

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Boeing Management Company		12/16/2011	CORPORATION: DELAWARE

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: 76

Property Type	Number	Word Mark
Registration Number:	2751354	BOEING FRONTIERS
Registration Number:	3119760	BOEING NEWS NOW
Registration Number:	1457950	BOELUBE
Registration Number:	1135403	BOESHIELD T-9
Registration Number:	3323883	BOLDR
Registration Number:	3456918	C17
Registration Number:	3897488	C17
Registration Number:	3960985	C-17
Registration Number:	3897489	C17 GLOBEMASTER III
Registration Number:	2990262	C-17 GLOBEMASTER III
Registration Number:	2532591	C-17 GLOBEMASTER III
Registration Number:	3960984	C-17 GLOBEMASTER III
Registration Number:	2603593	COSC

OP \$1915.00 2751354

Registration Number:	2627272	CUSTOMER OPERATIONS SUPPORT CENTER
Registration Number:	2124631	DATAMASTER
Registration Number:	2598417	DC-10
Registration Number:	2724568	DC-8
Registration Number:	2742338	DC-9
Registration Number:	3481239	DELTA
Registration Number:	3536809	DELTA
Registration Number:	3107469	DOUGLAS FIRST AROUND THE WORLD
Registration Number:	3038126	F/A-18 HORNET
Registration Number:	3038125	F/A-18 SUPER HORNET
Registration Number:	2201081	F/A-18E
Registration Number:	2212331	F-15
Registration Number:	2707382	F-15 EAGLE
Registration Number:	2729455	F-15 STRIKE EAGLE
Registration Number:	2466357	F-4 PHANTOM
Registration Number:	1720811	
Registration Number:	2030687	FLYTHRU
Registration Number:	2191169	GLOBEMASTER III
Registration Number:	3446471	INTELLIBUS
Registration Number:	3415814	INTERCONTINENTAL
Registration Number:	3681595	
Registration Number:	3195687	
Registration Number:	3195688	
Registration Number:	1473691	MAUS
Registration Number:	1692821	MD-11
Registration Number:	2410191	MD-11
Registration Number:	3071647	MYBOEINGFLEET
Registration Number:	3198981	MYBOEINGFLEET
Registration Number:	3104600	NAA
Registration Number:	1732062	NOTAR
Registration Number:	2584081	P-51 MUSTANG
Registration Number:	2871600	P-51 MUSTANG
Registration Number:	3877214	P-8A
Registration Number:	2635413	PHANTOM WORKS
Registration Number:	3073529	POINT-TO-POINT

	0802906	RAINBOE
Registration Number:	3119507	RAVENWING
Registration Number:	3119506	RAVENWING
Registration Number:	3509961	SCANEAGLE
Registration Number:	2335614	SHAREVALUE TRUST
Registration Number:	2110927	SOFTPLOTTER
Registration Number:	3330357	STEARMAN
Registration Number:	3098760	STEARMAN S
Registration Number:	3080339	T-28 TROJAN
Registration Number:	2567871	T-45 GOSHAWK
Registration Number:	3715822	TENSOR
Registration Number:	2162063	TOPAZ
Registration Number:	3828749	V-22 OSPREY
Registration Number:	2821152	VSOC
Registration Number:	3963059	VSOC SENTINEL
Registration Number:	3982362	VSOC SENTINEL
Registration Number:	2823121	VSOC VISUAL SECURITY OPERATIONS CONSOLE
Registration Number:	3114024	WAYPOINT
Registration Number:	3268660	WHITESTAR
Registration Number:	2650537	WORLDGEN
Registration Number:	3473662	WORLDLINER
Registration Number:	3109922	XB-70 VALKYRIE
Serial Number:	77701279	GOLDCARE
Serial Number:	85475590	GOLDCARE
Serial Number:	85475581	GOLDCARE
Serial Number:	85365314	P
Serial Number:	85036978	VERSA
Serial Number:	77951626	VSOC VIRTUAL SHIELD

CORRESPONDENCE DATA

Fax Number: (206)359-9000

Phone: 206-359-8000

Email: pctrademarks@perkinscoie.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Andrea M. Sander, Perkins Coie LLP

Address Line 1: 1201 Third Avenue

TRADEMARK
REEL: 004716 FRAME: 0913

Address Line 2: Suite 4800
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	03071.4500.MERGER
NAME OF SUBMITTER:	Andrea M. Sander, Attorney of Record
Signature:	/Andrea M. Sander/
Date:	02/14/2012

Total Attachments: 4

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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:

"BOEING BUSINESS SERVICES COMPANY", A DELAWARE CORPORATION,
"BOEING MANAGEMENT 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 SIXTEENTH DAY OF DECEMBER, A.D. 2011, AT 11:03 O'CLOCK A.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. 2011, 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

111301530




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9234971

DATE: 12-16-11

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

TRADEMARK
REEL: 004716 FRAME: 0915

CERTIFICATE OF OWNERSHIP

MERGING

**Boeing Management Company,
(a Delaware corporation)
and
Boeing Business Services 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, desires: (i) to merge Boeing Management Company, incorporated in Delaware on August 13, 1999 ("BMC") and (ii) to merge Boeing Business Services Company, incorporated in Delaware on October 14, 1999 ("BBSC") (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").

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 31st day of October, 2011, as set forth below, approving the merger of the Merging Subsidiaries with and into the Corporation:

WHEREAS, the following are wholly-owned subsidiaries of The Boeing Company, a Delaware corporation (the "Company"): (i) Boeing Management Company, a Delaware corporation ("BMC"), and (ii) Boeing Business Services Company, a Delaware corporation ("BBSC") (collectively, the "Merging Subsidiaries"); and

WHEREAS, the Company desires (i) to merge BMC into the Company and (ii) to merge BBSC 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 "Authorized 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 Authorized 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 Authorized 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 Saturday, December 31, 2011.

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 12th day of December, 2011.

THE BOEING COMPANY

BY:



NAME: DAVID A. DOHNALEK

TITLE: VICE PRESIDENT