

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/21/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Isuzu Motors America, Inc.		11/05/2008	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
Name:	Isuzu Motors America, LLC		
Street Address:	13340 183rd Street		
City:	Cerritos		
State/Country:	CALIFORNIA		
Postal Code:	90702		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Registration Number:	3188045	I-370	
Registration Number:	3163781	I-350	
Registration Number:	3188046	I-290	
Registration Number:	3096816	I-280	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Perkins Coie, LLP		
Address Line 1:	1201 Third Avenue		
Address Line 2:	Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101-3099		
ATTORNEY DOCKET NUMBER:	17550-4000		

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**900142811**

**TRADEMARK  
 REEL: 004058 FRAME: 0682**

NAME OF SUBMITTER:	Matthew D. Schneller
Signature:	/Matthew D. Schneller/
Date:	09/09/2009
Total Attachments: 3 source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif	

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>	
Date Received <b>NOV 21 2008</b>	(FOR BUREAU USE ONLY)
<b>FILED</b>	
<b>NOV 21 2008</b>	
Administrator <b>BUREAU OF COMMERCIAL SERVICES</b>	
Name: <b>Jones Day, Attention: Hazel McDaniel</b> Address: <b>1755 Embarcadero Road</b> City: <b>Palo Alto</b> State: <b>CA</b> Zip Code: <b>94303</b>	
EFFECTIVE DATE: Expiration date for new assumed names: <b>December 31.</b> Expiration date for transferred assumed names appear in Item 8	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**  
**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
 and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Isuzu Motors America, Inc.	090217
Isuzu Motors America, LLC	200830510004

b. The name of the surviving (new) entity and its identification number is:

Isuzu Motors America, LLC	200830510004
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

13340 183rd Street, Cerritos, CA 90703

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_.

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**3. Complete for Profit Corporations only**

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Isuzu Motors America, Inc.	48,140,874	Common Stock	Common Stock
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

There will be no conversion of the shares of Isuzu Motors America, Inc. The shares of Isuzu Motors America, Inc. will be cancelled upon successful completion of the merger.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

There will be no amendments to the Articles of Organization of Isuzu Motors America, LLC in connection with the merger.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

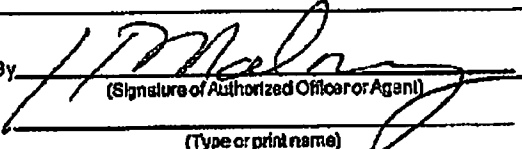
a) The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:  
 the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

\_\_\_\_\_  
 Isuzu Motors America, Inc.  
 \_\_\_\_\_

By   
 (Signature of Authorized Officer or Agent)  
 \_\_\_\_\_  
 (Type or print name)  
 \_\_\_\_\_  
 (Name of Corporation)

By \_\_\_\_\_  
 (Signature of Authorized Officer or Agent)  
 \_\_\_\_\_  
 (Type or print name)  
 \_\_\_\_\_  
 (Name of Corporation)

4. Complete for any Limited Liability Companies only

Check one of the following if the limited liability company is the survivor.  
 There are no changes to be made to the Articles of Organization of the surviving limited liability company.  
 The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:


The manner and basis of converting the membership interests are as follows:  
There will be no conversion of the shares of Isuzu Motors America, Inc. The shares of Isuzu Motors America, Inc. will be cancelled upon successful completion of the merger. There will be no conversion of the membership interests of Isuzu Motors America, LLC, the surviving entity.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 5th day of November, 2008

By   
(Signature of Member, Manager or Authorized Agent)

Makoto Kawahara, President of Member Isuzu North America Corporation  
(Type or Print Name and Capacity)

Isuzu Motors America, LLC  
(Name of Limited Liability Company)

Signed this \_\_\_\_\_ day of \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Member, Manager or Authorized Agent)

\_\_\_\_\_  
(Type or Print Name and Capacity) (Rev. 5/03) (BCS/CO-550m (Rev. 5/03))

\_\_\_\_\_  
(Name of Limited Liability Company)