

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger/Name Change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Accent Optical Technologies Nanometrics, Inc.; Aoti Operating Company, Inc.		07/09/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Nanometrics Incorporated		
Street Address:	1550 Buckeye Drive		
City:	Milpitas		
State/Country:	CALIFORNIA		
Postal Code:	95035		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2384411	IVS	
CORRESPONDENCE DATA			
Fax Number:	(212)972-5487		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-687-2770		
Email:	docket@cplplaw.com		
Correspondent Name:	Cohen Pontani Lieberman & Pavane LLP		
Address Line 1:	551 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10179		
ATTORNEY DOCKET NUMBER:	5300-34		
NAME OF SUBMITTER:	Edward M. Weisz		
Signature:	/edward m. weisz/		

CH \$40.00 2384411

Date:

11/26/2008

Total Attachments: 3

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Delaware

PAGE 1

The First State

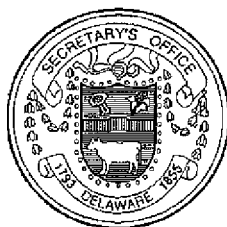
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.", A DELAWARE CORPORATION,

"AOTI OPERATING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NANOMETRICS INCORPORATED" UNDER THE NAME OF "NANOMETRICS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 2008, AT 1:54 O'CLOCK P.M.

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



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6725104

DATE: 07-14-08

TRADEMARK
REEL: 003894 FRAME: 0724

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**AOTI OPERATING COMPANY, INC.,
a Delaware corporation**

and

**ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.,
a Delaware corporation,**

with and into

**NANOMETRICS INCORPORATED,
a Delaware corporation**

(Pursuant to Section 253 of the Delaware General Corporation Law)

Nanometrics Incorporated (the "**Corporation**"), a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That the Corporation is organized and existing under the General Corporation Law of the State of Delaware.

2. That the Corporation owns 100% of the capital stock of AOTI Operating Company, Inc., a Delaware corporation ("**Sub1**").

3. That the Corporation owns 100% of the capital stock of Accent Optical Technologies Nanometrics, Inc., a Delaware corporation ("**Sub2**") and, together with Sub1, the "**Subsidiaries**").

4. That the Corporation determined to merge the Subsidiaries into itself (the "**Merger**") by the resolutions of its board of directors duly adopted on February 26, 2008.

5. Pursuant to Section 253(b) of the General Corporation Law of the State of Delaware the name of the corporation surviving the merger shall be "**Nanometrics Incorporated.**"

6. That this Certificate of Merger shall be effective upon filing.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer on this 9th day of July 2008.

NANOMETRICS INCORPORATED

By: /s/ Quentin B. Wright

Name: Quentin B. Wright

Title: Secretary