

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Autometric, Inc.		12/13/2010	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	The Boeing Company		
Street Address:	2201 Seal Beach Boulevard		
City:	Seal Beach		
State/Country:	CALIFORNIA		
Postal Code:	90740-1515		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77722704	EXMERITUS	
Serial Number:	77722735	EXMERITUS	
Serial Number:	77722741	EXMERITUS	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	205-359-8000		
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		

CH \$90.00 77722704

NAME OF SUBMITTER:	Andrea M. Sander, Attorney of Record
Signature:	/Andrea M. Sander/
Date:	05/13/2011
Total Attachments: 5 source=Autometric FINAL Certificate of Ownership from Delaware#page1.tif source=Autometric FINAL Certificate of Ownership from Delaware#page2.tif source=Autometric FINAL Certificate of Ownership from Delaware#page3.tif source=Autometric FINAL Certificate of Ownership from Delaware#page4.tif source=Autometric FINAL Certificate of Ownership from Delaware#page5.tif	

Delaware

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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:

"AUTOMETRIC, INC.", A MARYLAND CORPORATION,

"BOEING LTS, INC.", A DELAWARE CORPORATION,

"BOEING-SVS, INC.", A NEVADA CORPORATION,

"CONQUEST, INC.", A MARYLAND CORPORATION,

"KESTREL ENTERPRISES, INC.", A DELAWARE CORPORATION,

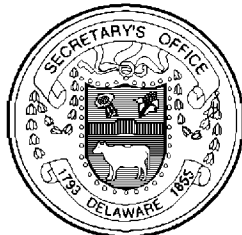
WITH AND INTO "THE BOEING COMPANY" UNDER THE NAME OF "THE BOEING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 2010, AT 6:42 O'CLOCK P.M.

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. 2010, AT 11:59 O'CLOCK P.M.

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

0334807 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8427570

DATE: 12-14-10

TRADEMARK
REEL: 004541 FRAME: 0691

CERTIFICATE OF OWNERSHIP

MERGING

Autometric, Inc.
(a Maryland corporation),
Boeing LTS, Inc.
(a Delaware corporation),
Boeing-SVS, Inc.
(a Nevada corporation),
Conquest, Inc.
(a Maryland corporation)
and
Kestrel Enterprises, Inc.
(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, desires: (i) to merge Autometric, Inc., incorporated in Maryland on March 14, 1977 ("Autometric"), (ii) to merge Boeing LTS, Inc., incorporated in Delaware on December 15, 1986 ("BLTS"), (iii) to merge Boeing-SVS, Inc., incorporated in Nevada on June 27, 2000 ("BSVS"), (iv) to merge Conquest, Inc., incorporated in Maryland on November 3, 1989 ("Conquest"), and (v) to merge Kestrel Enterprises, Inc., incorporated in Delaware on May 19, 2005 ("Kestrel") (collectively, the "Merging Subsidiaries") with and into the Corporation with the Corporation as the surviving corporation in each case (collectively, the "Proposed Mergers"), pursuant to, in each case, the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL") and, in the case of Autometric and Conquest, also Section 3-106 of the Maryland Corporations and Associations Code (the "Maryland Code"), and, in the case of BSVS, Section 92A.180 of the Nevada Revised Statutes ("NRS"),

DOES HEREBY CERTIFY:

FIRST: The Corporation owns 100% of the outstanding capital stock of the Merging Subsidiaries pursuant to the provisions of the DGCL; and

SECOND: The Board of Directors of the Corporation duly adopted resolutions on the 13th day of December, 2010, as set forth below, approving the merger of the Merging Subsidiaries with and into the Corporation:

WHEREAS, the following are all wholly-owned subsidiaries of The Boeing Company, a Delaware corporation (the "Company"): (i) Autometric, Inc., a Maryland corporation ("Autometric"); (ii) Boeing LTS, Inc., a Delaware corporation ("BLTS"); (iii) Boeing-SVS, Inc., a Nevada corporation ("BSVS"); (iv) Conquest, Inc., a Maryland corporation ("Conquest"); and (v) Kestrel Enterprises, Inc., a Delaware corporation ("Kestrel"), (collectively, the "Merging Subsidiaries"); and

WHEREAS, the Company desires (i) to merge Autometric into the Company, (ii) to merge BLTS into the Company, (iii) to merge BSVS into the Company, (iv) to merge Conquest into the Company, and (v) to merge Kestrel into the Company, 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, and the Board has questioned the Company's management to its satisfaction regarding, the nature, purpose and implications of the Proposed Mergers; and

WHEREAS, the Board, based on the recommendation of the Finance Committee of the Company, deems it advisable and fair to, and in the best interest of, the Company and its stockholders to approve the Proposed Mergers.

NOW, THEREFORE, BE IT RESOLVED, that the Board, based upon the recommendation of the Finance Committee, deeming that the Proposed Mergers are advisable and fair to, and in the best interests of, the Company and its stockholders, authorizes and approves the Proposed Mergers; and

RESOLVED FURTHER, that the Proposed Mergers shall become effective at the dates and times set forth in the respective documents evidencing such mergers; and

RESOLVED FURTHER, that any Vice President, Treasurer, Secretary, Assistant Treasurer or Assistant Secretary of the Company (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; 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 agreements, certificates and documents necessary or appropriate to effect the transfer of the rights and obligations of the Merging Subsidiaries 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 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.

THIRD: This Certificate of Ownership shall be effective at 11:59 p.m. Eastern Time on Friday, December 31, 2010.

FOURTH: That anything herein or elsewhere to the contrary notwithstanding, the merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that such 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 13~~TH~~ day of December, 2010.

THE BOEING COMPANY

BY:



NAME: DAVID A. DOHNALEK

TITLE: VICE PRESIDENT