

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Network Multi-Family Security Corporation		12/28/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Protection One Alarm Monitoring, Inc.		
Street Address:	1035 N. 3rd Street, Suite 101		
City:	Lawrence		
State/Country:	KANSAS		
Postal Code:	66044		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	1274540	NETWORK SECURITY
	Registration Number:	1989024	PRIORITY LINK
CORRESPONDENCE DATA			
Fax Number:	(312)993-9767		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(312) 876-7700		
Email:	thomas.buettner@lw.com		
Correspondent Name:	Thomas J. Buettner		
Address Line 1:	Latham & Watkins LLP		
Address Line 2:	233 S. Wacker Drive		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	048615-0000		
NAME OF SUBMITTER:	Thomas J. Buettner		

OP \$65.00 1274540

Signature:	/tjb/
Date:	02/09/2011
Total Attachments: 4 source=Network Multi-Family Merger Agreement#page1.tif source=Network Multi-Family Merger Agreement#page2.tif source=Network Multi-Family Merger Agreement#page3.tif source=Network Multi-Family Merger Agreement#page4.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NETWORK MULTI-FAMILY SECURITY CORPORATION", A DELAWARE CORPORATION,

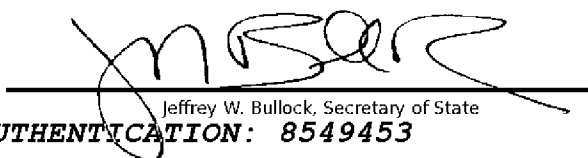
WITH AND INTO "PROTECTION ONE ALARM MONITORING, INC." UNDER THE NAME OF "PROTECTION ONE ALARM MONITORING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT 5:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010.

2272745 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8549453

DATE: 02-09-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004471 FRAME: 0551

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:49 PM 12/28/2010
FILED 05:49 PM 12/28/2010
SRV 101241184 - 2272745 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

NETWORK MULTI-FAMILY SECURITY CORPORATION

INTO

PROTECTION ONE ALARM MONITORING, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

PROTECTION ONE ALARM MONITORING, INC., a corporation incorporated on the 4th day of September, 1991 (the "Company"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL");

DOES HEREBY CERTIFY that the Company owns one hundred percent (100%) of the capital stock of NETWORK MULTI-FAMILY SECURITY CORPORATION, a corporation incorporated on the 11th day of July, 1985 (the "Subsidiary"), pursuant to the provisions of the DGCL, and that the Company, by a resolution of its Board of Directors duly adopted without a meeting by unanimous written consent pursuant to Section 141(f) of the DGCL on the 28th day of December, 2010, determined to and did merge into itself said Subsidiary, which resolution is in the following words to wit:

WHEREAS, the Company is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Network Multi-Family Security Corporation, a Delaware corporation (the "Subsidiary"), which has no class of outstanding stock other than the Shares; and

WHEREAS, the Company desires to merge the Subsidiary with and into itself pursuant to the provisions of Section 253 of the DGCL, whereby the Company will continue as the sole surviving corporation (the "Surviving Corporation") of said merger.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that effective at 11:59 p.m. (EST) on December 31, 2010 (the "Effective Time"), the Subsidiary shall, pursuant to the provisions of the DGCL, be merged with and into the Company, which shall be the sole surviving corporation from

and after the Effective Time, and which shall continue to exist under the name Protection One Alarm Monitoring, Inc., a Delaware corporation, and all of the estates, properties, rights, privileges, powers, and franchises of the Subsidiary are hereby vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name (the "Merger");

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows:

(i) at the Effective Time, the separate existence of the Subsidiary shall cease in accordance with the provisions of the DGCL;

(ii) at the Effective Time, the Certificate of Incorporation of the Company, as in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, and such Certificate of Incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the DGCL;

(iii) at the Effective Time, the bylaws of the Company, as in force and effect, shall continue to be the bylaws of the Surviving Corporation, and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL;

(iv) at the Effective Time, the directors and officers of the Company shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation, or death in accordance with the bylaws of the Surviving Corporation;

(v) at the Effective Time, each issued and outstanding share of common stock, par value \$0.01 per share, of the Subsidiary shall not be converted or exchanged in any manner into shares of the Surviving Corporation and shall automatically be canceled and retired, and shall cease to exist, and no consideration or payment shall be delivered in exchange therefor or in respect thereof; and

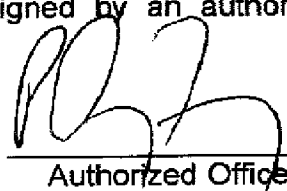
(vi) at the Effective Time, each issued and outstanding share of common stock, par value \$0.10 per share, of the Company shall not be

converted or exchanged in any manner, but shall represent one share of common stock of the Surviving Corporation.

RESOLVED FURTHER, that the proper officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company and in its name, to cause to be prepared and executed a Certificate of Ownership and Merger in customary form, which shall incorporate these resolutions, and to cause the same to be filed with the Delaware Secretary of State and to take all such further action which said officers may deem necessary or advisable in order to effect said Merger; and

RESOLVED FURTHER, that the resolutions set forth herein be submitted to Protection One, Inc., a Delaware corporation ("Protection One"), which is the sole stockholder of the Company, for approval, and that the Board hereby recommends to Protection One that it approve and adopt the resolutions set forth herein, and that upon receiving the written consent of Protection One, the resolutions set forth herein shall be approved.

IN WITNESS WHEREOF, the Company has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 28th day of December, 2010.

By:  _____
Authorized Officer

Name: P. Gray Finney
Title: Vice President