

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/03/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Truck-Lite Co., Inc.		12/03/2010	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Truck-Lite Co., LLC
Street Address:	310 East Elmwood Avenue
City:	Falconer
State/Country:	NEW YORK
Postal Code:	14733
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 61**

Property Type	Number	Word Mark
Registration Number:	2408947	SMART-LITE
Registration Number:	2732676	44
Registration Number:	2725011	10
Registration Number:	2729821	12
Registration Number:	2729819	15
Registration Number:	2759451	18
Registration Number:	2929935	19
Registration Number:	2729820	21
Registration Number:	2735206	22
Registration Number:	2786900	30
Registration Number:	2729818	35
Registration Number:	2725010	40
Registration Number:	2830346	45

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Registration Number:	2745771	60
Registration Number:	2737581	82
Registration Number:	2725012	91
Registration Number:	2789176	50
Registration Number:	2717810	88
Registration Number:	2861921	TRUCK-LITE.COM
Registration Number:	2792427	SINGLE DIODE
Registration Number:	2867307	SUPER 66
Registration Number:	3187740	SUPER
Registration Number:	3121158	SUPER 40K
Registration Number:	3038979	SUPER 10
Registration Number:	3037123	SUPER 21
Registration Number:	3037121	SUPER 40
Registration Number:	3037122	SUPER 44
Registration Number:	2941263	SUPER 45
Registration Number:	2993680	SUPER 60
Registration Number:	2991073	SUPER 82
Registration Number:	3115083	33
Registration Number:	3146440	MINI LED
Registration Number:	3120160	SUPER STRIP LITE
Registration Number:	3244386	80
Registration Number:	3112076	84
Registration Number:	3454317	SIGNAL-STAT
Registration Number:	3454316	SIGNAL-STAT
Registration Number:	1421802	TRUCK-LITE
Registration Number:	1542407	ATL
Registration Number:	2456569	DIAMONDSHELL
Registration Number:	0543917	DO-RAY
Registration Number:	1552616	EASY SEAL
Registration Number:	2725844	FIT 'N FORGET
Registration Number:	2544265	LIFETIME LIGHTING
Registration Number:	2201254	NYK
Registration Number:	2185931	NYK-77
Registration Number:	2784958	OMNIVOLT
Registration Number:	2517771	SEE AND BE SEEN

Registration Number:	0756334	TRUCK-LITE
Registration Number:	1688343	ULTRAFLASH
Registration Number:	2316215	ULTRAFLASH II
Registration Number:	1159021	CYCLOSTAT II
Registration Number:	0366340	SIGNAL-STAT
Registration Number:	3454921	
Registration Number:	3454922	
Registration Number:	3454923	
Registration Number:	3483147	
Serial Number:	77231414	81
Registration Number:	3693366	SMART-LITE
Serial Number:	77618319	
Serial Number:	85088548	FLEX-LITE

**CORRESPONDENCE DATA**

Fax Number: (716)664-5606  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 7166645600  
Email: docadm@bilickilaw.com  
Correspondent Name: Carl A. Hjort, III  
Address Line 1: 1285 North Main Street  
Address Line 4: Jamestown, NEW YORK 14701

ATTORNEY DOCKET NUMBER:	TL MERGER RECORDATION
NAME OF SUBMITTER:	Carl A. Hjort, III
Signature:	/CAH/
Date:	02/01/2011

Total Attachments: 4  
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PLAN AND AGREEMENT OF MERGER

OF

Truck-Lite Co., Inc.  
(a New York corporation)

AND

Truck-Lite Co., LLC  
(a Delaware limited liability company)

PLAN AND AGREEMENT OF MERGER (this "Plan and Agreement of Merger") is entered into on December 3, 2010, by Truck-Lite Co., Inc., a New York corporation ("Truck-Lite NY"), and Truck-Lite Co., LLC, a Delaware limited liability company ("Truck-Lite DE"), and approved by resolution adopted by the Board of Directors of Truck-Lite NY, on the one hand, and the sole member of Truck-Lite DE, on the other hand, on said date.

WHEREAS, Truck-Lite NY is a corporation of the State of New York with its registered office therein located at 310 East Elmwood Avenue, Falconer, NY 14733;

WHEREAS, the total number of shares of stock which Truck-Lite NY has authority to issue is (i) 1,000 common shares, all of which are of one class, par value \$0.01 each (the "Common Shares") and (ii) 1,000 preferred shares, par value \$0.01 per share, no shares of which are issued or outstanding;

WHEREAS, 910 Common Shares of Truck-Lite NY are issued and outstanding, all of which are held immediately prior to the effective time of the merger (the "Effective Time") by Truck-Lite Holdings 2 Corp.;

WHEREAS, Truck-Lite DE is a limited liability company of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801;

WHEREAS, one Common Unit (as defined in the Limited Liability Company Agreement of Truck-Lite DE, dated as of the date hereof (the "Operating Agreement")) of Truck-Lite DE is issued and outstanding, all of which is held by Truck-Lite Holdings 2 Corp., and no

Preferred Units (as defined in the Operating Agreement) of Truck-Lite DE are issued or outstanding;

WHEREAS the New York Business Corporation Law permits a merger of a corporation of the State of New York with and into a limited liability company of another jurisdiction;

WHEREAS the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS Truck-Lite NY's Board of Directors and Truck-Lite DE's sole member declare it advisable and to the advantage, welfare, and best interests of said companies to merge Truck-Lite NY with and into Truck-Lite DE pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties hereto, this Plan and Agreement of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. Truck-Lite NY and Truck-Lite DE shall, pursuant to the provisions of the New York Business Corporation Law and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, Truck-Lite DE, which shall be the surviving limited liability company from and after the Effective Time, and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of Truck-Lite NY, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said Effective Time in accordance with the provisions of the New York Business Corporation Law.

2. The present Certificate of Formation of the surviving company as the same shall be in force and effect at the Effective Time herein provided shall continue to be the Certificate of Formation of the surviving company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the surviving company will be the operating agreement of said surviving company 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 Limited Liability Company Act of the State of Delaware.

*Execution Version*

4. The officers in office of Truck-Lite NY at the Effective Time shall be the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving company.

5.

6. Upon adoption and approval of this Plan and Agreement of Merger on behalf of the terminating corporation in accordance with the provisions of the New York Business Corporation Law and on behalf of the surviving company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, the said companies agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New York and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and the sole member of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Plan and Agreement of Merger or of the merger herein provided for.

The effective date of this Plan and Agreement of Merger, and the date at which the merger herein agreed upon shall become effective in the States of Delaware and New York, shall be December 3, 2010.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 3, 2010

TRUCK-LITE CO., INC.

By: J. Patrick Conway

Name: J. PATRICK CONWAY  
Title: SVP

TRUCK-LITE CO., LLC

By: J. Patrick Conway

Name: J. PATRICK CONWAY  
Title: SVP

[Signature Page to Merger Agreement]