

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	Entity Type
VESYSTEMS, LLC		10/15/2010	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	VESYSTEMS, LLC		
Street Address:	2 Technology Drive		
Internal Address:	Suite 100		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92618		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3749470	ADAPTIP	
CORRESPONDENCE DATA			
Fax Number:	(630)954-2041		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	630-954-2000		
Email:	jsherman@federalsignal.com		
Correspondent Name:	Jennifer L. Sherman		
Address Line 1:	1415 West 22nd Street		
Address Line 2:	Suite 1100		
Address Line 4:	Oak Brook, ILLINOIS 60523		
ATTORNEY DOCKET NUMBER:	ADAPTIP		
NAME OF SUBMITTER:	Jennifer L. Sherman		

CH \$40.00 3749470

900196384

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 REEL: 004576 FRAME: 0802

Signature:	/jennifer l. sherman/
Date:	07/07/2011
Total Attachments: 9 source=VESYSTEMS LLC MERGER DOC#page1.tif source=VESYSTEMS LLC MERGER DOC#page2.tif source=VESYSTEMS LLC MERGER DOC#page3.tif source=VESYSTEMS LLC MERGER DOC#page4.tif source=VESYSTEMS LLC MERGER DOC#page5.tif source=VESYSTEMS LLC MERGER DOC#page6.tif source=VESYSTEMS LLC MERGER DOC#page7.tif source=VESYSTEMS LLC MERGER DOC#page8.tif source=VESYSTEMS LLC MERGER DOC#page9.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:29 PM 10/18/2010
FILED 04:29 PM 10/18/2010
SRV 101005084 - 4792854 FILE

CERTIFICATE OF MERGER OF
VESYSTEMS CORPORATION
TXVES, LLC
VESYSTEMS, LLC
INTO
VES HOLDING LLC

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
VESYSTEMS CORPORATION	California
TXVES, LLC	Texas
VESYSTEMS, LLC	California
VES HOLDING LLC	Delaware

SECOND: That a Plan of Merger ("Plan of Merger") dated as of October 15, 2010 by and among VESYSTEMS CORPORATION, TXVES, LLC, VESYSTEMS, LLC AND VES HOLDING LLC, setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: That the name of the surviving entity of the merger is VES HOLDING LLC, a Delaware limited liability company.

FOURTH: That Article I of the Certificate of Formation of VES HOLDING LLC, the surviving entity, is hereby amended and restated in its entirety to read "The name of the limited liability company is "VESYSTEMS, LLC".

FIFTH: That the merger is to become effective at 11:59 p.m. on December 31, 2010.

SIXTH: That the executed Plan of Merger is on file at the principal place of business of the surviving entity. The address of the principal place of business of the surviving corporation is 6 Venture, Suite 120, Irvine, CA 92618

SEVENTH: That a copy of the Plan of Merger will be furnished by the surviving entity to any stockholder or member of any constituent entity without cost, upon request at the address of the surviving entity.

IN WITNESS WHEREOF, VES HOLDING LLC has caused this Certificate to be signed by its duly authorized officer this 15th day of October, 2010.

VES HOLDING LLC

By: 
Jennifer L. Sherman, President

DEC 31 2010

PLAN OF MERGER
AMONGVESYSTEMS CORPORATION
TXVES, LLC
VESYSTEMS, LLC

AND

VES HOLDING LLC

THIS PLAN OF MERGER is made as of the 15th day of October, 2010 by and among VESYSTEMS CORPORATION, a California corporation ("*VES CORP*"), TXVES, LLC, a Texas limited liability company ("*TXVES*"), VESYSTEMS, LLC, a California limited liability company ("*VES LLC*") and VES HOLDING LLC, a Delaware limited liability company ("*VES HOLDING LLC*"). VES CORP, TXVES, VES LLC and VES HOLDING LLC are collectively referred to herein as the "*Constituents*".

WITNESSETH:

WHEREAS, the Board of Directors and shareholder of VES CORP, and the members of TXVES, VES LLC and VES HOLDING LLC each deem it advisable and in the best interest of the Constituents that each of VES CORP, TXVES and VES LLC be merged with and into VES HOLDING LLC upon the terms set forth herein (the "*Merger*").

