

06-18-2004



T

Docket No.:

42666-0200

Tab settings

102769777

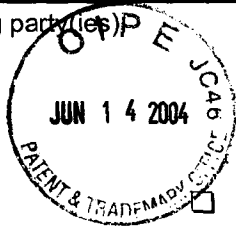
ached original documents or copy thereof.

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

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

Association
 Limited Partnership

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



6-14-04

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

B. Trademark Registration No.(s)
2,717,466

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 MGETACHE 00000173 192814 2717466
01 FC:0521 40.00 DA
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

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: 0936

Delaware

PAGE 1

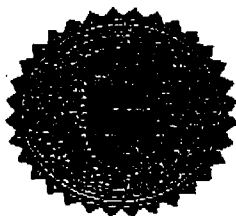
The First State

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: 0937

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

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

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

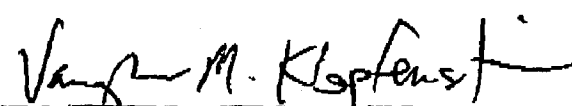
RESOLVED, that the appropriate officers of this Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of this Corporation, to execute and deliver a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Airshow with and into this 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 25th 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