

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM728063

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	03/25/2022
RESUBMIT DOCUMENT ID:	900685306

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Terran Orbital Corporation		03/25/2022	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Titan Merger Sub, Inc.	03/25/2022	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Terran Orbital Operating Corporation
Street Address:	6800 Broken Sound Parkway NW, Suite 200
City:	Boca Raton
State/Country:	FLORIDA
Postal Code:	33487
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	90804498	RIVERSIDE SHIPYARD
Serial Number:	90674874	TERRAN
Serial Number:	90674869	TERRAN.COM
Serial Number:	90674879	TERRAN ORBITAL
Serial Number:	88131411	TERRAN ORBITAL
Serial Number:	90674886	TERRANORBITAL.COM

CORRESPONDENCE DATA

Fax Number: 2028874288

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2028874000

Email: mbeyene@akingump.com, DC_IPDocketing@AKINGUMP.com

Correspondent Name: Mussie B Beyene

Address Line 1: 2001 K Street N.W.

TRADEMARK

Address Line 4:	Washington DC, D.C. 20006
ATTORNEY DOCKET NUMBER:	699504.0007
NAME OF SUBMITTER:	Mussie B Beyene
SIGNATURE:	/Mussie B Beyene/
DATE SIGNED:	05/16/2022
Total Attachments: 7 source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page1.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page2.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page3.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page4.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page5.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page6.tif source=Certified Certificate of Merger - Terran Orbital Operating Corporation#page7.tif	

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TITAN MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "TERRAN ORBITAL CORPORATION" UNDER THE NAME OF "TERRAN ORBITAL OPERATING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2022, AT 1:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF MARCH, A.D. 2022 AT 2 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5624697 8100M
SR# 20221166199

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203012464
Date: 03-25-22

TRADEMARK
REEL: 007712 FRAME: 0972

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:42 PM 03/25/2022
FILED 01:42 PM 03/25/2022
SR 20221165204 - File Number 5624697

CERTIFICATE OF MERGER
OF
TITAN MERGER SUB, INC.
(a Delaware corporation)

WITH AND INTO
TERRAN ORBITAL CORPORATION
(a Delaware corporation)

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the “DGCL”), Terran Orbital Corporation, a Delaware corporation (the “Corporation”), hereby certifies the following information relating to the merger of Titan Merger Sub, Inc., a Delaware corporation (“Merger Sub”), with and into the Corporation (the “Merger”):

FIRST: The name and state of incorporation of each of the constituent corporations (the “Constituent Corporations”) to the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Titan Merger Sub, Inc.	Delaware
Terran Orbital Corporation	Delaware

SECOND: The Agreement and Plan of Merger, dated as of October 28, 2021, by and among Tailwind Two Acquisition Corp., the Corporation, and Merger Sub (as amended, supplemented or otherwise modified from time to time in accordance with its terms, the “Merger Agreement”) has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Sections 251 and 228 of the DGCL.

THIRD: Upon the effectiveness of the Merger, the Corporation will continue as the corporation surviving the Merger and the name of the surviving corporation following the Merger will be Terran Orbital Operating Corporation (the “Surviving Corporation”).

FOURTH: The certificate of incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and, as so amended and restated, shall be the certificate of incorporation of the Surviving Corporation until further amended in accordance with its terms and the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of such place of business is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton FL 33487.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger shall become effective at 2:00 p.m. ET on March 25, 2022.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be duly executed by an authorized officer, this 25th day of March, 2022.

TERRAN ORBITAL CORPORATION

By: Marc Bell

Name: Marc Bell

Title: President and Chief Executive Officer

Exhibit A

Restated Certificate of Incorporation

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TERRAN ORBITAL OPERATING CORPORATION**

ARTICLE ONE

The name of the corporation is Terran Orbital Operating Corporation (hereinafter called the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the state of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares, all of which shall be shares of Common Stock, with a par value of \$0.0001 per share.

ARTICLE FIVE

The directors shall have the power to adopt, amend or repeal Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE SIX

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE SEVEN

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE SEVEN shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

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