

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McDonnell Douglas Helicopter Company		12/14/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Boeing Company		
Street Address:	100 N. Riverside Drive		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	74074208	NOTAR	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Andrea M. Sander, Perkins Coie LLP		
Address Line 1:	1201 Third Avenue		
Address Line 2:	Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	03071-4900.0000.GX155		
NAME OF SUBMITTER:	Andrea M. Sander		

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TRADEMARK  
 REEL: 004143 FRAME: 0893

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Signature:	/Andrea M. Sander/
Date:	02/04/2010
<b>Total Attachments: 4</b> source=FILE STAMPED COPY - MDHC-TBC Certificate of Ownership filed in DE#page1.tif source=FILE STAMPED COPY - MDHC-TBC Certificate of Ownership filed in DE#page2.tif source=FILE STAMPED COPY - MDHC-TBC Certificate of Ownership filed in DE#page3.tif source=FILE STAMPED COPY - MDHC-TBC Certificate of Ownership filed in DE#page4.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"MCDONNELL DOUGLAS HELICOPTER COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "THE BOEING COMPANY" UNDER THE NAME OF "THE BOEING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2009, AT 3:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7703391

DATE: 12-16-09

TRADEMARK  
REEL: 004143 FRAME: 0895

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**McDonnell Douglas Helicopter Company**  
**(a Delaware corporation)**

**INTO**

**The Boeing Company**  
**(a Delaware corporation)**

\*\*\*\*\*

*(In accordance with the provisions of Section 253 of the  
General Corporation Law of the State of Delaware)*

\*\*\*\*\*

The undersigned, on behalf of The Boeing Company, a Delaware corporation (the "Corporation"), incorporated on July 19, 1934, desiring to merge McDonnell Douglas Helicopter Company, a Delaware corporation ("MDHC"), incorporated on November 21, 1980, with and into the Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"),

**DOES HEREBY CERTIFY:**

**FIRST:** The Corporation owns 100% of the outstanding capital stock of McDonnell Douglas Corporation, a Maryland corporation ("MDC"), and MDC owns 100% of the outstanding capital stock of MDHC; and

**SECOND:** The Corporation desires (i) to merge MDC into the Corporation pursuant to Section 3-106 of the Maryland Corporations and Associations Code and Section 253 of the DGCL (the "MDC Merger"), whereupon MDHC would become a wholly-owned subsidiary of the Corporation by operation of law, and (ii) immediately following the MDC Merger, to merge MDHC into the Corporation pursuant to Section 253 of the DGCL (the "MDHC Merger"), with the Corporation as the surviving corporation in each case; and

**THIRD:** Pursuant to a Certificate of Ownership filed with the Delaware Secretary of State contemporaneously herewith, the MDC Merger is to become effective upon the later of 11:59 p.m. Eastern Time on Thursday, December 31, 2009, and the acceptance of Articles of Merger by the Maryland State Department of Assessments and Taxation; provided that in no event shall such effective date be later than the date that is 90 days after the date this Certificate of Ownership is filed.

**FOURTH:** That, upon the MDC Merger becoming effective, the Corporation will own 100% of the outstanding capital stock of MDHC, pursuant to the provisions of the DGCL, and

**FIFTH:** The Board of Directors of the Corporation duly adopted resolutions on the 14th day of December, 2009, as set forth below approving the MDHC Merger:

WHEREAS, McDonnell Douglas Corporation, a Maryland corporation ("MDC"), is a wholly-owned subsidiary of The Boeing Company, a Delaware corporation (the "Company"), and McDonnell Douglas Helicopter Company, a Delaware corporation ("MDHC"), is a wholly-owned subsidiary of MDC; and

WHEREAS, the Company desires (i) to merge MDC into the Company pursuant to Section 3-106 of the Maryland Corporations and Associations Code, whereupon MDHC would become a wholly-owned subsidiary of the Company by operation of law, and (ii) immediately following such merger, to merge MDHC into the Company pursuant to Section 253 of the Delaware General Corporation Law, with the Company as the surviving corporation in each case (collectively, the "Proposed Mergers"); and

WHEREAS, the Company's management has described for the Board of Directors of the Company (the "Board"), and the Board has questioned the Company's management to its satisfaction regarding, the nature, purpose and implications of the Proposed Mergers.

NOW, THEREFORE, BE IT RESOLVED, that the Proposed Mergers are advisable and fair to, and in the best interests of, the Company and its stockholders; and

RESOLVED FURTHER, that W. James McNerney, Chairman of the Board, President and Chief Executive Officer of the Company, and such other officers of the Company to whom he delegates proper authority under these resolutions (collectively, the "Proper Officers"), be, and each hereby is, authorized to make and execute Articles of Merger to be filed with the Maryland State Department of Assessments and Taxation and Certificates of Ownership to be filed with the office of the Secretary of State of Delaware in each case, as may be necessary and sufficient to effectuate the Proposed Mergers; and

RESOLVED FURTHER, that the Proposed Mergers shall become effective at the dates and times set forth in the respective Certificates of Ownership and Articles of Merger; and

RESOLVED FURTHER, that the Proper Officers be, and each of them hereby is, authorized for and in the name of and on behalf of the Company to take, file, execute, verify, acknowledge and deliver any and all certificates and documents necessary or appropriate to effect the Proposed Mergers, and to do or cause to be done any and all other actions as they may deem necessary or advisable in order to consummate the Proposed Mergers and to pay all fees, expenses and costs incurred in connection therewith;

RESOLVED FURTHER, that the Proper Officers be, and each of them hereby is, authorized for and in the name of and on behalf of the Company to take, file, execute, verify, acknowledge and deliver any and all agreements, certificates and documents necessary or appropriate to effect the transfer of the rights and obligations of MDC and/or MDHC to the Company as contemplated by the Proposed Mergers, including any required supplemental indentures, consents or other third-party agreements, and to do or cause to be done any and all other actions as they may deem necessary or advisable in order to consummate such transfers and to pay all fees, expenses and costs incurred in connection therewith; and

RESOLVED FURTHER, that any and all actions taken by the Proper Officers prior to the date hereof that are within the authority conferred herein are hereby ratified, confirmed and approved in all respects as the acts of the Company.

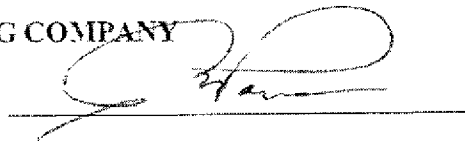
**SIXTH:** The MDHC Merger shall be effective immediately following the effective time of the MDC Merger.

**SEVENTH:** That anything herein or elsewhere to the contrary notwithstanding, the MDHC Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that the MDHC Merger becomes effective.

**IN WITNESS WHEREOF**, the Corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 14<sup>th</sup> day of December, 2009.

**THE BOEING COMPANY**

BY:



NAME: ROBERT J. PASTERICK

TITLE: VICE PRESIDENT