

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/11/2005		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Tri-Star Electronics International, Inc.		08/11/2005
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Tri-Star Electronics International, Inc.		
Street Address:	2201 Rosecrans Avenue		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2407578	
CORRESPONDENCE DATA			
Fax Number:	(213)892-9494		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	213-892-9200		
Email:	cholland@fulbright.com		
Correspondent Name:	Gregory B. Wood		
Address Line 1:	555 South Flower Street, 41st Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
ATTORNEY DOCKET NUMBER:	7882-101/10808069		
NAME OF SUBMITTER:	Gregory W. Wood		
Signature:	/Gregory W. Wood/		

OP \$40.00 2407578

Date:

05/25/2010

Total Attachments: 8

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AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER, dated this 10th day of August, 2005, pursuant to section 252 of the General Corporation Law of the State of Delaware and section 1101 of California Corporations Code, between Tri-Star Electronics International, Inc., a California Corporation (the "Merged Corporation") and TSEI Delaware, Inc., a Delaware Corporation (the "Surviving Corporation").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation (the "Merger"), as hereinafter specified; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: TSEI Delaware, Inc. hereby merges into itself Tri-Star Electronics International, Inc. and said Tri-Star Electronics International, Inc. shall be and hereby is merged into TSEI Delaware, Inc. which shall be the surviving corporation.

SECOND: On the effective date of the Merger the name of the surviving corporation of the Merger is TSEI Delaware, Inc. which name shall be changed to Tri-Star Electronics International, Inc.

THIRD: The Certificate of Incorporation of TSEI Delaware, Inc., which is the surviving corporation, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

FOURTH: The manner of converting or cancelling the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of common stock and preferred stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

(b) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of the Merger shall be forthwith cancelled, and all rights in respect thereof shall forthwith be terminated. Each share of preferred stock of the Merged Corporation which shall be outstanding on the effective date of the Merger, and all rights in

respect thereof shall forthwith be changed and converted into one (1) share of preferred stock of the Surviving Corporation.

(c) After the effective date of the Merger, each holder of an outstanding certificate representing shares of common stock and preferred stock of the Merged Corporation shall surrender the same to the Surviving Corporation. In any event, the outstanding shares of the stock of the Merged Corporation shall be treated by the Surviving Corporation for all corporate purposes as cancelled.

FIFTH: Pursuant to Section 7.1(b)(iv) of the Stock Option Plan of Tri-Star Electronics International, Inc. dated March 1, 2005 (the "Plan") the stock options granted under the Plan shall be cancelled and the holders of such cancelled options shall receive new stock options granted under the Stock Option Plan of TSEI Holdings, Inc., a Delaware corporation, dated August 11, 2005, which new options will have terms that are substantially the same as the cancelled options. The Surviving Corporation is a wholly-owned subsidiary of TSEI Holdings, Inc.

SIXTH: The terms and conditions of the Merger are as follows:

(a) The by-laws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

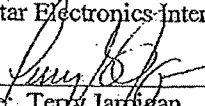
(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The Merger shall become effective upon filing of a Certificate of Merger as provided by law.

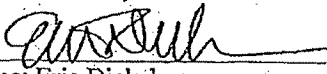
(d) Upon the Merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to possession of any property of the Merged Corporation acquired to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Shareholders have caused this Agreement and Plan of Merger to be executed by an officer of each party hereto as of the date and year first set forth above.

Tri-Star Electronics International, Inc.

By: 
Name: Terry Jarrigan
Title: President

TSEI Delaware, Inc.

By: 
Name: Eric Dickelman
Title: Chief Financial Officer and Secretary

D0782370

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 13 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

FROM CORPORATION TRUST 302-655-2480

(THU) 8.11.05 18:59/ST. 18:58/NO. 4862069798 P 2

Delaware

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The First State

00782370

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRI-STAR ELECTRONICS INTERNATIONAL, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "TSEI DELAWARE, INC." UNDER THE NAME OF

"TRI-STAR ELECTRONICS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF AUGUST, A.D. 2005, AT 4:45 O'CLOCK P.M.

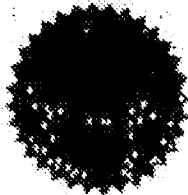
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 12 2005

4007534 8100M

050665008



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087415

DATE: 08-11-05

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TRADEMARK

REEL: 004213 FRAME: 0881

FROM CORPORATION TRUST 302-655-2400

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:45 PM 08/11/2005
FILED 04:45 PM 08/11/2005
SRV 050665008 - 4007534 FILE

CERTIFICATE OF MERGER

OF

TRI-STAR ELECTRONICS INTERNATIONAL, INC.

INTO

TSEI DELAWARE, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME

STATE OF INCORPORATION

Tri-Star Electronics International, Inc.
TSEI Delaware, Inc.

California
Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is TSEI Delaware, Inc., which shall herewith be changed to Tri-Star Electronics International, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of TSEI Delaware, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 2201 Rosecrans Avenue, El Segundo, California 90245.

FROM CORPORATION TRUST 302-655-2480

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SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share or statement that shares are without par value
Tri-Star Electronics International (CA)	Common	1,000,000	without par value
	Preferred	100,000	without par value
TSEI Delaware, Inc. (DE)	Common	1,000	\$.01
	Preferred	100,000	without par value

EIGHTH: That this Certificate of Merger shall be effective on the filing date.

[Remainder of page intentionally left blank]

FROM CORPORATION TRUST 302-655-2480

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Dated: August 11, 2005

TSEI Delaware, Inc.

By: /s/ Eric Dickelman

Name: Eric Dickelman

Title: Chief Financial Officer and Secretary



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