

10-13-2000



101486185

mkd 10/2/00

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Alexander P. Brackett

Name of Person Signing

Alexander P. Brackett

Signature

9/26/00

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

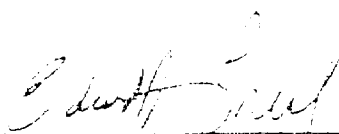
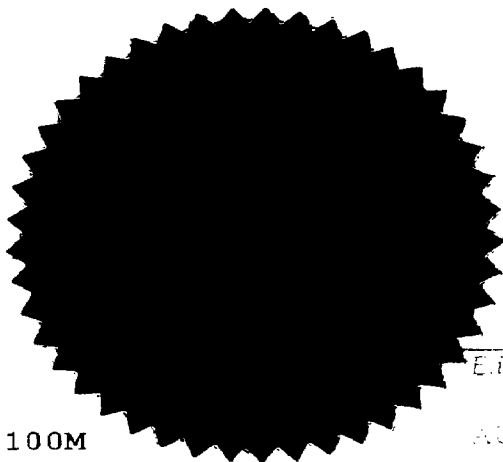
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"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.



Edward J. Freel, Secretary of State

2569933 8100M

AUTHENTICATION: 9982296

991394975

DATE: 09-21-99

TRADEMARK

REEL: 002155 FRAME: 0078

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").

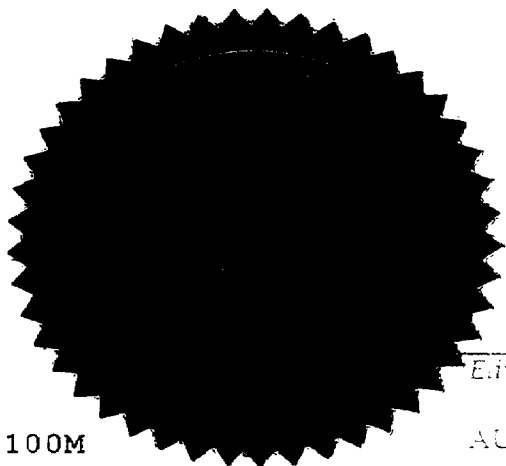
As of the Effective Date, as defined below, the corporate existence of the Subsidiary shall thereupon cease and the corporate existence of the Surviving Corporation shall thereafter continue.

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.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2569933 8100M

AUTHENTICATION: 9982296

991394975

DATE: 09-21-99

TRADEMARK

REEL: 002155 FRAME: 0081

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.