

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Trilogix Electronics Systems 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:	2700 Alphonse Gariépy		
Internal Address:	Attention: Legal Department		
City:	Lachine, Quebec		
State/Country:	CANADA		
Postal Code:	H8T 1B2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3376721	BYPASSKIT	
CORRESPONDENCE DATA			
Fax Number:	(760)599-1389		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(760) 599-1398		
Email:	christie.biggs@directed.com		
Correspondent Name:	Directed Electronics Canada Inc.		
Address Line 1:	One Viper Way		
Address Line 2:	Attention: Legal Department		
Address Line 4:	Vista, CALIFORNIA 92081		
DOMESTIC REPRESENTATIVE			

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TRADEMARK
 REEL: 004234 FRAME: 0109

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Crystal Biggs

Signature:

//CRYSTAL BIGGS//

Date:

06/29/2010

Total Attachments: 6

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

A M O N G:

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

"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

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.

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 "1" 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)

(b)

(c)

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

Amalgamating Corporations, and in return, in the case of DEI Canada, shall be entitled to receive certificates for shares of the Amalgamated Corporation.

9. Restrictions on Transfer of Shares Subject to any security holders' agreement, no securities of the Amalgamated Corporation, including shares from its capital stock and excluding non-convertible debt securities, may be transferred without the prior consent of:

- (a) a majority of directors, which consent shall be evidenced by a resolution of the board of directors or by one or more documents signed by a majority of directors; or
- (b) a majority of the shareholders entitled to vote, which consent shall be evidenced by a resolution of these shareholders or by one or more documents signed by a majority of these shareholders.

This consent may, however, in the case of shares of the Amalgamated Corporation only, be validly given after the assignment or transfer has been registered in the minute book of the Corporation, in which case the assignment or transfer in question shall be valid and take effect retroactively to the date upon which the assignment or transfer is registered.

10. Other Provisions It shall be a condition of the articles that the directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the Canada Business Corporations Act, R.S.C. 1985, c. C-44, the Directors may, if they see fit, and without having to obtain the authorization of the shareholders:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- (iv) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and
- (v) delegate one or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the board of directors or to an officer of the Corporation.

11. Directors Until changed in accordance with the Act, there shall be a minimum of one (1) director and a maximum of ten (10) directors of the Amalgamated Corporation. The first directors of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>	<u>RESIDENT CANADIAN (Yes or No)</u>
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A.

12. Officers Until changed, the officers of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION HELD</u>
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13. Financial Year End Until otherwise determined by resolution of the directors the financial year of the Amalgamated Corporation shall end on the last day of December in each year.

14. Filing of Articles Upon the shareholders of the Amalgamating Corporations respectively adopting this Agreement and subject to paragraph 16 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act together with the documents required by sections 19 and 106 of the Act.

15. Effect of Amalgamation On the date shown in the certificate of amalgamation:


- (a) the amalgamation of the Amalgamating Corporations and their continuance as one corporation shall become effective;
- (b) the property of each of the Amalgamating Corporations shall continue to be the property of the Amalgamated Corporation;

- (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.

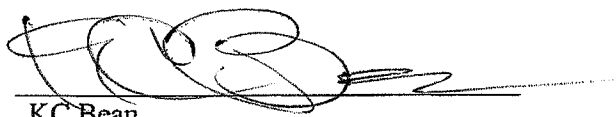
16. Termination This Agreement may be terminated without cause or reason by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of the Amalgamating Corporations, at any time prior to the issuance of a certificate of amalgamation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