

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ALLTRONICS, LLC		12/16/2008	LIMITED LIABILITY COMPANY: TENNESSEE
PHILIPS EMERGENCY LIGHTING, LLC		12/16/2008	LIMITED LIABILITY COMPANY: TENNESSEE

RECEIVING PARTY DATA

Name:	PHILIPS EMERGENCY LIGHTING, LLC
Street Address:	236 South Mt. Pleasant Road
City:	Collierville
State/Country:	TENNESSEE
Postal Code:	38017
Entity Type:	LIMITED LIABILITY COMPANY: TENNESSEE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2743986	ARC KEEPER
Registration Number:	2271591	BODINE
Registration Number:	2262353	BODINE
Registration Number:	3058016	COLD-PAK
Registration Number:	3279474	FEBNET
Registration Number:	1883468	IF IT'S RED IT'S BODINE
Registration Number:	1951424	REDITEST

CORRESPONDENCE DATA

Fax Number: (914)333-9692
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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**TRADEMARK
 REEL: 004096 FRAME: 0893**

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Phone: (914) 333-9634
Email: Bob.Kraus@philips.com, Lillian.Drumheller@philips.com
Correspondent Name: ROBERT J. KRAUS, ESQ.
Address Line 1: P.O. BOX 3001
Address Line 2: PHILIPS IP&S
Address Line 4: Briarcliff Manor, NEW YORK 10510-8001

ATTORNEY DOCKET NUMBER:	BODINE RECORDAL#3
NAME OF SUBMITTER:	Robert J. Kraus
Signature:	/R.J.KRAUS/
Date:	11/16/2009

Total Attachments: 6

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ARTICLES OF MERGER
OF
ALLTRONICS, LLC
AND
PHILIPS EMERGENCY LIGHTING, LLC

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To the Secretary of State
State of Tennessee

Pursuant to the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7 governing the merger of a domestic limited liability company into a domestic limited liability company, the surviving domestic limited liability company hereinafter named, does hereby submit the following articles of merger.

1. The names of the constituent companies are Alltronics, LLC, a Tennessee limited liability company, acting pursuant to Section 48-249-405 of the Tennessee Revised Limited Liability Company Act and Philips Emergency Lighting, LLC, a Tennessee limited liability company, acting pursuant to Section 48-249-405 of the Tennessee Revised Limited Liability Company Act.
2. The Agreement of Merger for merging Alltronics, LLC into Philips Emergency Lighting, LLC was approved by written resolution of the Sole Member of Philips Emergency Lighting, LLC and has been duly executed by each constituent company.
3. Philips Emergency Lighting, LLC will continue to exist as the surviving company under its present name pursuant to Section 48-249-405 of the Tennessee Revised Limited Liability Company Act and will be governed by said laws.
4. The Articles of Organization of Philips Emergency Lighting, LLC as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.
5. The Agreement of Merger between the aforesaid constituent companies provide that the merger herein certified shall be effective at 12:01 a.m. Central Standard Time January 1, 2009.

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6. The Agreement of Merger is on file at the following place of business of Philips Emergency Lighting, LLC: c/o Philips Electronics North America Corporation, 3000 Minuteman Road, Building One, Andover, Massachusetts 01810.

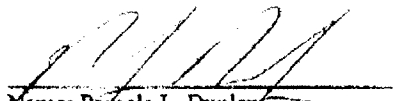
7. A copy of the aforesaid Agreement of Merger will be furnished by Philips Emergency Lighting, LLC, upon request, and without cost, to any member of Alltronics, LLC.

8. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

Executed on December 16, 2008

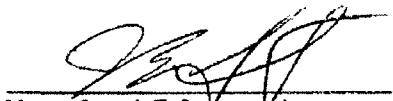
PHILIPS EMERGENCY LIGHTING, LLC

By


Name: Pamela L. Dunlap
Capacity: Vice President

ALLTRONICS, LLC

By


Name: Joseph E. Innamorati
Capacity: Vice President

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AGREEMENT OF MERGER approved on December 16, 2008 by Alltronics, LLC, a Tennessee limited liability company, and by resolution adopted by at least a majority vote of the members of said date, and approved on December 16, 2008 by Philips Emergency Lighting, LLC, a Tennessee limited liability company, and by resolution adopted by at least a majority vote of the members on said date.

1. Alltronics, LLC and Philips Emergency Lighting, LLC shall, pursuant to the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7, be merged with and into a single company, to wit, Philips Emergency Lighting, LLC, which shall be the surviving company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Alltronics, LLC, which is sometimes hereinafter referred to as the "terminating company", shall cease upon said effective date in accordance with the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7.

2. The Articles of Organization of the surviving company as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The operating agreement of the surviving company as in force and effect upon the effective date of the merger will be the operating agreement of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving company.

4. The officers in office of the surviving company upon the effective date of the merger shall be the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving company.

5. Each issued share/ownership interest of the terminating company shall, upon the effective date of the merger, be surrendered and cancelled. The issued shares/ownership interest of the surviving company shall not be converted in any manner, but each said share/ownership interest which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company.

6. The Agreement of Merger herein made and approved shall be submitted to the managers of the terminating company for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the surviving company for their approval or rejection in the manner prescribed by the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7.

7. In the event that the Agreement of Merger shall have been approved by the sole member of the terminating company in the manner prescribed by the provisions of the

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Tennessee Code Annotated Title 48, Chapter 249, Part 7 and by the sole member of the surviving company in compliance with the laws of the jurisdiction of its organization, the terminating company and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Tennessee, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

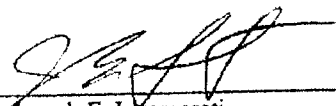
8. The members and the proper officers of the terminating company and of the surviving company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

9. The effective time of this Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be effective on January 1, 2009 at 12:01 a.m. Central Standard Time,

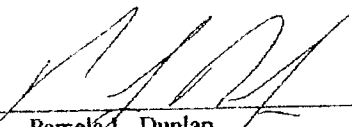
10. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

11. The surviving company will be responsible for the payment of all fees and franchise taxes if the same are not timely paid.

ALLTRONICS, LLC

By 
Joseph E. Imamorati
Vice President

PHILIPS EMERGENCY LIGHTING, LLC

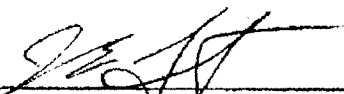
By 
Pamela L. Dunlap
Vice President

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CERTIFICATE OF SECRETARY OF
PHILIPS EMERGENCY LIGHTING, LLC

The undersigned, being the Secretary of Philips Emergency Lighting, LLC, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by all of the members of said company, in accordance with the provisions of Tennessee Code Annotated Title 48, Chapter 249, Part 7.

Dated: December 16, 2008



Joseph E. Innamorati, Secretary of Philips Emergency Lighting, LLC

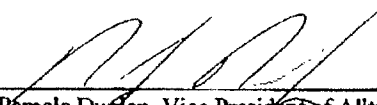
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CERTIFICATE OF OFFICER OF
ALLTRONICS, LLC

The undersigned, being the Vice President of Alltronics, LLC, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by all of the Members of said company, in accordance with the provisions of Tennessee Code Annotated Title 48, Chapter 249, Part 7.

Dated: December 16, 2008



Pamela Dunlap, Vice President of Alltronics, LLC

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