NOW, THEREFORE, the Constituents hereby agree as follows:

1. The effective date of the Merger (the "*Effective Date*") shall be 11:59 P.M. on December 31, 2010 (or as otherwise provided in the applicable certificate of merger or like document).
2. Upon the Effective Date, each of VES CORP, TXVES and VES LLC shall be merged with and into VES HOLDING LLC and VES HOLDING LLC shall be the surviving entity (the "*Surviving Entity*").
3. Upon the Effective Date, the separate existence of each of VES CORP, TXVES and VES LLC shall cease and all the property, rights, privileges, immunities and franchises of each of VES CORP, TXVES and VES LLC and all of the property, real, personal and mixed, and all the debts due on whatever account to any of VES CORP, TXVES and VES LLC, as well as all shareholder or member interest subscriptions and all causes in action belonging to any of VES CORP, TXVES and VES LLC, and the title to all real estate vested in any of VES CORP, TXVES or VES LLC shall not revert

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or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Entity. The Surviving Entity is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of any of VES CORP, TXVES and VES LLC. The Surviving Entity is responsible and liable for the payment of all franchise taxes of each of VES CORP, TXVES and VES LLC. A claim by or against or a pending proceeding by or against any VES CORP, TXVES or VES LLC may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in place of each of VES CORP, TXVES or VES LLC, as the case may be. Neither the rights of creditors nor any liens upon the property of any of VES CORP, TXVES or VES LLC are impaired by the Merger.

4. FEDERAL SIGNAL CORPORATION, a Delaware corporation ("*FEDERAL SIGNAL*") is the sole member of VES HOLDING LLC. VES HOLDING LLC is the sole shareholder of VES CORP and the sole member of both of TXVES and VES LLC. Accordingly, FEDERAL SIGNAL is the direct or indirect owner of each of the Constituents. On the Effective Date, neither the shares of VES CORP, nor the member interests of TXVES or VES LLC will be converted into interests of the Surviving Entity, but instead shall be canceled (along with certificates, if any, representing the same) and all rights in respect thereof shall thereupon cease to exist. The shares and/or member interests of the disappearing entities shall be cancelled without consideration.
5. All of the outstanding member interests of VES HOLDING LLC shall remain member interests of the Surviving Entity and all rights in respect of such member interests shall remain in full effect.
6. On the Effective Date, the Certificate of Formation and the Limited Liability Company Agreement of VES HOLDING LLC in effect immediately prior to the Effective Date shall be the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Entity.
7. On the Effective Date, the name of the Surviving Entity shall be changed to VESYSTEMS, LLC.
8. The Surviving Entity may be served in California in a proceeding for the enforcement of an obligation of any Constituent and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a merging California limited liability company or California other business entity.
9. The Surviving Entity irrevocably appoints the Secretary of State of the State of California as the Surviving Entity's agent for Service of Process, which service may be forwarded to:

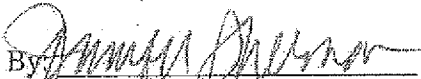
Federal Signal Corporation
Attn: General Counsel
1415 W. 22nd Street, Suite 1100
Oak Brook, IL 60523

10. The Surviving Entity will promptly pay the holder of any dissenting interest or dissenting share in a merging California limited liability company or other business entity the amount to which that person is entitled under California law.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the date written above.

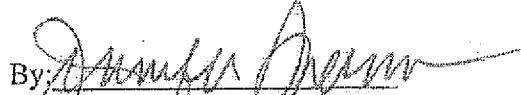
[SIGNATURES ON FOLLOWING PAGE]

ATTEST:

By: 
Secretary

ATTEST:

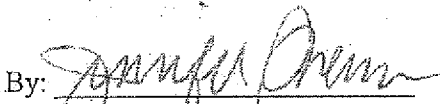
VESYSTEMS CORPORATION

By: 
Vice President

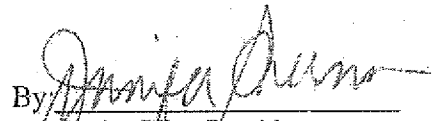
TXVES, LLC

By: VES HOLDING LLC

By: Federal Signal Corporation,
Its Sole Member

By: 
Secretary


ATTEST:

By: 
Senior Vice President


VESYSTEMS, LLC

By: VES HOLDING LLC

By: Federal Signal Corporation,
Its Sole Member

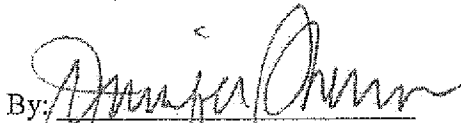
By: 
Secretary


ATTEST:

