

06-18-2004



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Docket No.:

42666-0100

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Tab settings

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Airshow, Inc.**

**OTPE JC10**  
**JUN 14 2004**  
**PATENT & TRADEMARK OFFICE**  
**6-1404**

Individual(s)  
 General Partnership  
 Corporation-State **Delaware**  
 Other

Association  
 Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: **Rockwell Collins, Inc.**  
Internal Address: **M/S 124-323**  
Street Address: **400 Collin Road, N.E.**  
City: **Cedar Rapids** State: **IA** ZIP: **52498**

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

Assignment  
 Security Agreement  
 Other

Merger  
 Change of Name

Execution Date: **September 25, 2003**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers  Yes  No

B. Trademark Registration No.(s)

**2,119,015**

Yes  No

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

Name: **Albin H. Gess, Esq.**  
Internal Address: **Suite 1200**

Street Address: **1920 Main Street**

**06/17/2004 NGETACHE 00000165 192814 2119015**

**01 FC:8521 40.00 BA**

City: **Irvine** State: **CA** ZIP: **92614**

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: **19-2814**

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.

**Albin H. Gess**  
Name of Person Signing

*Albin H. Gess*  
Signature

**June 8, 2004**  
Date

Total number of pages including cover sheet, attachments, and

**5**

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**  
**REEL: 002992 FRAME: 0422**

# Delaware

PAGE 1

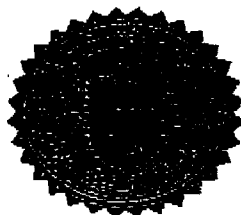
*The First State*

I, HARRIET SMITH WINDSOR, 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:

"AIRSHOW, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ROCKWELL COLLINS, INC." UNDER THE NAME OF "ROCKWELL COLLINS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003, AT 9:34 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3359922 8100M

030627430

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2665340

DATE: 10-01-03

TRADEMARK  
REEL: 002992 FRAME: 0423

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**AIRSHOW, INC.**  
**INTO**  
**ROCKWELL COLLINS, INC.**

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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ROCKWELL COLLINS, INC., a corporation organized and existing under the laws of Delaware ("Parent"), DOES HEREBY CERTIFY THAT:

FIRST: Parent is a corporation organized and existing under the General Corporation Law of the State of Delaware and its Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on March 1, 2001. Parent was incorporated under the name New Rockwell Collins, Inc.

SECOND: Airshow, Inc. ("Airshow") is a corporation organized and existing under the General Corporation Law of the State of Delaware and its Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on March 9, 1999.

THIRD: Parent owns 100% of the outstanding shares of common stock, par value \$0.01 per share, of Airshow, which is the only class of stock of Airshow outstanding.

FOURTH: Parent, by the following resolutions adopted by its Board of Directors at a meeting held on September 10, 2003, determined to merge Airshow with and into itself:

RESOLVED, that effective at 11:59 p.m., Eastern time, on September 30, 2003 (the "Effective Time"), Airshow, Inc., a Delaware corporation, and wholly-owned subsidiary of this Corporation ("Airshow"), be merged with and into this Corporation (the "Airshow Merger") upon the terms and conditions set forth below, with this Corporation being the surviving corporation in the Airshow Merger, in a transaction that for tax purposes qualifies as a complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended; and further

RESOLVED, that the terms and conditions of the Airshow Merger shall be as follows:

(a) At the Effective Time, by virtue of the Airshow Merger and without any action on the part of this Corporation or Airshow:

(1) This Corporation shall succeed to all of the rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and other property and assets of every kind and description of Airshow, and this Corporation shall assume all of the obligations of Airshow; and

(2) Each outstanding share of capital stock of Airshow shall be cancelled with no payment being made with respect thereto.

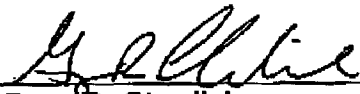
(b) The Airshow Merger shall be effective at 11:59 p.m., Eastern time, on September 30, 2003; and further

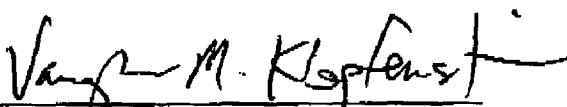
RESOLVED, that the appropriate officers of this Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of this Corporation, to execute and deliver a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Airshow with and into this Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware, and to do all acts and things whatsoever which may be necessary or proper to effect the Airshow Merger; and further

RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of this Corporation and under its corporate seal or otherwise, to do or perform, or cause to be done or performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates as such officer or officers may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, Rockwell Collins, Inc. has caused this Certificate of Ownership and Merger to be signed by its officers thereunto duly authorized this 25<sup>th</sup> day of September, 2003.

ROCKWELL COLLINS, INC.

By:   
Gary R. Chadick  
Senior Vice President, General  
Counsel and Secretary

Attest:   
Vaughn M. Klopfenstein  
Assistant General Counsel and  
Assistant Secretary