

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Vistascape Security Systems Corp.		10/01/2007	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	Siemens Building Technologies, Inc.
Street Address:	1000 Deerfield Parkway
City:	Buffalo Grove
State/Country:	ILLINOIS
Postal Code:	60089
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78787924	MAKING SENSE OF SENSOR DATA

**CORRESPONDENCE DATA**

Fax Number: (732)321-3014  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: rashmi.raj@siemens.com  
 Correspondent Name: Rashmi S. Raj  
 Address Line 1: 170 Wood Ave. South, 5th Floor  
 Address Line 4: Iselin, NEW JERSEY 08830

NAME OF SUBMITTER:	Donald B. Paschburg
Signature:	/Donald Paschburg/
Date:	12/21/2007

Total Attachments: 6

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**TRADEMARK  
 REEL: 003683 FRAME: 0970**

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# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 10/01/2007. Attached is a true and correct copy of the said filing.

Surviving Entity:

**SIEMENS BUILDING TECHNOLOGIES, INC.**, a Delaware Profit Corporation

Nonsurviving Entity/Entities:

**VISTASCAPE SECURITY SYSTEMS CORP.**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on October 1, 2007



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel  
Secretary of State

**ARTICLES OF MERGER**

of

**VISTASCAPE SECURITY SYSTEMS CORP.,  
a Georgia corporation**

into

**SIEMENS BUILDING TECHNOLOGIES, INC.,  
a Delaware corporation**

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporations adopt the following articles of merger:

1. The plan of merger is as follows:

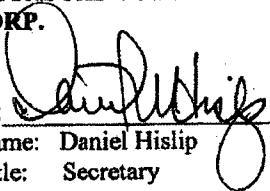
At the Effective Time, Vistascape Security Systems Corp., a Georgia corporation ("Vista") shall be merged (the "Merger") with and into Siemens Building Technologies, Inc., a Delaware corporation ("SBT"). The separate corporate existence of Vista shall cease, and SBT shall continue as the surviving corporation under Delaware law.

The "Effective Time" shall mean the time at which the Merger becomes effective which shall be as of 12:01 a.m. on October 1, 2007.

2. The Merger has been approved and adopted by the shareholders.  
3. The surviving corporation certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by law.


Date: September <sup>at</sup> 25, 2007

**VISTASCAPE SECURITY SYSTEMS  
CORP.**

By:   
Name: Daniel Hislip  
Title: Secretary

Date: September <sup>at</sup> 25, 2007

**SIEMENS BUILDING TECHNOLOGIES, INC.**

By:   
Name: Axel Meier  
Title: Executive Vice President and CFO

State of Georgia  
Expedite Merger 5 Page(s)



TRADEMARK

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SECRETARY OF STATE

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 25<sup>th</sup>, 2007, between VISTASCAPE SECURITY SYSTEMS CORP., a Georgia corporation ("VISTA") and SIEMENS BUILDING TECHNOLOGIES, INC. a Delaware corporation ("SBT").

WHEREAS, the Board of Directors of VISTA and the Board of Directors of SBT have determined that it is advisable that VISTA be merged with and into SBT (the "Merger"), on the terms and subject to the conditions contained herein and in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Code of the State of Georgia.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, VISTA and SBT. hereby agree as follows:

SECTION 1. The Merger. At the Effective Time (as defined in Section 5), VISTA shall be merged with and into SBT, the separate corporate existence of VISTA shall cease, and SBT shall continue as the surviving company (hereinafter referred to as the "Surviving Company"). SBT as the Surviving Company will continue its existence as a corporation under Delaware law.

SECTION 2. Certificate of Incorporation of Surviving Company. The Certificate of Incorporation of SBT, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company until thereafter amended as provided by law.

SECTION 3. Bylaws. The Bylaws of SBT, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Company until thereafter amended as provided by law and the terms of the Certificate of Incorporation and Bylaws.

SECTION 4. Directors and Officers. The officers and directors of SBT immediately prior to the Effective Time shall be the officers and directors of the Surviving Company at and immediately after the Effective Time (retaining their respective terms of office).

SECTION 5. Effective Time of the Merger. After this Agreement has been duly approved in the manner required by law and provided there shall not be any judgment, order, decree, stipulation, injunction, or charge in effect preventing consummation of any of the transactions contemplated by this Agreement, properly executed Certificate(s) of Merger in the form attached hereto as Exhibit "A" shall be filed with the Secretary of State of Delaware and the Secretary of State of Georgia

providing for the Merger to become effective at 12:01 a.m. on October 1, 2007, and the Merger will be effective as of 12:01 a.m. on October 1, 2007 (the "Effective Time").

SECTION 6. Effect of Merger. At the Effective Time, all rights in and to property of every kind and description, real and personal, tangible and intangible, of VISTA shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations and liabilities of VISTA, and any claims existing, and actions or proceedings pending by or against VISTA may be enforced against the Surviving Company as if the Merger had not taken place. The Surviving Company may, at any time after the Effective Time, take any action (including but not limited to executing and delivering any document) in the name and on behalf of either VISTA or SBT in order to carry out and effectuate the transactions contemplated by this Agreement.

SECTION 7. Continuation of Indemnification. Without limiting the generality of Section 6, the Surviving Company will observe any indemnification provisions now existing in the Bylaws of VISTA for the benefit of any individual who served as a director, officer or other representative of VISTA at any time prior to the Effective Time.

SECTION 8. Termination. Either party may terminate this Agreement (whether before or after Parent approval) by giving written notice to the other party at any time prior to the Effective Time. If any party so terminates this Agreement, all rights and obligations of the parties hereunder shall terminate without any liability of either party to the other party.

SECTION 9. Miscellaneous.

(a) No Third Party Beneficiaries. This Agreement shall not confer any rights or remedies upon any person or entity other than the parties and their respective successors and permitted assigns; *provided, however*, that the provisions in Section 7 above concerning indemnification are intended for the benefit of the individuals specified therein and their respective legal representatives.

(b) Succession and Assignment. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and permitted assigns. No party may assign either this Agreement or any of its rights, interests, or obligations hereunder without the prior written approval of the other party.

(c) Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.

(d) Headings. The section headings contained in this Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

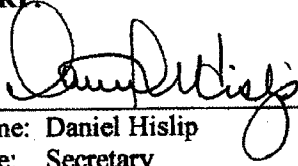
(e) Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without regard to choice of law principles.

(f) Amendments and Waivers. The parties may mutually amend any provision of this Agreement and/or the Certificate of Merger at any time prior to the Effective Time. No amendment of any provision of this Agreement shall be valid unless the same shall be in writing and signed by both of the parties.


(g) Severability. Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

**VISTASCAPE SECURITY SYSTEMS  
CORP.**

By:   
Name: Daniel Hislip  
Title: Secretary

**SIEMENS BUILDING  
TECHNOLOGIES, INC.**

By:   
Name: Axel Meier  
Title: Executive Vice President and CFO

CORPORATIONS DIVISION  
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