

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flex Products, Inc.		12/20/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Optical Coating Laboratory, Inc.
Street Address:	2789 Northpoint Parkway
City:	Santa Rosa
State/Country:	CALIFORNIA
Postal Code:	95407
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1863426	F FLEX PRODUCTS INC.
Registration Number:	2680014	SPECTRAFLAIR
Registration Number:	1873060	CHROMAFLAIR
Registration Number:	2103097	COLOR-BY-PHYSICS
Registration Number:	2426005	OVP
Registration Number:	2762508	SECURESHIFT
Registration Number:	2615147	MVP SERIES
Serial Number:	78283804	CHROMAGRAM

CORRESPONDENCE DATA

Fax Number: (415)591-1400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4155911000
 Email: jnishi@winston.com

CH \$215.00 1863426

Correspondent Name: John C. Nishi
Address Line 1: 101 California Street, Suite 3900
Address Line 2: WINSTON & STRAWN LLP
Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Eva Franko
Signature:	/Eva Franko/
Date:	02/23/2005

Total Attachments: 11

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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:

"FLEX PRODUCTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OPTICAL COATING LABORATORY, INC." UNDER THE NAME OF "OPTICAL COATING LABORATORY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 4:37 O'CLOCK P.M.

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

2116933 8100M

040955032



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3598514

DATE: 12-30-04

TRADEMARK

REEL: 003034 FRAME: 0088

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:43 PM 12/30/2004
FILED 04:37 PM 12/30/2004
SRV 040955032 - 2116933 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FLEX PRODUCTS, INC.

INTO

OPTICAL COATING LABORATORY, INC.

Optical Coating Laboratory, Inc., a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 6th day of February, 1987, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of the same state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Flex Products, Inc., a corporation incorporated on the 28th day of October, 1988, pursuant to the Law of the State of Delaware

THRID: That this corporation, by the following resolutions of its Board of Directors, duly adopted, in accordance with the laws of the State of Delaware, by the unanimous written consent of its members, filed with the minutes of the Board on the 20th day of December, 2004, determined to merge into itself said Flex Products, Inc.

FOURTH: True and correct copies of the resolutions effecting and approving the merger ("Merger Resolutions") are attached hereto as Exhibit A.

FIFTH: All of the outstanding shares (of each class) of the stock of Flex Products, Inc. were owned by this corporation at the time the Merger Resolutions were adopted.

RESOLVED, that Optical Coating Laboratory, Inc. merge, and it hereby docs merge into itself Flex Products, Inc. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Flex Products, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

IN WITNESS WHEREOF, said Optical Coating Laboratory, Inc. has caused this Certificate to be signed by Joseph C. Zils, its President and Chairman of the Board, this 29th day of December, 2004.

OPTICAL COATING LABORATORY, INC.

By 
Joseph C. Zils
President and Chairman of the Board

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
OPTICAL COATING LABORATORY, INC.**

The undersigned, constituting all the members of the Board of Directors of Optical Coating Laboratory, Inc., a Delaware corporation (the "Corporation"), in accordance with provisions of the laws of the State of Delaware hereby authorize the taking of the following actions and adoption of the following resolutions, without the formality of convening a meeting of the Board of Directors:

MERGER OF SUBSIDIARY

WHEREAS, the Corporation is the legal and beneficial owner of all the outstanding shares of Common Stock, \$0.01 par value per share ("Capital Stock"), of Flex Products, Inc., a Delaware corporation;

WHEREAS, said Capital Stock is the only issued and outstanding class of stock of Flex Products, Inc.;

WHEREAS, on December 30, 2004, all of Flex Products, Inc.'s assets will be distributed to the Corporation in accordance with a plan of complete liquidation of Flex Products, Inc. in a distribution intended to qualify as a tax-free subsidiary liquidation under Section 332 of the Internal Revenue Code of 1986, as amended;

WHEREAS, as of such date Flex Products, Inc. will cease all corporate activities and there is and has been no intention on the part of the Corporation to reactivate Flex Products, Inc., and Flex Products, Inc.'s activities, if any, since such date will be merely for the purposes of winding up its affairs;

WHEREAS, it is now deemed advisable and to be in the best interests of the Corporation that the winding up of Flex Products, Inc. be completed and the Corporation merge Flex Products, Inc. into itself and assume all of its liabilities and obligations; and

