

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PHILIPS EMERGENCY LIGHTING, LLC		12/16/2008	LIMITED LIABILITY COMPANY: TENNESSEE
THE BODINE GROUP HOLDING COMPANY		12/16/2008	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	THE BODINE GROUP HOLDING COMPANY
Street Address:	236 South Mt. Pleasant Road
City:	Collierville
State/Country:	TENNESSEE
Postal Code:	38017
Entity Type:	CORPORATION: 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.

900147730

**TRADEMARK
 REEL: 004096 FRAME: 0984**

CH \$190.00 2743986

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#4
NAME OF SUBMITTER:	Robert J. Kraus
Signature:	/R.J.KRAUS/
Date:	11/16/2009

Total Attachments: 6

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TERRY DARRIN
SECRETARY OF STATE

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ARTICLES OF MERGER
OF
PHILIPS EMERGENCY LIGHTING, LLC
AND
THE BODINE GROUP HOLDING COMPANY

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 corporation, the surviving domestic corporation hereinafter named, does hereby submit the following articles of merger.

1. The names of the constituent companies are Philips Emergency Lighting, LLC, a Tennessee limited liability company, acting pursuant to Section 48-249-405 of the Tennessee Revised Limited Liability Company Act and The Bodine Group Holding Company, a corporation organized and existing under the laws of the State of Tennessee, in accordance with Section 48-17-104 of the Business Corporation Act of the State of Tennessee.
2. The Agreement of Merger for merging Philips Emergency Lighting, LLC into The Bodine Group Holding Company was approved by written resolution of the Board of Directors of The Bodine Group Holding Company and has been duly executed by each constituent company.
3. The Bodine Group Holding Company will continue to exist as the surviving company under its present name pursuant to Section 48-17-104 of the Business Corporation Act of the State of Tennessee and will be governed by said laws.
4. The Articles of Incorporation of The Bodine Group Holding Company as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving company and said Articles of Incorporation 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 provides that the merger herein certified shall be effective at 12:02 a.m. Central Standard Time on January 1, 2009.

6. The Agreement of Merger is on file at the following place of business The Bodine Group Holding Company: 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 The Bodine Group Holding Company, upon request, and without cost, to any member of Philips Emergency Lighting, LLC.

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


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Executed on December 16, 2008

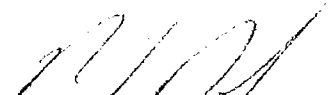
THE BODINE GROUP HOLDING COMPANY

By


Name: Joseph E. Innamorati
Capacity: Vice President

PHILIPS EMERGENCY LIGHTING, LLC

By


Name: Pamela L. Dunlap
Capacity: Vice President

AGREEMENT OF MERGER 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, and approved on December 16, 2008 by The Bodine Group Holding Company, a Delaware corporation organized, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. The Philips Emergency Lighting, LLC and The Bodine Group Holding Company 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, The Bodine Group Holding Company, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Philips Emergency Lighting, 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 Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation 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 by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation 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 corporation.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors and first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

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 of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement of Merger herein made and approved shall be submitted to the members 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 corporation for their approval or rejection in the manner prescribed by the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7.

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7. In the event that the Agreement of Merger shall have been approved by the members of the terminating company in the manner prescribed by the provisions of the Tennessee Code Annotated Title 48, Chapter 249, Part 7 and by the shareholders of the surviving corporation in compliance with the laws of the jurisdiction of its organization, the terminating company and the surviving corporation 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 corporation, 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 12:02 a.m. Central Standard Time;

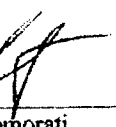
10. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

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

PHILIPS EMERGENCY LIGHTING, LLC

By 
Name: Pamela L. Dunlap
Capacity: Vice President

THE BODINE GROUP HOLDING COMPANY

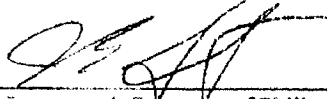
By 
Name: Joseph E. Minnamorati
Capacity: Vice President

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SECRETARY OF STATE

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

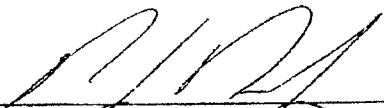
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RILEY DANIEL
SECRETARY OF STATE

CERTIFICATE OF OFFICER OF
THE BODINE GROUP HOLDING COMPANY

The undersigned, being the Vice President of The Bodine Group Holding Company, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by all members of the Board of Directors of said Corporation and by the holders of all of the outstanding stock of said company, in accordance with the provisions of Tennessee Code Annotated Title 48, Chapter 249, Part 7.

Dated: December 16, 2008



Pamela L. Dunlap, Vice President of The Bodine Group Holding Company

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