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Original document or copy thereof.

To the Honorable Commissioner of Patents

1. Name of Party(ies) conveying an interest:

VAC Acquisition Corp.
M/S 30/110/31
One Northrop Avenue
Hawthorne, California 90250

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

2. Name and Address of Party(ies) receiving an interest:

Northrop Grumman Corporation
M/S 30/110/31
One Northrop Avenue
Hawthorne, California 90250

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: December 31, 1996

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,810,660
1,893,942

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert M. Chiaviello, Jr., Esq.
Internal Address: Baker Botts L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip 75201

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed or authorized to be charged: \$65.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
N/A

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02 FC:482 25.00 DP

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.

Robert M. Chiaviello, Jr., Esq.
Name of Person Signing

Robert M. Chiaviello, Jr.
Signature

April 5, 2000
Date

Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
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Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"VAC ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "NORTHROP GRUMMAN CORPORATION" UNDER THE NAME OF "NORTHROP GRUMMAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 1:01 O'CLOCK P.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0325202

DATE: 03-20-00

TRADEMARK
REEL: 002062 FRAME: 0755

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DIV OF CORPS - TECH SUPPORT → CT WILM

NO. 274

002

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:01 PM 12/23/1996
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VAC ACQUISITION CORP.

INTO

NORTHROP GRUMMAN CORPORATION

Northrop Grumman Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 12th day of March, 1985, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of VAC Acquisition Corp., a corporation incorporated on the 13th day of April, 1992, pursuant to the Business Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on September 18, 1996 determined to and did merge into itself said Grumman Corporation:

RESOLVED, that Northrop Grumman Corporation approves the merger into itself of said VAC Acquisition Corp. and agrees to assume all its obligations; and

RESOLVED FURTHER, that the officers of this corporation be and they are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said VAC Acquisition Corp. and assume its liabilities and obligations,

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and the date of adoption thereof, to cause the same to be filed with the Secretary of State, to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

RESOLVED FURTHER, that the officers of this Corporation shall further advise this Board of Directors if they deem it appropriate to abandon the merger prior to filing the Certificate of Ownership and Merger; and

RESOLVED FURTHER, that the merger shall be effective on December 31, 1996.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Northrop Grumman Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Northrop Grumman Corporation has caused this Certificate to be signed by James C. Johnson, its Corporate Vice President and Secretary, this

21st day of October, 1996.

Northrop Grumman Corporation

By: 

James C. Johnson, Corporate
Vice President and Secretary