

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT4573637

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/30/2012

**CONVEYING PARTY DATA**

Name	Execution Date
SEPCO INDUSTRIES, INC.	12/10/2012

**RECEIVING PARTY DATA**

<b>Name:</b>	DXP ENTERPRISES, INC.
<b>Street Address:</b>	7272 PINEMONT
<b>City:</b>	HOUSTON
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77040

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	5195587

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141

*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: 202-408-3121 X62348

Email: jean.paterson@cscglobal.com

Correspondent Name: CSC

Address Line 1: 1090 VERMONT AVENUE NW, SUITE 430

Address Line 4: WASHINGTON, D.C. 20005

<b>NAME OF SUBMITTER:</b>	JEAN PATERSON
<b>SIGNATURE:</b>	/jep/
<b>DATE SIGNED:</b>	08/30/2017

**Total Attachments: 7**

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Form 623  
(Revised 05/11)  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: see instructions



This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 10 2012

Parent-Subsidiary  
Certificate of Merger  
Business Organizations Code  
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

DXP Enterprises, Inc.

Name of Organization

The organization is a For-profit corporation It is organized under the laws of  
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 0140852300  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

Subsidiary 1

Sepco Industries, Inc.

Name of Organization

The organization is a: For-profit corporation It is organized under the laws of:  
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 0002646600  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
1,000	Common	A	1,000	100

The organization will survive the merger.  The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a: \_\_\_\_\_ It is organized under the laws of:  
Specify organizational form (e.g., for-profit corporation)

Form 623

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**RECEIVED**  
DEC 10 2012  
Secretary of State

PATENT  
REEL: 043451 FRAME: 0238

The file number, if any, is: \_\_\_\_\_

*State* \_\_\_\_\_ *Country* \_\_\_\_\_ *Texas Secretary of State file number* \_\_\_\_\_  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address* \_\_\_\_\_ *City* \_\_\_\_\_ *State* \_\_\_\_\_ *Country* \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

*Number of ownership interests outstanding*    *Class*            *Series*            *Number owned by parent*            *Percentage Owned*

The organization will survive the merger.             The organization will not survive the merger.

Subsidiary 3

*Name of Organization*

The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is: \_\_\_\_\_

*State* \_\_\_\_\_ *Country* \_\_\_\_\_ *Texas Secretary of State file number* \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address* \_\_\_\_\_ *City* \_\_\_\_\_ *State* \_\_\_\_\_ *Country* \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

*Number of ownership interests outstanding*    *Class*            *Series*            *Number owned by parent*            *Percentage Owned*

The organization will survive the merger.             The organization will not survive the merger.

### Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 10/30/12  
*mm/dd/yyyy*

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

*Name of New Organization 1* \_\_\_\_\_ *Jurisdiction* \_\_\_\_\_ *Entity Type (See instructions)* \_\_\_\_\_

*Principal Place of Business Address* \_\_\_\_\_ *City* \_\_\_\_\_ *State* \_\_\_\_\_ *Zip Code* \_\_\_\_\_

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is accepted and filed by the secretary of state.

B. [ ] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. [ ] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

\_\_\_\_\_

Tax Certificate

[ ] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 10/30/12

DXP Enterprises, Inc.

Parent Organization Name

Handwritten signature of David R. Little

Signature of authorized person (See instructions)

David R. Little, CEO

Printed or typed name of authorized person

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**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS  
IN LIEU OF MEETING OF THE  
BOARD OF DIRECTORS OF  
DXP ENTERPRISES, INC.**

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Section 21.415(b) of the Texas Business Organizations Code (the "TBOC") provides that any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed by all members of the board of directors. Accordingly, in accordance with such authority, the undersigned directors of DXP ENTERPRISES, INC., a Texas corporation (the "Company"), hereby consent to the adoption of the following resolutions as of the effective date of this consent:

**WHEREAS**, the board of directors of the Company believe that it is in the Company's best interests to merge with its wholly owned subsidiary, SEPCO INDUSTRIES, INC., a Texas corporation ("SEPCO"), with the Company being the surviving entity, and

**WHEREAS**, the Company is the 100% owner of all the issued and outstanding shares of the capital stock of SEPCO, and

**WHEREAS**, pursuant to Section 10.006 of the TBOC, a parent organization that owns at least 90% of all the issued and outstanding ownership interests or membership interests of each class and series of such interests of each of one or more subsidiaries may merge with those subsidiaries without approval by the subsidiaries.

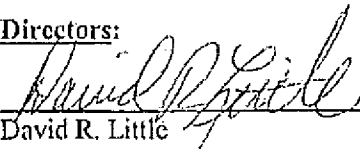
**NOW, THEREFORE, BE IT RESOLVED**, that the merger between the Company and SEPCO is hereby approved, and

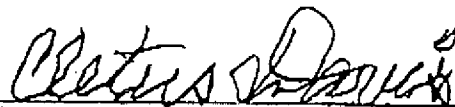
**FURTHER RESOLVED**, that David R. Little, Chief Executive Officer, of the Company be and is hereby directed to make and execute a Certificate of Merger and any other documents necessary to effect the merger, and

**FURTHER RESOLVED**, that David R. Little, Chief Executive Officer, be and hereby is authorized and directed to do all acts and things whatsoever, whether within or without the State of Texas; which may be in any way necessary or proper to effect said merger.

DATED to be effective October 30, 2012.

Directors:

  
\_\_\_\_\_  
David R. Little

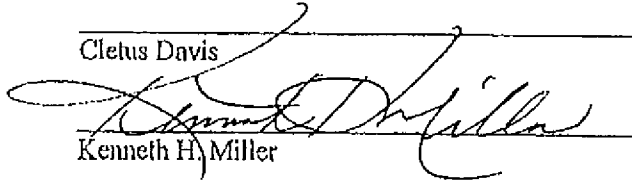


Cletus Davis

Kenneth H. Miller

Timothy P. Halter

Cletus Davis



Kenneth H. Miller

Timothy P. Halter

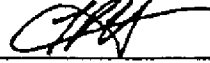


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Cletus Davis

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Kenneth H. Miller



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Timothy P. Halter