGER

Section 1.1 Effective as of the 1st day of March, 2001 (the "Effective Date"), Subsidiary shall be merged with and into Parent and Parent shall be the surviving corporation in such Merger. The Merger shall in all respects have the effect as provided in the General Corporation Law of Delaware, as amended (the "Delaware Act"), the Minnesota Statutes, as amended (the "Statutes"), and this Plan of Merger.

Section 1.2 Parent shall continue its corporate existence as the surviving corporation of the Merger under the laws of the State of Delaware.

Section 1.3 Without limiting the foregoing, on and after the Effective Date, the separate existence of Subsidiary shall cease, and in accordance with the terms of this Plan of Merger, Parent shall possess all the rights, obligations, privileges, immunities and franchises, of a public or private nature, possessed by each of Subsidiary and Parent immediately prior to the Merger; and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to either of Subsidiary or Parent shall be taken and deemed to be transferred to and vested in Parent without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of Parent as they were of either of Subsidiary or Parent immediately prior to the Merger; and the title to any real estate, whether by deed or otherwise, vested in Subsidiary, shall not revert or be in any way impaired by reason of the Merger. From and after the Effective Date, Parent shall be responsible and liable for all of the liabilities and obligations of

Subsidiary. Any claim existing or action or proceeding pending by or against either of Subsidiary or Parent may be prosecuted as if the Merger had not taken place, or Parent may be substituted in its place. Neither the rights of creditors nor any liens upon property of either Subsidiary or Parent shall be impaired by the Merger.

Section 1.4 Parent shall take all such action as shall be necessary, appropriate or desirable in order to effectuate the Merger, including, without limitation, the making, execution and delivery of any and all documents prescribed by the laws of either the State of Delaware or the State of Minnesota.

ARTICLE TWO

TERMS OF TRANSACTION

Upon the Effective Date:

(a) all shares of the capital stock of Subsidiary that are owned by Subsidiary as treasury stock, if any, shall be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor;

(b) each issued and outstanding share of the capital stock of Subsidiary existing immediately before the merger shall no longer be outstanding and shall automatically be cancelled and retired and cease to exist; and

(c) as a result of subsections (a) and (b) of this Article Two, Parent shall continue as a wholly owned subsidiary of Hagemeyer North America, Inc. (f/k/a Hagemeyer P.P.S. North America, Inc.), who shall be the sole shareholder of Parent immediately prior to the Effective Date and shall continue as the sole shareholder of Parent thereafter.

ARTICLE THREE

CERTIFICATE OF INCORPORATION

At the Effective Date, the Certificate of Incorporation of Parent as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Parent as the surviving corporation in the Merger, until such time as the Certificate of Incorporation shall be thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE FOUR

BYLAWS

At the Effective Date, the Bylaws of Parent as in effect immediately prior to the Effective Date shall be the Bylaws of Parent as the surviving corporation in the Merger, until such time as such Bylaws are thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE FIVE

DIRECTORS AND OFFICERS

At the Effective Date, and until their successors are duly elected or appointed and have qualified in accordance with the Delaware Act and Parent's Certificate of Incorporation and Bylaws, or until their earlier death, resignation or removal, the directors of Parent immediately prior to the Effective Date shall remain the directors of Parent and the officers of Parent immediately prior to the Effective Date shall remain the officers of Parent.

ARTICLE SIX

EFFECTIVENESS OF MERGER

A Certificate of Ownership and Merger shall be filed and recorded in the office of the Secretary of State of the State of Delaware in accordance with the Delaware Act, and a Certificate of Merger shall be filed and recorded in the office of the Secretary of State of the State of Minnesota in accordance with the Statutes. The Merger shall become effective on March 1, 2001, which is the date set forth in such certificates.

ARTICLE SEVEN

TERMINATION

At any time prior to the Effective Date, the Board of Directors of the Parent may terminate and abandon this Plan of Merger without further action of the sole shareholder of Parent.

ARTICLE EIGHT

AMENDMENTS

Prior to the Effective Date, the Board of Directors of Parent may amend, modify and supplement this Plan of Merger in such manner as it may deem appropriate.

ARTICLE NINE

AUTHORIZATION

The appropriate officers of Parent and Subsidiary are each authorized, empowered and directed to perform any and all acts, and to make, execute, deliver, file and/or 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 Plan of Merger.

ARTICLE TEN

APPROVAL

The Merger was duly approved by the Boards of Directors of Parent and Subsidiary as provided in Section 302A.621 of the Statutes and Section 253 of the Delaware Act.

ARTICLE ELEVEN

MISCELLANEOUS

Section 11.1 Except as otherwise provided in this Plan of Merger, nothing contained herein is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than Parent and its respective shareholders, any rights or remedies under or by reason of this Plan of Merger.

Section 11.2 This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Parent and Subsidiary have caused this Plan of Merger to be executed on its behalf by their duly authorized officers, as of the date first above written.

CAMERON & BARKLEY COMPANY, a
Delaware corporation

By: James R. Warren
James R. Warren, President and Chief
Executive Officer

WARNER INDUSTRIAL SUPPLY, INC., a
Minnesota corporation

By: James R. Warren
James R. Warren, Chief Executive Officer



State of Delaware

010106709

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 P.O. BOX 898
 DOVER, DELAWARE 19903

9329667
 HAGEMEYER
 100 GALLERIA PARKWAY
 SUITE 1120
 ATLANTA
 ATTN: MARIA T. HAUSER

GA 30339
 X

03-02-2001

| DESCRIPTION | AMOUNT |
|---|--------|
| CAMERON & BARKLEY COMPANY 3286910 0250S Merger; Survivor | |
| Merger | 75.00 |
| Receiving/Indexing | 50.00 |
| Certification Fee | 20.00 |
| Data Entry Fee | 20.00 |
| Surcharge Assessment-New Castle | 6.00 |
| Page Assessment-New Castle Count | 72.00 |
| Expedite Fee, 24 Hour | 100.00 |
| FILING TOTAL | 343.00 |
| TOTAL PAYMENTS | 343.00 |
| SERVICE REQUEST BALANCE | .00 |

TRADEMARK

RECORDED: 03/09/2001

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