

11-24-1998



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To the Honorable Commissioner of Patents and Trademarks, and the attached original documents or copy thereof.

<p><b>1. Name of conveying party(ies):</b> HUGHES AIRCRAFT COMPANY</p> <p><input type="checkbox"/> Individual(s)                              <input type="checkbox"/> Association <input type="checkbox"/> General Partnership                      <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies):</b></p> <p>Name: <u>HE HOLDINGS, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>P.O. Box 80028</u></p> <p>City: <u>Los Angeles,</u> State: <u>CA</u> ZIP: <u>90080-0028</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>A Delaware Corporation</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p><b>3. Nature of conveyance:</b></p> <p><input type="checkbox"/> Assignment                                      <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement                          <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	

<p><b>4. Application number(s) or registration number(s):</b></p> <p>A. Trademark Application No.(s) <u>See Attached Schedule</u></p>	<p>B. Trademark registration No.(s) <u>See Attached Schedule</u></p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p><b>5. Name and address of party to whom correspondence concerning document should be mailed:</b></p> <p>Name: <u>Francie R. Gorowitz</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>5670 Wilshire Boulevard</u> <u>Suite 2100</u></p> <p>City: <u>Los Angeles,</u> State: <u>Ca</u> ZIP: <u>90036</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">22</span></p> <p><b>7. Total fee (37 CFR 3.41):</b> ..... \$ <u>565.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p><b>8. Deposit account number:</b> <u>12-0415</u> <i>agj</i></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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**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.*

Henry Klein                                      *Henry Klein*                                      November 20, 1998  
Name of Person Signing                                      Signature                                      Date

Total number of pages comprising cover sheet: 3

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**SCHEDULE FOR MERGER - HUGHES AIRCRAFT COMPANY**  
**With and Into HE HOLDINGS, INC.**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>REGISTRATION NO.</b>
ECO-SNOW		1,996,938
ECOSOLVE	74/317984	
HAC32		1,901,136
HITT		1,878,278
LINK		869,653
LINK		812,505
LINK & Device		1,807,131
LIVELINK	75/02993	
MAGNAPHONE		1,734,506
MAGNASCOPE		1,456,256
MAGNASTAR		1,959,185
NTERFORT		2,127,644
OSARMS	74/611109	
PASIS		1,838,982
QUICK FOX		1,594,009
SE2		1,371,098
SENTRY	74/673291	
SOFT STED	75/303073	
SPECTER		1,815,370
START		1,901,183
STEALTHCOMM		1,793,527
TRACVIEW		1,746,941

State of Delaware  
Office of the Secretary of State

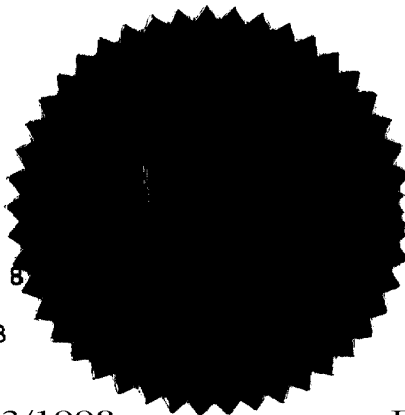
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HUGHES AIRCRAFT COMPANY", A DELAWARE CORPORATION, WITH AND INTO "HE HOLDINGS, INC." UNDER THE NAME OF "HE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1997, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 08-14-98

TRADEMARK

RECORDED: 11/23/1998

REEL: 1775 FRAME: 0693