

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger/Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nanometrics Incorporated		09/29/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Nanometrics Incorporated		
Street Address:	1550 Buckeye Drive		
City:	Miliptas		
State/Country:	CALIFORNIA		
Postal Code:	95035		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2909975	ATLAS	
Registration Number:	1959370	NANOSTANDARD	
Registration Number:	1678055	METRA	
Registration Number:	1217377	NANOSPEC	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton of Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	68873-4000		
NAME OF SUBMITTER:	Sarah J. Taylor		

CH \$115.00 2909975

900178702

TRADEMARK
 REEL: 004433 FRAME: 0307

Signature:	/Sarah J. Taylor/
Date:	12/14/2010
Total Attachments: 6 source=Nanometrics_Merger#page1.tif source=Nanometrics_Merger#page2.tif source=Nanometrics_Merger#page3.tif source=Nanometrics_Merger#page4.tif source=Nanometrics_Merger#page5.tif source=Nanometrics_Merger#page6.tif	

CERTIFICATE OF MERGER

MERGING

NANOMETRICS INCORPORATED

WITH AND INTO

BIG LEAGUE MERGER CORPORATION

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

Nanometrics Incorporated, a California corporation, and Big League Merger Corporation, a Delaware corporation, do hereby certify as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Nanometrics Incorporated	California
Big League Merger Corporation	Delaware

SECOND: That an Agreement and Plan of Merger and Reorganization, dated September 29, 2006 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: That the surviving corporation (the "Surviving Corporation") shall be Big League Merger Corporation, which is changing its name to Nanometrics Incorporated in the attached Certificate of Incorporation.

FOURTH: That pursuant to the Merger Agreement, upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware, the certificate of incorporation of Big League Merger Corporation shall be amended to read in its entirety as set forth on Exhibit A attached hereto, until thereafter amended in accordance with Delaware Law and such Certificate of Incorporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

1550 Buckeye Drive, Milpitas, CA 95035

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The authorized capital stock of Nanometrics Incorporated immediately prior to the time this Certificate of Merger is duly filed with the Secretary of State of the State of Delaware is fifty million (50,000,000) shares of Common Stock, no par value per share.

EIGHTH: That this Certificate of Merger shall be effective upon filing.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Nanometrics Incorporated and Big League Merger Corporation have caused this Certificate of Merger to be executed in their respective corporate names as of September 29, 2006.

NANOMETRICS INCORPORATED

By: /s/ Douglas J. McCutcheon
Douglas J. McCutcheon
Executive Vice President and Chief
Financial Officer

BIG LEAGUE MERGER CORPORATION

By: /s/ Douglas J. McCutcheon
Douglas J. McCutcheon
Chief Financial Officer

EXHIBIT A

CERTIFICATE OF INCORPORATION

NANOMETRICS INCORPORATED

ARTICLE I

The name of the corporation is Nanometrics Incorporated.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

The corporation shall have authority to issue shares as follows:

47,000,000 shares of Common Stock, par value \$0.001 per share. Each share of Common Stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of stockholders.

3,000,000 shares of Preferred Stock, par value \$0.001 per share, which may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors of the corporation (authority to do so being hereby expressly vested in the Board of Directors of the corporation). The Board of Directors of the corporation is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors of the corporation is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed

by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in this Certificate of Incorporation or the resolution of the Board of Directors of the corporation originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The number of directors that constitutes the entire Board of Directors of the corporation shall be determined in the manner set forth in the Bylaws of the corporation. At each annual meeting of stockholders, each director of the corporation shall be elected to hold office, and shall serve, until the expiration of the term for which he or she is elected and until his or her successor is duly elected and qualified or until his or her death, resignation, or removal; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the DGCL.

Any director may be removed from office by the stockholders of the corporation. Vacancies occurring on the Board of Directors of the corporation for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors of the corporation, although less than a quorum, at any meeting of the Board of Directors of the corporation. A person so elected by the Board of Directors of the corporation to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE VII

The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VIII

Special meetings of the stockholders of the corporation for any purpose or purposes may be called at any time by the chairperson of the Board of Directors of the corporation or a majority of the authorized number of directors, but such special meetings may not be called by any other person or persons. No action shall be taken by the stockholders of the corporation except at an annual or special meeting of the stockholders called in accordance with this Certificate of Incorporation or the Bylaws of the corporation, and no action shall be taken by the stockholders by written consent.

ARTICLE IX

The corporation shall indemnify and hold harmless, to the fullest extent permitted by the DGCL as it presently exists or may hereafter be amended, any director or officer of the corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors of the corporation.

The corporation shall have the power to indemnify and hold harmless, to the extent permitted by applicable law as it presently exists or may hereafter be amended, any employee or agent of the corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

Except as provided in Article IX above, the corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.