10-20-1999 FORM PTO-1594 U.S. DEPARTMENT OF COMMERCE REC HEET (Rev. 6-93) Patent and Trademark Office OMB No 0651-0011 (exp. 4/94) Tab settings □ □ □ ▼ 101178258 To the Honorable Commissionar of Potents and Trademarks: Please record the attached original documents or copy thereof. 2. Name and address of receiving party(ies) Name of conveying party(ies): Name: Raytheon Engineers & Constructors, The Badger Company, Inc 10-12-1999 Internal Address: U.S. Patent & TMOfc/TM Mail Ropt Dt. #30 ☐ Individual(s) Association Street Address: One Broadway ☐ General Partnership □ Limited Partnership City: Cambridge State: MA ZIP: 02142 Corporation-State Other_ ☐ Individual(s) citizenship_____ Additional name(s) of conveying party(ies) attached?

Yes
No Association 3. Nature of conveyance: MED 10-13-99 ☐ General Partnership_____ ☐ Limited Partnership_____ XX Corporation-State_____ Merger ☐ Assignment □ Other □ Change of Name Security Agreement If assignee is not domiciled in the United States, a domestic representative designation ☐ Other _____ ☐ Yes ☐ No is attached: (Designations must be a separate document from assignment) Execution Date: ______12/29/93 ____ Additional name(s) & address(es) attached? D Yes D No 4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 871924 Additional numbers attached?

Yes

No 6. Total number of applications and 5. Name and address of party to whom correspondence registrations involved: concerning document should be mailed: Name: Pandiscio & Pandiscio 7. Total fee (37 CFR 3.41).....\$ 40.00 Internal Address: Nicholas A. Pandiscio Enclosed 2 Authorized to be charged to deposit account Street Address: 470 Totten Pond Road 8. Deposit account number: 16-0221 City: Waltham State: MA ZIP: 02451 (Attach duplicate copy of this page if paying by deposit account) DO NOT USE THIS SPACE /19/1**99**9 MTHAII - 00000295 8717024 FC 481 Statement and signature. 40.00 OF 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.

Signature

Total number of pages including cover sheet, attachments, and document:

REEL: 001976 FRAME: 0261

Nicholas A. Pandiscio

Name of Person Signing

AFFIDAVIT

- I. William J. Ferguson, Jr., being duly sworn, deposes and says:
- 1. I am Vice President, Secretary and General Counsel of Raytheon Engineers & Constructors International, Inc. and in that capacity attest to the facts set forth below.
- 2. As of 31 December 1993, The Badger Company, Inc. was merged into Raytheon Engineers & Constructors International, Inc. which is successor to the assets of The Badger Company, Inc.
- 3. The attached Certificate of Merger and related Merger Agreement are true and accurate copies of such documents evidencing the merger of The Badger Company, Inc. into Raytheon Engineers & Constructors International, Inc.

By: William J. Ferguson Jr.

Vice President, Secretary and

General Counsel

Raytheon Engineers & Constructors

Carlein a A 10's Caffet My Commission Expires Sopt 16 2005

International, Inc.

Notarial Certificate

Commonwealth of Massachusetts)

SS.

Count of Middlesex

On this 27 day of September 1999, before me appeared William J. Ferguson, Jr. to me personally known who, being by me duly sworn, did say that he signed the foregoing Affidavit on behalf of Raytheon Engineers & Constructors International, Inc. and said William J. Ferguson, Jr. acknowledged said Affidavit to be the free act and deed of said corporation.

Office of the Secretary of State PAGE 1

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

"THE BADGER COMPANY, INC.", A DELAWARE CORPORATION,

"RAYTHEON ENGINEERS & CONSTRUCTORS, INC.", A DELAWARE CORPORATION.

"UNITED ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RAYTHEON ENGINEERS & CONSTRUCTORS . INTERNATIONAL. INC." UNDER THE NAME OF "RAYTHEON ENGINEERS & CONSTRUCTORS [NTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1993, AT 9 C'CLOCK A.M.

AUTHENTICATION:

DATE:

7182639

07-15-94

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MERGER AGREEMENT

This is a Margar Agreement, dated as of December 29, 1993 (the "Mergar Agreement), among The Badger Company, Inc., a Delaware corporation ("Badger"), Raytheon Engineers & Constructors, Inc., a Delaware corporation ("REC, Inc."), United Engineers & Constructors International, Inc., a Delaware corporation ("UB&C International"), and Raytheon Engineers & Constructors International, Inc., a Delaware corporation ("REC International") (with all of the foregoing referred to as the "Participating Corporations").

