

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
4366859 Canada, Inc.		03/31/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Directed Electronics, Canada Inc. Electronique Directed, Canada Inc.
Also Known As:	AKA Directed Electronics Canada, Inc.
Street Address:	188 St. Francois Xavier
Internal Address:	Attention: Legal Department
City:	Delson, Quebec
State/Country:	CANADA
Postal Code:	J5B 1X9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0868378	AUTOSTART

CORRESPONDENCE DATA

Fax Number: (760)599-1389
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7605991398
 Email: christie.biggs@deiholdings.com
 Correspondent Name: DEI Headquarters, Inc.
 Address Line 1: One Viper Way
 Address Line 2: Attention: Legal Department
 Address Line 4: Vista, CALIFORNIA 92081

DOMESTIC REPRESENTATIVE

CH \$40.00 0868378

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Crystal Biggs

Signature:

//CRYSTAL BIGGS//

Date:

07/29/2009

Total Attachments: 4

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This Amalgamation Agreement entered into this 31 day of March, 2008.

AMONG:

DIRECTED ELECTRONICS, CANADA INC.
ÉLECTRONIQUE DIRECTED, CANADA INC.,
a corporation subject to the *Canada Business Corporations Act*,

(hereinafter sometimes called "DEI Canada")

OF THE FIRST PART

- and -

TRILOGIX ELECTRONIC SYSTEMS INC./
SYSTÈMES ÉLECTRONIQUES TRILOGIX INC.,
a corporation subject to the *Canada Business Corporations Act*,

(hereinafter sometimes called "Trilogix")

OF THE SECOND PART

- and -

4366859 CANADA INC.,
a corporation subject to the *Canada Business Corporations Act*,

(hereinafter sometimes called "4366859")

OF THE THIRD PART

WITNESSES:

WHEREAS the parties hereto acting under the authority contained in the *Canada Business Corporations Act* have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS the parties hereto have each made full disclosure to the others of all their respective assets and liabilities;

AND WHEREAS it is desirable that the said amalgamation should be effected;

NOW THEREFORE the parties hereto have agreed as follows:

1. **Definitions** In this agreement the expressions "Act" means the *Canada Business Corporations Act*, "Amalgamating Corporation" means each of the parties hereto and

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"Amalgamated Corporation" means the corporation continuing from the amalgamation of the parties hereto.

2. Amalgamation Each of the Amalgamating Corporations hereby agrees to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out, effective April 1, 2008.

3. Name The name of the Amalgamated Corporation shall be DIRECTED ELECTRONICS, CANADA INC. ÉLECTRONIQUE DIRECTED, CANADA INC.

4. Registered Office Until changed in accordance with the Act, the province in Canada where the registered office of the Amalgamated Corporation shall be situate is the Province of Québec, and the address of the registered office shall be 188, St-François Xavier Delson, Québec J5B 1X9.

5. Business There shall be no restrictions on the business the Amalgamated Corporation may carry on.

6. By-laws The by-laws of DEI Canada, shall be, to the extent not inconsistent with this Agreement, the by-laws of the Amalgamated Corporation, until repealed or amended. A copy of the proposed by-laws may be examined at the offices of Blake, Cassels & Graydon LLP located at 600 de Maisonneuve Boulevard West, Suite 2200, Montréal QC H3A 3J2.

7. Classes and Number of Shares Authorized The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares and an unlimited number of preference shares. The rights, privileges, restrictions and conditions attaching to each class of shares are set out in Schedule "I" to this Agreement.

8. Issued Shares The issued shares of the Amalgamating Corporations shall be converted into issued common shares of the Amalgamated Corporation as follows:

- (a) the 2,800,000 issued common shares of DEI shall be converted into 2,800,100 issued common shares of the Amalgamated Corporation;
- (b) all shares in the capital of Trilogix, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of Trilogix shall be added to the stated capital of the Amalgamated Corporation.
- (c) all shares in the capital of 4366859, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of 4366859 shall be added to the stated capital of the Amalgamated Corporation.


After the issue of a certificate of amalgamation confirming this Amalgamation Agreement, the shareholders of each of the Amalgamating Corporations, shall, when requested by the Amalgamated Corporation, surrender any certificates representing shares held by them in the

- (c) the Amalgamated Corporation shall continue to be liable for the obligations of each of the Amalgamating Corporations;
- (d) an existing cause of action, claim or liability to prosecution is unaffected;
- (e) a civil, criminal or administrative action or proceeding pending by or against any of the Amalgamating Corporations may be continued to be prosecuted by or against the Amalgamated Corporation;
- (f) a conviction against, or ruling, order or judgment in favour of or against, any of the Amalgamating Corporations may be enforced by or against the Amalgamated Corporation; and
- (g) the articles of amalgamation shall be deemed to be the articles of incorporation of the Amalgamated Corporation and the certificate of amalgamation shall be deemed to be the certificate of incorporation of the Amalgamated Corporation.


16. **Termination** This Agreement may be terminated without cause or reason by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of the Amalgamating Corporations, at any time prior to the issuance of a certificate of amalgamation confirming this Agreement.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto.

**DIRECTED ELECTRONICS, CANADA INC.
ÉLECTRONIQUE DIRECTED, CANADA
INC.**

By: 
Name: KC Bean
Title: Vice President, Secretary and General
Counsel

**TRILOGIX ELECTRONIC SYSTEMS
INC./SYSTÈMES ÉLECTRONIQUES
TRILOGIX INC.**

By: 
Name: KC Bean
Title: Vice President, Secretary and General
Counsel

4366859 CANADA INC.

By: 

Name: KC Bean

Title: Secretary and General Counsel

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