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FORM PTO-1594

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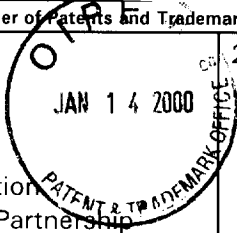
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1-31-92

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To the Honorable Assistant Secretary and Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.



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

Individual Association
 General Partnership Limited Partnership
 Corporation - State Delaware
 Other

Additional name(s) of conveying party(ies) attached? **NO**

2. Name and address of receiving party(ies):
 Name: FAIRCHILD HOLDING CORP.
 Street Address: 45025 AVIATION DRIVE, STE 400
 City: DULLES State: VA ZIP: 20166-7516

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

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

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? YES NO

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 28, 1999

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 1,239,961

Additional numbers attached? NO

5. Name and address of party to whom correspondence concerning document should be mailed:

BLANK, ROME, COMISKY & MCCAULEY LLP
 900 17th Street, N.W., Suite 1000
 Washington, State: DC ZIP: 20006
 Tel. (202) 530-7400

Attorney Docket No. 110785.00114

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41). \$40.00

Enclosed Check No. _____
 Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency or to credit any overpayment associated with this communication to Deposit Account No. 23-2185.

8. Deposit account number: 23-2185
 (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 *Peter Weissman* January 14, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2569933 8100M

9833178

AUTHENTICATION:

991261328

06-28-99

DATE:

TRADEMARK REEL: 002009 FRAME: 0685

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.