

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ENI Technology, Inc.		12/13/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MKS Instruments, Inc.
Street Address:	90 INDUSTRIAL WAY
City:	WILMINGTON
State/Country:	MASSACHUSETTS
Postal Code:	01887
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2610410	SPECTRUM
Registration Number:	2562383	OPTIMA
Registration Number:	2477990	NOVA
Registration Number:	2558192	POLARA
Registration Number:	2472686	VI PROBE
Registration Number:	2403628	ONEBOX
Registration Number:	1531723	MATCHWORK
Registration Number:	1686134	ENI
Registration Number:	1686133	ENI

CORRESPONDENCE DATA

Fax Number: (202)756-8087

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$240.00 2610410

Phone: 202.756.8000
Email: rkim@mwe.com
Correspondent Name: Richard Y. Kim
Address Line 1: 600 13th Street, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-3096

ATTORNEY DOCKET NUMBER:	56231-010
NAME OF SUBMITTER:	Richard Y. Kim
Signature:	/Richard Y. Kim/
Date:	01/24/2006

Total Attachments: 4

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Delaware

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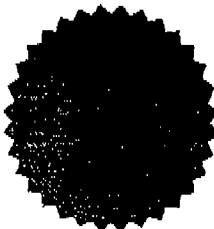
The First State

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:

"ENI TECHNOLOGY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MKS INSTRUMENTS, INC." UNDER THE NAME OF "MKS INSTRUMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 2005, AT 3:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK P.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

AUTHENTICATION: 4371197

DATE: 12-14-05

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051014807

TRADEMARK
REEL: 003232 FRAME: 0607

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:11 PM 12/13/2005
FILED 03:11 PM 12/13/2005
SRV 051014807 - 2671100 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ENI Technology, Inc.
(a Delaware corporation)

INTO

MKS Instruments, Inc.
(a Massachusetts corporation)

MKS Instruments, Inc., a Massachusetts corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns at least 90% of the outstanding shares of each class of the stock of ENI Technology, Inc., a corporation incorporated on the 10th day of October, 1996 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the merger is to become effective at fifty nine minutes after eleven on December 31, 2005.

THIRD: That on October 24, 2005, the Board of Directors of the Corporation, duly adopted the following votes:

VOTED: That, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that:

(1) Applied Science and Technology, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("ASTeX"), merge with and into the Corporation, whereby (i) the separate existence of ASTeX shall cease and the Corporation shall continue as the surviving entity in the merger (the "ASTeX Merger"), and (ii) all outstanding shares of capital stock of ASTeX shall be canceled without consideration; and

(2) ENI Technology, Inc., a Delaware corporation of which at least 90% of the outstanding shares of each class of the stock is owned by the Corporation ("ENI"), merge with and into the Corporation, whereby (i) the separate existence of ENI shall cease and the Corporation shall continue as the surviving entity in the merger (collectively with the ASTeX Merger, the "Mergers"), and (ii) all outstanding shares of capital stock of ENI shall be canceled without consideration.

**FURTHER
VOTED:**

That the Agreement and Plan of Merger with ASTeX, in the form attached hereto as Exhibit A, and the Agreement and Plan of Merger with ENI, in the

form attached hereto as Exhibit B (collectively, the Merger Agreements"), he, and they hereby are, authorized and approved in all respects, and that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreements on behalf of and in the name of the Corporation, with such changes as such proper officers shall deem necessary or advisable (such determination to be conclusively evidenced by their execution and delivery thereof), and to perform the Merger Agreements in accordance with their respective terms.

FURTHER
VOTED:

That the proper officers of the Corporation be and are, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, Articles of Merger of Parent and Subsidiary Corporation (the "Massachusetts Articles of Merger"), pursuant to which each of ASTeX and ENI will merge with and into the Corporation pursuant to Section 11.05(a) of Chapter 156D of the Massachusetts General Laws, and any and all additional documents or instruments necessary to effect the Mergers with the Secretary of the Commonwealth of the Commonwealth of Massachusetts, each of which Massachusetts Articles of Merger shall become effective at such time and on such date as may be designated by the officer or officers executing the same; and that such officers be and are, and each of them acting singly hereby is, further authorized, empowered and directed to take any and all additional actions necessary to implement the Massachusetts Articles of Merger, the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

FURTHER
VOTED:

That the proper officers of the Corporation be and are, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, Certificates of Ownership and Merger Pursuant to Section 103 and 253 of the Delaware General Corporation Law (the "Delaware Certificate of Merger"), pursuant to which each of ASTeX and ENI shall merge with and into the Corporation, and any and all additional documents or instruments necessary to effect the Mergers with the Secretary of State of the State of Delaware, which Delaware Certificates of Merger shall become effective at such time and on such date as may be designated by the officer or officers executing the same; and that such officers be and are, and each of them acting singly hereby is, further authorized, empowered and directed to take any and all additional actions necessary to implement such Certificates of Merger, the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

**FURTHER
VOTED:**

That the appropriate officers of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver any and all agreements, instruments, documents and certificates, and to take any and all actions, which they or any of them may deem necessary or appropriate in connection with the Merger and the other actions contemplated by the foregoing votes, the execution and delivery of such agreements, instruments, documents and certificates and the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

FOURTH: That the surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 90 Industrial Way, Wilmington, MA 01887.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 13th day of December, 2005.

MKS Instruments, Inc.

By: /s/ Leo Berlinghieri
Title: President