

Form PTO-1595  
January 13, 2009

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

Attorney Docket No.: **5300-34**

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:  
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Accent Optical Technologies  
 Aoti Operating Company, Inc.**

Individuals(s)       Association  
 General Partnership     Limited Partnership  
 Corporation  
 Other

2. Name and address of receiving party(ies):  
 Name: **Nanometrics Incorporated**  
 Internal Address:  
 Street Address: **1550 Buckeye Drive**  
 City: **Milpitas**  
 Country/State/Zip: **CA 95035**

Individual Citizenship \_\_  
 Association \_\_  
 General Partnership \_\_  
 Limited Partnership \_\_  
 Corporation  
 Other \_\_

Additional names and addresses attached?  yes  no

3. Nature of Conveyance  
 Assignment                       Merger  
 Security Agreement             Change of Name  
 Other Corrective Assignment Cover Sheet to correct  
 execution date Reel/Frame 3894/0722  
 Execution Date: July 14, 2008

4. Application number(s) or Trademark number(s):

A. Trademark Application No.(s)  
**74/731,161**

B. Trademark Registration No.(s):  
**N/A**

Additional numbers attached?  Yes  No

6. Total number of applications and trademarks involved:

7. Total fee (37 C.F.R. 3.41).....\$ **0.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: **03-2412**  
 (Attach duplicate copy of this page if paying by  
 deposit account)

5. Name and address of party to whom correspondence  
 concerning document should be mailed:

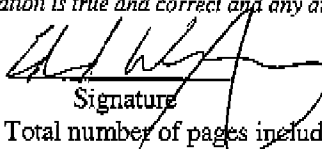
Name: Edward M. Weisz, Esq.

Internal Address: COHEN PONTANI LIEBERMAN & PAVANE LLP  
 Street Address: 551 Fifth Avenue, Suite 1210  
 City: New York                      State: NY                      ZIP: 10176

**DO NOT USE THIS SPACE**

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Edward M. Weisz, Esq.  
 Name of Person Signing  
 Reg. No. 37,257

  
 Signature

January 13, 2009  
 Date

Total number of pages including cover sheet, attachments and document **[4]**

OMB No. 0631-0011 (exp. 4/84)

**do not detach this portion**  
 Mail documents to be recorded with required cover sheet information to:  
 Mail Stop Assignment Recordation  
 Director of the US Patent and Trademark Office  
 PO Box 1451  
 Alexandria, VA 22313-1451

D:COHEN PONTANI LIEBERMAN & PAVANE LLP COMPANY:551 FIFTH AVENUE

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

11/26/2008  
900121547

SUBMISSION TYPE:	NEW ASSIGNMENT								
NATURE OF CONVEYANCE:	Merger/Name Change								
CONVEYING PARTY DATA									
<table border="1"><thead><tr><th>Name</th><th>Formerly</th><th>Execution Date</th><th>Entity Type</th></tr></thead><tbody><tr><td>Accent Optical Technologies Nanometrics, Inc.; Aol Operating Company, Inc.</td><td></td><td>07/09/2008</td><td>CORPORATION: DELAWARE</td></tr></tbody></table>	Name	Formerly	Execution Date	Entity Type	Accent Optical Technologies Nanometrics, Inc.; Aol Operating Company, Inc.		07/09/2008	CORPORATION: DELAWARE	
Name	Formerly	Execution Date	Entity Type						
Accent Optical Technologies Nanometrics, Inc.; Aol 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									
<table border="1"><thead><tr><th>Property Type</th><th>Number</th><th>Word Mark</th></tr></thead><tbody><tr><td>Registration Number:</td><td>2384411</td><td>IVS</td></tr></tbody></table>	Property Type	Number	Word Mark	Registration Number:	2384411	IVS			
Property Type	Number	Word Mark							
Registration Number:	2384411	IVS							
CORRESPONDENCE DATA									
Fax Number:	(212)972-5487								
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ATTORNEY DOCKET NUMBER:	5300-34								
NAME OF SUBMITTER:	Edward M. Walsz								
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12/09/2008 11:43 FAX 212 972 5487  
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12/1/2008 10:56:06 AM PAGE 5/005 Fax Server

D:COHEN PONTANI LIEBERMAN & PAVANE LLP COMPANY:561 FIFTH AVENUE

Date:

11/26/2008

Total Attachments: 3

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REEL: 003918 FRAME: 0066

# 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.

3913131 9100M

080781571

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6725104

DATE: 07-14-08

TRADEMARK  
REEL: 003918 FRAME: 0067

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:54 PM 07/14/2008  
FILED 01:54 PM 07/14/2008  
SRV 080781571 - 3913131 FILE

**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

NANOmetrix.DOC