

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																		
NATURE OF CONVEYANCE:	MERGER																		
EFFECTIVE DATE:	12/01/1999																		
CONVEYING PARTY DATA																			
<table border="1"><tr><td>Name</td><td>Execution Date</td></tr><tr><td>AlliedSignal Inc.</td><td>12/01/1999</td></tr></table>		Name	Execution Date	AlliedSignal Inc.	12/01/1999														
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AlliedSignal Inc.	12/01/1999																		
RECEIVING PARTY DATA																			
<table border="1"><tr><td>Name:</td><td>Honeywell International Inc.</td></tr><tr><td>Street Address:</td><td>101 Columbia Road</td></tr><tr><td>City:</td><td>Morristown</td></tr><tr><td>State/Country:</td><td>NEW JERSEY</td></tr><tr><td>Postal Code:</td><td>07960</td></tr></table>		Name:	Honeywell International Inc.	Street Address:	101 Columbia Road	City:	Morristown	State/Country:	NEW JERSEY	Postal Code:	07960								
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PROPERTY NUMBERS Total: 8																			
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CORRESPONDENCE DATA																			
Fax Number: (973)455-6199																			
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																			
Phone: 973-455-5340																			
Email: julianne.holland@honeywell.com																			
Correspondent Name: Carrie Beatus																			

CH \$320.00 5739931

501309718

PATENT
REEL: 025084 FRAME: 0129

Address Line 1:	101 Columbia Road
Address Line 4:	Morristown, NEW JERSEY 07960

ATTORNEY DOCKET NUMBER:	82-3302 & 30-3818
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NAME OF SUBMITTER:	Carrie Beatus
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Total Attachments: 5

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"HONEYWELL INTERNATIONAL INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALLIEDSIGNAL INC." UNDER THE NAME OF
"HONEYWELL INTERNATIONAL INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 1999,
AT 4 O'CLOCK P.M.

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



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991512065

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0111077

DATE: 12-01-99

CERTIFICATE OF OWNERSHIP AND
MERGER OF
HONEYWELL INTERNATIONAL INC.
WITH AND INTO
ALLIEDSIGNAL INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), AlliedSignal Inc., a Delaware corporation (the "Company"), and Honeywell International Inc., a Delaware corporation (the "Name Change Subsidiary"), hereby certify the following with respect to a merger (the "Name Change Merger") of the Name Change Subsidiary with and into the Company:

FIRST: The Company is the record and beneficial owner of all of the outstanding shares of capital stock of the Name Change Subsidiary.

SECOND: In accordance with Section 253 of the DGCL, on June 4, 1999 the Board of Directors of the Company adopted a resolution authorizing a subsidiary of the Company to be merged with and into the Company. A copy of the Resolution (the "Resolution") is attached as Exhibit A hereto.

THIRD: Pursuant to Section 253 and the Resolution, the Name Change Subsidiary is hereby merged with and into the Company with the Company being the surviving corporation in the Name Change Merger.

FOURTH: Pursuant to the Name Change Merger, the corporate name of the Company shall be changed to:

"Honeywell International Inc."

FIFTH: This Certificate of Ownership and Merger shall be effective upon the filing thereof with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed by its duly elected officer this 1st day of December, 1999.

ALLIEDSIGNAL INC.

By: *Peter M. Kreindler*
Name: Peter M. Kreindler
Title: Senior Vice President,
General Counsel & Secretary

DEC 01 1999 16:32
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Exhibit A

Extract From Resolutions
Adopted by the Board of Directors of
AlliedSignal Inc.

June 4, 1999

After discussion, on motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, AlliedSignal Inc. (the "Company") proposes to enter into a business combination with Honeywell Inc., a Delaware corporation ("Honeywell"), pursuant to which a newly formed, wholly owned Delaware corporate subsidiary of the Company ("Merger Subsidiary") would be merged (the "Merger") with and into Honeywell and, among other things, each share of Honeywell's common stock, par value \$1.50 per share ("Honeywell Common Stock"), issued and outstanding at the effective time of the Merger (other than shares of Honeywell Common Stock held in treasury by Honeywell or held by the Company or any of the Company's or Honeywell's subsidiaries) would be converted into the right to receive 1.875 shares of the Company's common stock, par value \$1.00 per share ("Company Common Stock") (the "Exchange Ratio"), subject to the terms and conditions set forth in the Agreement and Plan of Merger proposed to be entered into by and among the Company, Merger Subsidiary and Honeywell (the "Merger Agreement");

WHEREAS, in connection with the Merger, the Company proposes to change its corporate name to "Honeywell International Inc." at the effective time of the Merger, by causing a newly formed, wholly owned Delaware corporate subsidiary of the Company ("Name Change Subsidiary") to be merged with and into the Company pursuant to a merger (the "Name Change Merger") the terms of which provide for such change to the Company's name (the "Name Change").

RESOLVED, that the Board of Directors has determined that the Name Change, the Name Change Merger and the transactions related thereto are advisable and in the best interests of the Company;

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to prepare and execute an agreement and plan of merger with respect to the Name Change Merger containing such terms and conditions as the Authorized Officers or their designees deem appropriate, and that the Board of Directors hereby declares such agreement to be advisable;

RESOLVED, that pursuant to the Merger Agreement and Section 253 of the DGCL, immediately prior to or as of the effective time of the Merger, the Company shall cause the Name Change Subsidiary to merge with and into the Company, with the Company being the surviving corporation (the "Surviving Corporation");

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to prepare, execute and file a Certificate of Ownership and Merger pursuant to Section 253 of the DGCL with the Secretary of State of the State of Delaware and to do all acts and things necessary or proper to effect such Name Change;

RESOLVED, that as of the effective date of the Name Change, the Certificate in effect immediately prior to such date, shall be revised to reflect the Name Change and such certificate shall be the Certificate of Incorporation of the Surviving Corporation;

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to take all such other actions (i) seeking all requisite consents and approvals, if any, and taking such actions, if any, as are necessary or advisable to comply with the requirements of federal, state, and foreign laws or regulations, (ii) retaining such advisors, consultants and agents (including, but not limited to, stock transfer agents) as any of said officers, may deem necessary or advisable, and (iii) executing and delivering all agreements, undertakings, obligations, financing arrangements, instruments and other documents and taking such action as such officers, or any of them, consider necessary or advisable, in each case in order to effectuate the foregoing resolutions and to carry out the intent and purposes thereof or otherwise to effectuate any of the transactions contemplated by the foregoing resolutions; and

RESOLVED, that any and all actions heretofore taken by any officer of the Company in connection with the Merger Agreements, Related Documents and the transactions contemplated thereby are hereby ratified and approved.