

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Solutions Made Simple, Inc.		12/14/2011
			Entity Type
			CORPORATION: VIRGINIA
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: 1			
	Property Type	Number	Word Mark
	Registration Number:	3404715	TWISTER DATA FRAMEWORK
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
Phone:	205-359-8000		
Email:	pctrademarks@perkinscoie.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Andrea M. Sander, Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, 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/		

OP \$40.00 3404715

Date:

03/14/2012

**Total Attachments: 7**

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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:

"SOLUTIONS MADE SIMPLE, INC.", A VIRGINIA 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 4:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2012, AT 12:01 O'CLOCK A.M.


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

0334807 8100M

111304191



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: 9238882

DATE: 12-19-11

TRADEMARK  
REEL: 004736 FRAME: 0240

**CERTIFICATE OF OWNERSHIP  
and  
ARTICLES OF MERGER  
MERGING**

**Solutions Made Simple, Inc.,  
(a Virginia 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 and  
Title 13.1, Chapter 9, Article 12 of the Code of Virginia)*

\*\*\*\*\*

The undersigned, on behalf of The Boeing Company, a Delaware corporation (the "Corporation"), incorporated on July 19, 1934 in compliance with the State of Delaware under the provisions of the Delaware General Corporations Law (the "DGCL"), and Solutions Made Simple, Inc., a Virginia corporation ("SMSi") incorporated on April 16, 2002 in compliance with the Commonwealth of Virginia under the provisions of the Code of Virginia (the "VA Code"), desire to merge SMSi with and into the Corporation with the Corporation as the surviving corporation (the "Proposed Merger"), pursuant to the provisions of section 253 of the DGCL and Title 13.1, Chapter 9, Article 12 of the VA Code, and state as follows:

**FIRST:** That, pursuant to the provisions of the DGCL, the Corporation owns 100% of the outstanding capital stock of SMSi and is authorized to participate in the Proposed Merger. Pursuant to the provisions of the VA Code, the issued shares of SMSi shall not be converted or exchanged in any manner. All of the issued shares of stock of SMSi shall, upon the Effective Time (as defined below) of the Proposed Merger, be surrendered and extinguished. The shares of stock of the Corporation shall not be converted, but each said share which is issued as of the Effective Date of the Proposed Merger shall continue to represent one issued share of stock of the Corporation.

**SECOND:** That, pursuant to the provisions of the VA Code, the Corporation and SMSi, being the corporations which are the parties to this Certificate of Ownership and Articles of Merger (the "Articles"), do hereby agree to effect the Proposed Merger upon the terms and conditions set forth herein and described in the Agreement and Plan of Merger, in the form attached hereto as Exhibit A (the "Plan of Merger"). Under the terms and conditions of the Articles and Plan of Merger, and pursuant to the provisions of the DGCL and the VA Code, the corporate existence of SMSi will cease upon the Effective Time (as defined below) of the Proposed Merger, the Corporation will continue its corporate existence under its present name and there will be no amendments to the charter of the Corporation effected by reason of the Proposed Merger.

**THIRD:** That, pursuant to the provisions of the DGCL, the Board of Directors of the Corporation (the "Board") duly adopted resolutions on the 12th day of December, 2011, as set forth below, approving the merger of SMSi with and into the Corporation:

**WHEREAS**, Solutions Made Simple, Inc, a Virginia corporation ("SMSi") is a wholly-owned subsidiary of The Boeing Company, a Delaware corporation (the "Company"); and

**WHEREAS**, the Company desires to merge SMSi into the Company with the Company as the surviving corporation (the "Proposed Merger"); 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 Merger; and

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

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

**RESOLVED FURTHER**, that the Proposed Merger shall become effective at the dates and times set forth in the respective documents evidencing such merger; 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 Merger, 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 Merger 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 SMSi to the Company as contemplated by the Proposed Merger, 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.

**FOURTH:** That, pursuant to the provisions of the VA Code, and in a manner required by its charter, SMSI's management has described to the SMSi Board of Directors (the "SMSi Board"), and the SMSi Board has questioned the SMSi management to its satisfaction regarding the nature, purpose, implications and terms and conditions of the Articles, the Plan of Merger and the Proposed Merger and, on December 13, 2011, the SMSi Board has authorized and approved the Articles, Plan of Merger and the Proposed Merger, by unanimous written consent in lieu of a special meeting. Further, on the recommendation of the SMSi Board, the Sole Shareholder of SMSi unanimously adopted resolutions approving the Articles, Plan of Merger and the Proposed Merger up and into the Corporation by written consent in lieu of a special meeting on December 13, 2011.

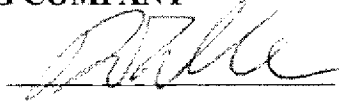
**FIFTH:** These Articles shall be effective at 12:01 a.m. Eastern Time on Sunday, January 1, 2012 (the "Effective Time").

**SIXTH:** That anything herein or elsewhere to the contrary notwithstanding, the Proposed Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties hereto have caused these Articles to be duly executed by their respective authorized officers as of December 14, 2011.

**THE BOEING COMPANY**

BY:

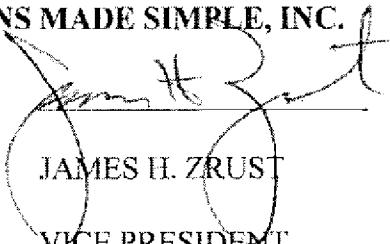


NAME: DAVID A. DOHNALEK

TITLE: VICE PRESIDENT

**SOLUTIONS MADE SIMPLE, INC.**

BY:



NAME: JAMES H. ZRUST

TITLE: VICE PRESIDENT

AGREEMENT & PLAN OF MERGER

OF

Solutions Made Simple, Inc.

AND

The Boeing Company

**FIRST:** Solutions Made Simple, Inc., incorporated in Virginia on April 16, 2002 ("SMSi"), shall be merged (the "Merger") with and into The Boeing Company, incorporated in Delaware incorporated on July 19, 1934 ("TBC").

**SECOND:** The separate existence of SMSi shall cease upon the Effective Time (as defined below) of the Merger in accordance with the provisions of the Code of Virginia and the General Corporation Law of the State of Delaware.

**THIRD:** The Certificate of Incorporation of TBC, as in effect on the date of the Merger, shall continue in full force and effect and shall not be amended as a result of the Merger and TBC's existence shall continue under its present name and pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** This Agreement & Plan of Merger shall be submitted to SMSi's and TBC's respective Board of Directors and the Stockholders of SMSi for their consideration, approval and adoption, which shall be obtained prior to the Effective Time (as defined below).

**FIFTH:** Upon the Effective Time (as defined below), each of the issued and outstanding shares of SMSi shall, by virtue of the Merger and without any action by SMSi or TBC or any other person, be canceled, and no cash or securities or other property shall be payable to SMSi in respect thereof.

**SIXTH:** The effective time of the Merger shall be at 12:01 AM Eastern Time on Sunday, January 1, 2012 (the "Effective Time").

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective authorized officers as of December 13, 2011.

**THE BOEING COMPANY**

BY: 

NAME: DAVID A. DOHNALEK

TITLE: VICE PRESIDENT

**SOLUTIONS MADE SIMPLE, INC.**

BY: 

NAME: JAMES H. ZRUST

TITLE: VICE PRESIDENT