

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Integrated Measurement Systems, Inc.		10/31/2002	CORPORATION: OREGON

RECEIVING PARTY DATA	
Name:	Credence Systems Corporation
Street Address:	215 Fourier Avenue
City:	Fremont
State/Country:	CALIFORNIA
Postal Code:	94539
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2098621	IMS

CORRESPONDENCE DATA

Fax Number: (503)226-0079
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 503-226-1191
 Email: nvs@aterwynne.com
 Correspondent Name: Natella V. Svistunova
 Address Line 1: 222 SW Columbia
 Address Line 2: Suite 1800
 Address Line 4: Portland, OREGON 97201

ATTORNEY DOCKET NUMBER:	50303-0004-0007
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NAME OF SUBMITTER:	Cheryl Landis
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Total Attachments: 8
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Delaware

PAGE 1

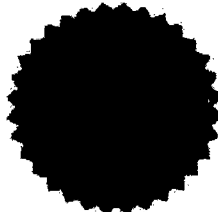
The First State

I, HARRIET SMITH WINDSOR, 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:

"INTEGRATED MEASUREMENT SYSTEMS, INC.", A OREGON CORPORATION,

WITH AND INTO "CREDECE SYSTEMS CORPORATION" UNDER THE NAME OF "CREDECE SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2346389 8100M

AUTHENTICATION: 2066166

020672430

DATE: 10-31-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/31/2002
D20672430 - 2346389

**CERTIFICATE OF OWNERSHIP AND MERGER
of
INTEGRATED MEASUREMENT SYSTEMS, INC.
(an Oregon corporation)
INTO
CREDENCE SYSTEMS CORPORATION
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. Integrated Measurement Systems, Inc. ("IMS") is a corporation organized under the laws of the State of Oregon, the laws which permit a merger of a domestic corporation with and into a foreign corporation.
2. Credence Systems Corporation, a Delaware corporation ("Credence"), as the owner of 100% of the issued and outstanding shares of capital stock of IMS, hereby merges IMS into itself and assumes all of its liabilities and obligations.
3. The following is a copy of the resolutions adopted on October 17, 2002, by the Board of Directors of Credence to merge IMS into Credence:

**MERGER WITH INTEGRATED MEASUREMENT SYSTEMS, INC.,
AN OREGON CORPORATION**

RESOLVED, that the Board has determined it to be in the best interests of the Corporation and its stockholders to effect a merger (the "IMS Merger") of Integrated Measurement Systems, Inc. an Oregon corporation of which the Corporation owns all of the issued and outstanding capital stock ("IMS"), with and into the Corporation pursuant to the terms and provisions of the (1) Certificate of Ownership Merging Integrated Measurement Systems, Inc. into Credence Systems Corporation (the "IMS Delaware Certificate") substantially in the form attached hereto as Exhibit A pursuant to the provisions of the Delaware General Corporation Law ("DGCL"), and (2) Plan of Merger of Integrated Measurement Systems, Inc. (the "Oregon Plan") substantially in the form attached hereto as Exhibit B pursuant to the provisions of the Oregon Business Corporation Act ("OBCA");

RESOLVED FURTHER, that the form, terms and provisions of the IMS Delaware Certificate and the Oregon Plan, in substantially the forms attached hereto as Exhibit A and Exhibit B, respectively, be and they hereby are, adopted, and approved, with such changes as the officer executing the IMS Delaware Certificate and the Oregon Plan may determine to be appropriate or advisable, such determination to be conclusively evidenced by the execution thereof;

RESOLVED FURTHER, that IMS shall be the disappearing corporation upon the effective date of the merger (which shall be October 31, 2002) (the "Effective Time") pursuant to the provisions of the OBCA, and the

ALL INFORMATION CONTAINED

CSO

NO. 988 2

RECEIVED OCT 31 2002

TRADEMARK

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Corporation shall continue in existence as the surviving corporation pursuant to the provisions of the DGCL;

RESOLVED FURTHER, that at the Effective Time, the issued and outstanding shares of capital stock of DMS shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered thereon, inasmuch as the Corporation is the owner of all issued and outstanding shares of capital stock of DMS, but each said share which is issued and outstanding as of the Effective Time shall be surrendered and extinguished;

RESOLVED FURTHER, that at the Effective Time, the Corporation shall assume and be liable for all liabilities and obligations of DMS; and

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, including, without limitation, the DMS Delaware Certificate and the Oregon Plan, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the DMS Merger.

ASSUMPTION OF TAX LIABILITIES OF DMS

RESOLVED, that the Corporation, at the Effective Time, shall assume all the federal, state and local tax liabilities of DMS, and the officers of the Corporation do, and each of them hereby is, authorized and directed to make, execute, deliver, file and/or record any and all documents with the various federal, state and local tax authorities as may be necessary to assume such tax liabilities.

4. The effective date of the merger of DMS into Crodence shall be October 31, 2002.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger of Integrated Measurement Systems, Inc. into Credence Systems Corporation has been executed by the parent corporation as of the 21 day of October, 2002.

