

Merger Agreement. Pursuant to the Merger Agreement, at closing, we issued 12,000,000 shares of our common stock to the former shareholders of Odyne, representing 46.7% of our outstanding common stock following the merger and private placement, in exchange for 100% of the outstanding shares of Odyne common stock.

The shares of our common stock issued to former holders of Odyne common stock in connection with the merger, and the shares of our series A convertible preferred stock and warrants to purchase common stock issued in the private placement, were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that section, which exempts transactions by an issuer not involving any public offering. These securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. Certificates representing these shares contain a legend stating the same.

In connection with the merger, we repurchased a total of 87,831,270 shares of our common stock owned by Cosimo J. Patti and Gerald Wisz for aggregate consideration of \$100 and then cancelled those shares at the closing of the merger. Giving effect to the cancellation of these stockholders' shares, there were 6,000,000 shares of our common stock outstanding before giving effect to the stock issuances in the merger and private placement. The 6,000,000 shares constitute our "public float" prior to the merger.

Under Delaware law, we did not need the approval of our stockholders to complete the merger, as the constituent corporations in the merger were Merger Sub and Odyne, each of which is or was a New York corporation. We were not a constituent corporation in the merger. The merger and its related transactions were approved by the holders of a requisite number of shares of Odyne common stock by written consent in lieu of a meeting on October 12, 2006.

Expansion of Board of Directors; Management. In connection with the merger, we amended our by-laws to increase the size of our board of directors to five members.

Pursuant to the Merger Agreement, at the closing of the merger, Roger M. Slotkin and Joshua A. Hauser, former directors of Odyne, as well as independent directors Bruce E. Humenik, Stanley W. Struble and S. Charles Tabak, were appointed to our board of directors. In connection with the appointment of these five directors, at the closing of the merger, Cosimo J. Patti and Gerald Wisz, the directors of Technology Integration Group prior to the merger, resigned as directors. At the closing of the merger, the board of directors appointed Mr. Slotkin as Chief Executive Officer, Mr. Hauser as President and Chief Operating Officer, Joseph M. Ambrosio as Executive Vice President - Engineering and Chief Technology Officer, and Konstantinos Sfakianos as Executive Vice President - Operations, each of whom served in a similar position with Odyne. In addition, Daniel Bartley was appointed to be our Chief Financial Officer.