

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 | SENSOR |
| 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

source=BMC BBSC merging into TBC - DE SoS approved and accepted filing#page1.tif
source=BMC BBSC merging into TBC - DE SoS approved and accepted filing#page2.tif
source=BMC BBSC merging into TBC - DE SoS approved and accepted filing#page3.tif
source=BMC BBSC merging into TBC - DE SoS approved and accepted filing#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:

"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