WHEREAS, the Corporation desires to merger Flex Products, Inc. into itself pursuant to the provisions of the laws of the State of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of the appropriate documentation embodying these resolutions with the Secretary of State of the State of Delaware, the Corporation merges and it hereby does merge Flex Products, Inc. into itself and will assume all liabilities and obligations of Flex Products, Inc.; and

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of Capital Stock shall cease to be outstanding, without any payment being made in respect thereof; and

FURTHER RESOLVED, that any officer of the Corporation be, and each hereby is, authorized, empowered, and directed to execute, acknowledge, and cause to be filed with the office of the Secretary of State of the State of Delaware, the appropriate documentation with respect to the merger authorized by the foregoing resolutions and setting forth such information as may be required by provisions of the laws of the State of Delaware for the consummation of such merger, and assumption of liabilities and obligations; and


GENERAL AUTHORITY


RESOLVED, that any officer of the Corporation, acting individually, be, and each hereby is, authorized, empowered and directed to execute and deliver such documentation, instruments, certifications and verifications, and to do and perform such other acts and deeds, as any such officer shall deem to be necessary or convenient in order to carry out the purpose of the foregoing resolutions without any further action of the Board of Directors of the Corporation; and


FURTHER RESOLVED, that any actions heretofore or hereafter taken by the officers of the Corporation within the terms of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation.

This written consent of the Board of Directors may be executed in counterparts, each of which shall be deemed an original, but all of which taken together constitute one and the same instrument.

Dated as of Dec. 20, 2004.



Joseph Zils


Steven R. Fife


Ron Foster

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
FLEX PRODUCTS, INC.**

The undersigned, constituting the entire Board of Directors of Flex Products, Inc., a Delaware corporation (the "Corporation"), in accordance with the laws of the State of Delaware, without the formality of convening a meeting, do hereby consent to and adopt the following resolutions:

APPROVAL OF MERGER

WHEREAS, the Corporation is a wholly-owned subsidiary of Optical Coating Laboratory, Inc. (the "Parent Company"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, the Parent Corporation would like to merge the Corporation with and into itself and be possessed of all the estate, property, rights, privileges, and franchises of the Corporation;

RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of the Corporation into the Parent Company.

RESOLVED FURTHER, that the officers of the Corporation are authorized to enter into, execute and file any and all documents and/or agreements which may be required in order to effectuate the merger of the Corporation into Parent.

OMNIBUS RESOLUTIONS

RESOLVED FURTHER, that any actions heretofore taken by the officers or directors of the Corporation within the terms of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation.

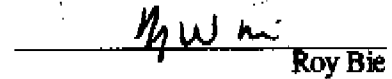
RESOLVED FURTHER, that each of the officers and directors of the Corporation is hereby authorized and directed to take such further action as each may deem necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

Executed effective this 20 day of December 2004.



Joseph Zils



Roy Bie

**ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDER OF
FLEX PRODUCTS, INC.**

The undersigned, constituting all of the stockholders of Flex Products, Inc., a Delaware corporation ("The Company"), acting in accordance with the provisions of the laws of the State of Delaware, hereby approves the following resolutions and consents to their adoption.

APPROVAL OF MERGER

WHEREAS, the Board of Directors of this Company has approved a merger of the Company's parent corporation, Optical Coating Laboratory, Inc., a Delaware corporation ("Parent") with and into the Company, with the Parent as the surviving corporation (the "Merger"); and

WHEREAS, the undersigned stockholder deems it advisable for the Company to merge into its Parent;

BE IT THEREFORE, RESOLVED, that the undersigned stockholder hereby approves the merger of the Company into Parent;

RESOLVED FURTHER, that the undersigned stockholder hereby authorizes the Company to merge with Parent on substantially the same terms and conditions as approved by the Board of Directors of the Company;

RESOLVED FURTHER, that the stockholder hereby expressly waives any written notice to which it may be entitled as a result of the Merger; and

RESOLVED, FURTHER, that the any and all actions heretofore taken by the officers and directors of the Company with respect to the Merger are hereby ratified.

approved and confirmed as the act and deed of the Company.

Executed as of this 3rd day of December, 2004.

OPTICAL COATING LABORATORY, INC.

By:


Joseph Zils

President and Chairman of the Board