WHEREAS, pursuant to a plan of Agreement and Reorganization, dated as of the date hereof (the "Plan and Agreement"), among the Participating Corporations and the other affiliated corporations named therein, the Participating Corporations have agreed to merge on the terms set forth in this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements set forth below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the Participating Corporations agrees as follows:

Section 1. The Merger. Pursuant to this Merger Agreement. Badger, REC, Inc. and UEC International shall merge with and into REC International, with REC International as the surviving corporation.

Section 2. <u>Effective Time</u>. The merger provided for in this Merger Agreement (the "Marger") shall become effective at the later of the filing of this Merger Agreement with the Delaware Secretary of State and 11:59 p.m. (Delaware local time) on December 31, 1993 (the "Effective Time").

Section 3. Marger: Governing Law. At the Effective Time, Badger, REC, Inc. and UEC International shall be marged with and into REC International with REC. International as the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Delaware.

Section 4. <u>Certificates of Incorporation</u>; <u>By-Laws</u>. From and after the Effective Time, the Certificate of Incorporation and By-laws of REC International shall be the Certificate of Incorporation and By-laws of the Surviving Corporation.

Section 5. Board of Directors; Officers. Until the election and qualifications of their successors, the members of the Board of Directors and officers of REC International shall be the members of the Board of Directors and officers of the Surviving Corporation.

Section 6. <u>Shares</u>, At and as of the Effective Time, each outstanding share of capital stock of each of Badger, REC, Inc. and UEC International shall be cancelled and no shares of capital stock of the Surviving Corporation shall be issued in respect thereof.

Section 7. Agreement of Stockholders. This Marger Agreement shall be submitted to the stockholders of each of the Participating Corporations for their adoption or rejection of the Merger as described under the General Corporation Law of the State of Delaware.

Section 8. Effect of Merger. At and as of the Effective Time, all the rights, privileges, powers, franchises, immunities and purposes, both of a public and private nature, and all property and assets of every kind and description, real, personal or mixed, of each of the Participating Corporations shall be vested and held by the Surviving Corporation, without further act or deed; and all estates and interests of every kind of the Participating Corporations, including all debts due to any of them on whatever account shall be effectively the property of the Surviving Corporation as they were of the respective Participating Corporations; and the title to any real estate vested by deed or otherwise in any of the Participating Corporations shall not revert or be in any way impaired by reason of this merger, and all rights of creditors and all liens upon any property of any of the Participating Corporations shall be preserved unimpaired and all debts, liabilities, restrictions, duties, obligations and penalties of the respective Participating Corporations shall at the Effective Time attach to and be assumed by the Surviving Corporation and be enforced against it to the same extent as if such debts, liabilities and duties had been incurred by it.

As requested by the Surviving Corporation or its successors or assigns, each Participating Corporation shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm title and possession in the Surviving Corporation of

any property of each Participating Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for.

Section 9. Termination. This Merger Agreement may be terminated and abandoned by action of the Board of Directors of any participating Corporation in their absolute discretion at any time prior to making the filing referred to in Section 2 hereof, whather before or after approval by the stockholders of the Participating Corporations.

Section 10. Representations and Warranties of Participating Corporations. Each Participating Corporation represents and warrants that: (i) it is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, and (ii) the execution delivery and performance of this Merger Agreement has been duly authorized and approved by the Board of Directors of such Participating Corporation.

Attest:

Assistant Secretary

Attest:

Secretary

Attest:

Adeletant Secretary

THE BADGER COMPANY, INC.

Name: L.Modigliad, Title: President

RAYTHEON ENGINEERS & CONSTRUCTORS, INC.

By:_

Name: C-Miller Title: Chairman

UNITED ENGINEERS &

CONSTRUCTORS INTERNATIONAL, INC.

ву:<u>--</u>-

Name: C. Miller Title: Chairman

- 4 -

Attest:

Secretary

RAYTHEON ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.

Name: C. Miller

Title: Chairman

CERTIFICATE OF THE ASSISTANT SECRETARY OF THE BADGER COMPANY, INC. (a Delaware Corporation)

I, Joseph H. Wolfe, the Assistant Secretary of The Badgar Company, Inc., hereby cartify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

Assistant Secretary

CERTIFICATE OF THE SECRETARY
OF
RAYTHEON ENGINEERS & CONSTRUCTORS, INC.
(a Delaware Corporation)

I, Joseph H. Wolfe, the Secretary of Raytheon Engineers & Constructors, Inc., hereby cartify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

Secretary

CERTIFICATE OF THE ASSISTANT SECRETARY OF

UNITED ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC. (a Delawars Corporation)

I, Joseph H. Wolfe, the Assistant Secretary of United Engineers & Constructors International, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly gigned on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

Assistant Secretary

CERTIFICATE OF THE SECRETARY

OF

RAYTHEON ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC. (a Delaware Corporation)

I, Joseph H. Wolfe, the Secretary of Raytheon Engineers & Constructors International, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

Secretary