CREDENCE SYSTEMS CORPORATION

By: *Graham J. Siddall*
Graham J. Siddall, Chief Executive Officer

By: *John DeWitt*
John DeWitt, Chief Financial Officer and Secretary

(SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER)

FALCONER/ISSUE

CSC



Secretary of State
Corporation Division
255 Capital Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)978-4381
www.sos.state.or.us/corporation/corphp.htm

CRENDENCE SYSTEMS CORPORATION
215 FOURIER AVE
FREMONT CA 94539

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document
ARTICLES OF MERGER

Filed On
10/31/2002

Name of Survivor
CRENDENCE SYSTEMS CORPORATION

Reg. No.
369582-88

Type
FGN BUS CORP

Juris
DE

Name(s) of Non Survivor(s)
INTEGRATED MEASUREMENT SYSTEMS, INC.

Reg. No.
170786-19

Type
DOM BUS CORP

Juris
OR

SALPOO

ACK M-S

10/31/02

NO.890

BP&H PA 550 381 8116

NOV. 4. 2002 10:13AM

TRADEMARK

REEL - 002718 FRAME - 0463

OCT 30 '02 11:25 AM:21 20. 09/01 JULI 01 0 623 2522 TO 916 916 331 050:NON(1000)



Phone: (503) 586-2250
Fax: (503) 586-1800
Secretary of State
Department of State
250 Capitol St. NE, Room 101
Salem, OR 97333-1227

Check the appropriate box below:

- MULTI ENTITY MERGER
(Parties only 1, 2, 3, & 10, 11)
- FOR PARENT AND SPS OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Parties only 1, 2, 3, & 10, 11)

Article of Merger
For office use only

FILED

OCT 31 2002

OREGON
SECRETARY OF STATE

Surplus Registry Number: 349522-95

Attach Additional Sheet if Necessary
Provide Type of Print Length in Block 14: 9/22/02/02

1) Name and Type of the Entities Participating to Merge

Name	Type	Registry Number

2) Name and Type of the Surviving Entity

- Check here if there is a name change in this plan of merger.
- 3) A COPY OF THE MERGER PLAN IS ATTACHED.
- 4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.
 A copy of the vote required by each entity is attached.

FOR PARENT AND SPS OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Credence Systems Corporation
Oregon Registry Number 349522-95

6) NAME OF SUBSIDIARY CORPORATION Integrated Management Systems, Inc.
Oregon Registry Number 179785-19

7) NAME OF SURVIVING CORPORATION Credence Systems Corporation

- 8) COPY OF PLAN
- A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or in its cash or other property is attached.
- 9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____

The mailing of a copy of the plan or summary was waived by all outstanding shares. Date _____

10) SIGNATURE
Printed Name: John Deardorff
Signature: [Handwritten Signature]
Title: CFO and Secretary

11) CONTACT NAME
Robbitt Rogals
DAYTIME PHONE NUMBER - (including AREA CODE)
(503) 322-4209

FREE

copy of plan of merger

RETURN TO THE SECRETARY OF STATE
250 CAPITOL ST. NE, ROOM 101
SALEM, OR 97333-1227

CR157 (REV. 08/01)

NO. 990841 P. 2

NOV. 4. 2002 10:13 AM PST PM BPPH PA 650 331 8116116

77:21 20, 02/01 3111 X2

LOCATION:650 331 8116

PLAN OF MERGER
of
INTEGRATED MEASUREMENT SYSTEMS, INC.
(an Oregon corporation)
INTO
CREDENCE SYSTEMS CORPORATION
(a Delaware corporation)

PLAN OF MERGER adopted by Integrated Measurement Systems, Inc., a business corporation organized under the laws of the State of Oregon, by resolution of its Board of Directors on October 28, 2002 and by Credence Systems Corporation, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on October 17, 2002. The names of the corporations planning to merge are Integrated Measurement Systems, Inc., a business corporation organized under the laws of the State of Oregon, and Credence Systems Corporation, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Integrated Measurement Systems, Inc. plans to merge is Credence Systems Corporation.

1. Credence Systems Corporation, which is a business corporation of the State of Delaware and is the owner of not less than 90% of the outstanding shares of Integrated Measurement Systems, Inc., which is a business corporation of the State of Oregon, hereby merges Integrated Measurement Systems, Inc. into Credence Systems Corporation pursuant to the provisions of the Oregon Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law.

2. The separate existence of Integrated Measurement Systems, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act and Credence Systems Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Integrated Measurement Systems, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Integrated Measurement Systems, Inc. and of Credence Systems Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Delaware

PAGE 1

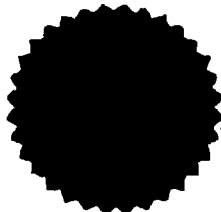
The First State

I, HARRIET SMITH WINDSOR, 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:

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WITH AND INTO "CREDENCE SYSTEMS CORPORATION" UNDER THE NAME OF "CREDENCE SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2346389 8100M

AUTHENTICATION: 2066166

020672430

DATE: 10-31-02

P.2 NO.890

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