By: 
Senior Vice President

VES HOLDING LLC

By: Federal Signal Corporation,
Its Sole Member

By: 
Secretary

By: 
Senior Vice President

ATTEST:

FEDERAL SIGNAL CORPORATION

By: 
Secretary

By: 
Senior Vice President

Certificate of Approval

Of

Agreement of Merger

Manfred Reltsch and Jennifer Sherman certify that:

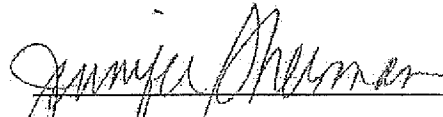
1. They are the president and the secretary, respectively, of VESYSTEMS CORPORATION, a California corporation.
2. The principal terms of the Plan of Merger in the form attached were duly approved by the board of directors and the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 31, 2010.



Manfred Reltsch, President



Jennifer Sherman, Secretary



State of California
Secretary of State

Certificate of Merger

(California Corporations Code sections
1113(g), 6019.1, 8039.1, 9640, 12540.1, 15911.14, 16915(b) and 17552)

OBE MERG

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY VES HOLDING LLC	2. TYPE OF ENTITY Limited liability company	3. CA SECRETARY OF STATE FILE NUMBER None	4. JURISDICTION Delaware												
5. NAME OF DISAPPEARING ENTITY See Attached Extension Sheet	6. TYPE OF ENTITY	7. CA SECRETARY OF STATE FILE NUMBER	8. JURISDICTION												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="0"> <tr> <td>CLASS AND NUMBER</td> <td>AND</td> <td>PERCENTAGE VOTE REQUIRED</td> </tr> <tr> <td>Member Units - 1</td> <td></td> <td>100%</td> </tr> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	Member Units - 1		100%	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="0"> <tr> <td>CLASS AND NUMBER</td> <td>AND</td> <td>PERCENTAGE VOTE REQUIRED</td> </tr> <tr> <td colspan="3">See Attached Extension Sheet</td> </tr> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	See Attached Extension Sheet		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
Member Units - 1		100%													
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
See Attached Extension Sheet															
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT: <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY 6 Venture, Suite 120		CITY AND STATE Irvine, CA	ZIP CODE 92618												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. See Attached Plan of Merger															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. See Attached Extension Sheet		15. FUTURE EFFECTIVE DATE, IF ANY 12 - 31 - 2010 (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		DATE													
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		DATE													
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		DATE													
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		DATE													
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SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		DATE													
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		DATE													
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:															

CERTIFICATE OF MERGER

EXTENSION SHEET

5-8.

Name of Disappearing Entity	Type of Entity	CA Secretary of State File No.	Jurisdiction
VESYSTEMS CORPORATION	Corporation	C2442151	California
VESYSTEMS, LLC	Limited Liability Company	200033210075	California
TXVES, LLC	Limited Liability Company	None	Texas

9.

DISAPPEARING ENTITY

Name of Disappearing Entity	Class and Number	Percentage Vote Required
VESYSTEMS CORPORATION	1,000 common	100%
VESYSTEMS, LLC	100 membership units	100%
TXVES, LLC	100 membership units	100%

14.

STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER

Foreign Other Business Entity Name	Statutory Basis Under Which the Merger is Authorized
VES HOLDING LLC	Delaware Limited Liability Company Act Section 19-209 et. seq.
TXVES, LLC	Texas Business Organizations Code Section 10.151 et. seq.

17.

I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

EXECUTED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Jennifer L. Sherman, Vice President of VES HOLDING LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON

ACKNOWLEDGED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Jennifer L. Sherman, Secretary of VES HOLDING LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON

EXECUTED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Jennifer L. Sherman, Vice President, VESYSTEMS CORPORATION
TYPE OR PRINT NAME OF AUTHORIZED PERSON

ACKNOWLEDGED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Jennifer L. Sherman, Secretary, VESYSTEMS CORPORATION
TYPE OR PRINT NAME OF AUTHORIZED PERSON

EXECUTED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Jennifer L. Sherman, Vice President of VESYSTEMS, LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON

ACKNOWLEDGED: Jennifer L. Sherman 12/30/10
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Jennifer L. Sherman, Secretary of VESYSTEMS, LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON

EXECUTED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Jennifer L. Sherman, Vice President of TXVES, LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON

ACKNOWLEDGED: Jennifer L. Sherman 12/30/10
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Jennifer L. Sherman, Secretary of TXVES, LLC
TYPE OR PRINT NAME OF AUTHORIZED PERSON