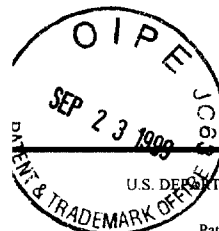


09-27-1999



FORM PTO-1594

1-31-92

MDP-23-99

101154085

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

1. Name of conveying Party(ies):
 Kaynar Technologies Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving Party(ies):
 Name: Fairchild Holding Corp
 Street Address: 45025 Aviation Drive, Suite 400
 City: Dulles State: VA Zip: 20166-7516

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 28, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/475,916 filed 4/28/98 75/475,918 filed 4/28/98
75/475,917 filed 4/28/98 75/465,634 filed 4/10/98
75/476,336 filed 4/29/98 75/475,689 filed 4/28/98
75/476,343 filed 4/29/98 75/466,303 filed 4/10/98
75/476,337 filed 4/29/98

B. Trademark Registration No.(s)

Additional sheet attached? Yes No

5. Name and address of party to whom correspondence concerning this matter should be mailed:
Jacobson, Price, Holman & Stern
 400 7th Street, N.W.
 Washington, DC 20004
 Tel. 202-638-6666

Attorney Docket No. T26913US0, T26914US0, T26915US0, T26916US0, T26917US0, T26918US0, T26930US0, T26931US0, T26932US0.

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41)..... \$ 240.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 06-1358
 (Attach duplicate copy of this page if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and Signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Peter S. Weissman / 40,220 [Signature] September 23, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

JPH&S 341-8/92

09/27/1999 NTHAI1 00000068 75475916

01 FC:481 40.00 OP
02 FC:482 200.00 OP

TRADEMARK REEL: 001964 FRAME: 0486

Office of the Secretary of State

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:

"KAYNAR TECHNOLOGIES INC.", A DELAWARE CORPORATION, WITH AND INTO "FAIRCHILD HOLDING CORP." UNDER THE NAME OF "FAIRCHILD HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999, AT 9:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 1999.

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



2569933 8100M

991261328

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9833178

DATE:

06-28-99

TRADEMARK

REEL: 001964 FRAME: 0487

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Kaynar Technologies Inc.
(a Delaware corporation),

WITH AND INTO

Fairchild Holding Corp.
(a Delaware corporation)

Fairchild Holding Corp. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

1. FIRST: That the Corporation was incorporated on February 7, 1996, pursuant to the General Corporate Laws of the State of Delaware.
2. SECOND: That the Corporation owns one hundred percent (100%) of the outstanding shares of each class of Kaynar Technologies Inc., a Delaware corporation (the "Subsidiary").
3. THIRD: That the Corporation, by the "Resolutions and Plan of Merger" of the Board of Directors attached hereto as Exhibit A, dated as of June 15, 1999, determined to and did merge into itself said Subsidiary. Such Resolutions and Plan of Merger were adopted by unanimous written consent of the Board members, filed with the minutes of the Board. The attached Resolutions and Plan of Merger provide that the Corporation assumes the liabilities of the Subsidiary.
4. FOURTH: That the Corporation survives the merger and shall be governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, said Fairchild Holding Corp. has caused this Certificate to be signed by Donald E. Miller, its Vice President, this 15th day of June, 1999.

FAIRCHILD HOLDING CORP.

By: Donald E. Miller

Name: Donald E. Miller
Title: Vice President

**Board of Directors Resolutions
And Plan of Merger
To Merge**

**Kaynar Technologies Inc.
(a Delaware corporation),**

**With and Into
Fairchild Holding Corp.
(a Delaware corporation)**

(Dated as of June 15, 1999)

RESOLVED, THAT:

1. **Merger.** Kaynar Technologies Inc., a Delaware Corporation (the "Subsidiary") shall be (and hereby is) merged with and into Fairchild Holding Corp., a Delaware corporation (the "Surviving Corporation").

As of the Effective Date, as defined below, the corporate existence of the Subsidiary shall thereupon cease and the corporate existence of the Surviving Corporation shall thereafter continue.

2. **Effective Date.** The merger shall be effective as of June 30, 1999, close of business (the "Effective Date").
3. **Property of Surviving Corporation.** As of the Effective Date, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and wherever situated) of the Subsidiary shall be and become the assets and properties of the Surviving Corporation, and title thereof shall be deemed to be vested, without further act or deed, in the Surviving Corporation just as effectively as if such title was vested in the Subsidiary.
4. **Liabilities.** As of the Effective Date, all debts, liabilities, obligations, and duties of the Subsidiary shall be assumed by the Surviving Corporation, and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts, liabilities, obligations and duties had been originally incurred or contracted by the Surviving Corporation.
5. **Conversion and Exchange of Shares.** All of the issued and outstanding shares of capital stock of the Subsidiary are owned by the Surviving Corporation. On the Effective Date: (i) all issued and outstanding shares of capital stock of the Surviving Corporation shall continue to be issued shares of the Surviving Corporation, and (ii) all issued and outstanding shares of capital stock of the Subsidiary shall be cancelled.
6. **Abandonment.** After the approval of these Resolutions and Plan of Merger by the Directors of the Subsidiary and the Surviving Corporation, and at any time prior to the effective date of the merger, the Directors of the Surviving Corporation may, in their discretion, abandon the merger.