

PATENT ASSIGNMENT

Electronic Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/05/1996 |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Santa Barbara Research Center | 12/05/1996 |
| RECEIVING PARTY DATA | |
| Name: | Hughes Aircraft Company |
| Street Address: | 1100 Wilson Boulevard |
| Internal Address: | 20th Floor |
| City: | Arlington |
| State/Country: | VIRGINIA |
| Postal Code: | 22209-3978 |
| PROPERTY NUMBERS Total: 5 | |
| Property Type | Number |
| Patent Number: | 6023063 |
| Patent Number: | 5959339 |
| Patent Number: | 4857725 |
| Patent Number: | 4788423 |
| Patent Number: | 4751560 |
| CORRESPONDENCE DATA | |
| Fax Number: | (805)562-4120 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
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CH \$200.00 6023063

PATENT

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REEL: 017663 FRAME: 0357

ATTORNEY DOCKET NUMBER:

SBRC/HAC:19961205

NAME OF SUBMITTER:

William C. Schubert

Total Attachments: 7

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CERTIFICATE OF MERGER
OF
SANTA BARBARA RESEARCH CENTER
INTO
HUGHES AIRCRAFT COMPANY

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| NAME: | STATE OF INCORPORATION |
|-------------------------------|------------------------|
| Santa Barbara Research Center | California |
| Hughes Aircraft Company. | Delaware |

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Hughes Aircraft Company, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Hughes Aircraft Company, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1100 Wilson Blvd. 20th floor, Arlington, VA 22209-3978.

SIXTH: That a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

| Corporation: | Class | Number of Shares | Par value per share or statement that shares are without par value |
|-------------------------------|---------|------------------|--|
| Santa Barbara Research Center | Capital | 2,500 | without par value |

EIGHTH: That this Certificate of Merger shall be effective on January 1, 1997.

Dated as of December 5, 1996.

Hughes Aircraft Company

By 
Title: Senior Vice President

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SANTA BARBARA RESEARCH CENTER**

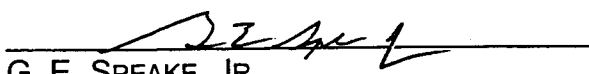
The undersigned, being the Board of Directors of Santa Barbara Research Center and in accordance with the provisions of the Bylaws does hereby adopt by unanimous written consent the following resolutions:

RESOLVED, That the Board of Directors of Santa Barbara Research Center ("SBRC") hereby recommends, approves and adopts the proposed Agreement of Merger of SBRC into Hughes Aircraft Company, a Delaware corporation, substantially in the form presented to this Board and attached hereto as Exhibit A with such changes therein as the Directors of SBRC deem necessary and proper.

RESOLVED FURTHER, That the Agreement of Merger so approved by this Board be submitted for approval by Hughes Aircraft Company, the sole stockholder of all the issued and outstanding capital stock of SBRC.

RESOLVED FURTHER, That the appropriate officers of SBRC be, and each of them hereby is, authorized on behalf of SBRC to take such actions and to execute and deliver such agreements, certificates and other collateral documents in form approved by the Office of the General Counsel of Hughes Electronics Corporation, or its designee, as may be necessary or appropriate to carry out fully the purposes and intent of the foregoing resolution.

DATED AS OF DECEMBER 5, 1996.


G. E. SPEAKE, JR.
DIRECTOR, SBRC

AGREEMENT OF MERGER

AGREEMENT OF MERGER (the "Agreement"), dated this ¹⁵~~5~~ day of December, 1996, pursuant to Section 252 of the General Corporation Law of Delaware, between Hughes Aircraft Company, a Delaware corporation and Santa Barbara Research Center, a California corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Hughes Aircraft Company hereby merges into itself Santa Barbara Research Center and said Santa Barbara Research Center shall be and hereby is merged into Hughes Aircraft Company which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Hughes Aircraft Company, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of capital stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of capital stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall

forthwith be surrendered and the same shall be cancelled and of no further claims of any kind or nature.

(c) After the effective date of this merger, each holder of an outstanding certificate representing shares of capital stock of the merged corporation shall surrender the same which shall be cancelled and of no further claims of any kind or nature.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 1997.

(d) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a

result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, have caused this Agreement to be executed by the Senior Vice President of Hughes Aircraft Company and President of Santa Barbara Research Center as the respective act, deed and agreement of said corporations, on this 5th day of December, 1996.

Hughes Aircraft Company

By: [Signature]
Title: Senior Vice President

Santa Barbara Research Center

By: [Signature]
Title: President

**WRITTEN CONSENT OF
HUGHES AIRCRAFT COMPANY
THE SOLE SHAREHOLDER OF
SANTA BARBARA RESEARCH CENTER**

Hughes Aircraft Company, a Delaware corporation, as the owner and holder of all of the issued and outstanding shares of **SANTA BARBARA RESEARCH CENTER**, a California corporation, by this written consent takes the following actions:

Approval of a Merger:

WHEREAS, There has been presented an Agreement of Merger between Hughes Aircraft Company ("HAC") and Santa Barbara Research Center ("SBRC") dated December 5th, 1996, which has been approved by the Board of the Directors of SBRC and duly executed by the officers of both such corporations, and

WHEREAS, It is deemed in the best interests of this corporation that the terms and conditions of such agreement be approved and performed.

NOW, THEREFORE, BE IT RESOLVED, That the principal terms of the proposed Agreement of Merger between HAC and SBRC, Inc. is approved in the form submitted.

Dated as of December 6th, 1996

Hughes Aircraft Company

By Brooks S. Doyle, Jr.
Assistant Secretary