

10-28-1999

U.S. DEPARTMENT OF COMMERCE



Patent and Trademark Office

original documents or copy hereof.

101185944

To the Honorable Commissioner of Patents a

1. Name of conveying party(ies):

Holmes Protection Group, Inc.

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies):

Name: ADT Security Services, Inc.

Address: 902 Market Street  
Wilmington, Delaware 19801

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: March 22, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

1,904,638

Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: J. Allison Strickland

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....1

7. Total fee (37 CFR 3.41) ..... \$ 40.00

Enclosed  
 Authorized to be charged to deposit account  
**(Only if total fee is not sufficient)**

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

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40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

J. Allison Strickland  
Name of Person Signing

Signature

10-14-99  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REG. NO. : 1,904,638

REG. DATE : July 11, 1995

MARK : LIFENET

CLASS : 37 and 42

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202

Sir:

ADT SERVICES AG, a corporation organized and existing under the laws of Switzerland, located at Schwertstrasse 9, CH-8200 Schaffhausen, Switzerland, the proprietor of the above-identified trademark registration, hereby appoints the firm Fross Zelnick Lehrman & Zissu, P.C., attorneys at law, of 866 United Nations Plaza, New York, New York 10017 (telephone 212-813-5900), its attorneys and representative upon whom notices or process in proceedings affecting the above-identified mark may be served.

ADT SERVICES AG

By: 

Name: Philemon Kalbermatten

Title: Vice President

Date of Signature: August 19, 1999

**ASSIGNMENT**

**ADT General Holdings, Inc., a Delaware corporation ("Holdings"), hereby assigns, transfers, and sets over to ADT Security Services, Inc. ("Security"), a Delaware corporation and wholly owned subsidiary of Holdings, and its successors and assigns, without recourse, as a contribution to capital, all of Holding's right, title and interest in and to all of the shares (the "Shares") of common stock of Holmes Protection Group, Inc., a Delaware corporation ("Holmes"). The Shares represent 100% of the outstanding common stock of Holmes and were acquired by Holdings on February 9, 1998.**

**Dated: February 9, 1998**

**ADT GENERAL HOLDINGS, INC.**

By: *John J. Garnieri*  
**John J. Garnieri**  
Its: **Vice President**

**Accepted:**

**ADT SECURITY SERVICES, INC.**

By: *Bernard J. Doherty*  
**Bernard J. Doherty**  
Its: **Vice President**

*State of Delaware*

PAGE 1

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HOLMES PROTECTION GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "ADT SECURITY SERVICES, INC." UNDER THE NAME OF "ADT SECURITY SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MARCH, A.D. 1999, AT 11:05 O'CLOCK A.M.



2175945 8100M

991123160

Edward J. Freel, Secretary of State

9658868

AUTHENTICATION:

03-30-99

DATE:

RECEIVED TIME JUN. 30. 3:23PM

TRADEMARK  
REEL: 001981 FRAME: 0033

**CERTIFICATE OF MERGER  
OF  
HOLMES PROTECTION GROUP, INC.  
INTO  
ADT SECURITY SERVICES, INC.**

\*\*\*\*\*

The undersigned corporation

**DOES HEREBY CERTIFY:**

**FIRST:** That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Holmes Protection Group, Inc.	Delaware
ADT Security Services, Inc.	Delaware

**SECOND:** That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is ADT Security Services, Inc., a Delaware corporation.

**FOURTH:** That the Certificate of Incorporation of ADT Security Services, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is One Town Center Road, Boca Raton, Florida 33486.

**SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.**

**Dated: July 10, 1998**

**ADT SECURITY SERVICES, INC.**

By: *John J. Guarnieri*  
**John J. Guarnieri**  
**Vice President**