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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent.

Send original documents or copy thereof.

1. Name of conveying party(ies):

HE HOLDINGS, INC. DBA HUGHES ELECTRONICS

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: RAYTHEON COMPANY
Internal Address: _____
Street Address: 141 Spring Street
City: Lexington State: MA ZIP: 02173

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State A Delaware Corporation
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 17, 1998
by Thomas D. Hyde

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

IDENT Application No. 75/315709

Additional numbers attached? Yes No

B. Trademark registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Francie R. Gorowitz
Internal Address: _____
Street Address: 5670 Wilshire Boulevard
Suite 2100
City: Los Angeles State: CA ZIP: 90036-

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: for any additional charges
12-0415
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Francie R. Gorowitz *Francie Gorowitz* April 5, 1999
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7 including check

OMB No. 0651-0011 (exp. 4/94)
04/21/1999 DNGUYEN 00000033 75315709
01 FC:481 40.00 DP

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1886 FRAME: 0135

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RAYTHEON COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "HE HOLDINGS, INC." UNDER THE NAME OF "RAYTHEON COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1997, AT 3:20 O'CLOCK P.M.



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981299981

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9236487

DATE: 08-05-98

TRADEMARK
REEL: 1886 FRAME: 0136

CERTIFICATE OF MERGER

OF

RAYTHEON COMPANY

WITH AND INTO

HE HOLDINGS, INC.

Under Section 251

of

the Delaware General Corporation Law

THE UNDERSIGNED, HE Holdings, Inc. ("Defense") and Raytheon Company ("Raytheon"), in connection with the merger of Raytheon with and into Defense (the "Merger"), hereby certify as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
HE Holdings, Inc.	Delaware
Raytheon Company	Delaware

SECOND: An agreement and plan of merger relating to the Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the Merger is HE Holdings, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be the Amended and Restated Certificate of Incorporation of HE Holdings, Inc. as filed with the Secretary of State of Delaware on December 12, 1997; provided, however, that Article I thereof shall be amended and restated as of the effectiveness of the Merger to read as follows:

"Article I
Name

The name of the corporation (which is hereafter referred to as the "Corporation") is Raytheon Company."

FIFTH: The merger shall be effective at and as of 5:00 p.m. (Eastern Time) on December 17, 1997.

SIXTH: The executed Agreement of Merger is on file ^{at (46)} as the principal place of business of the surviving corporation at 141 Spring Street, Lexington, Massachusetts 02173.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned corporations have duly executed this Certificate this 17th day of December 1997.

RAYTHEON COMPANY

By: Thomas D. Hyde
Name: THOMAS D. HYDE
Title: VICE PRESIDENT AND GENERAL COUNSEL

HE HOLDINGS, INC.

By: J.L. Williamson
Name: J.L. WILLIAMSON
Title: ASSIST. SECRETARY

UNITED STATES OF AMERICA

POWER OF ATTORNEY

The undersigned, hereby revokes jointly and severally with full power of substitution and hereby appoints jointly and severally, with full power of substitution, including the power to appoint an associate attorney, Richard P. Berg, M. Iris Hess, Henry Klein, Francie R. Gorowitz, Mavis S. Gallenson, and Kam Louie; all members of the Bar of the State of California; c/o **LADAS & PARRY**, 5670 Wilshire Boulevard, 21st Floor, Los Angeles, CA 90036 U.S.A., his attorneys to prosecute, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration and Application for Trademark Registration:

SEE ATTACHED SCHEDULED

November 17, 1998

Date

RAYTHEON COMPANY



Signature

Thomas D. Hyde, Sr. Vice President, Secretary
Print name and title and General Counsel

Address: RAYTHEON COMPANY
A Delaware Corporation
141 Spring Street
Lexington, MA 02173

TRADEMARK
REEL: 1886 FRAME: 0139

**SCHEDULE FOR MERGER
HE HOLDINGS, INC. DBA HUGHES ELECTRONICS
With and Into RAYTHEON COMPANY**

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
IDENT	75/315709	June 27, 1997