

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Teledyne Benthos, Inc.	FORMERLY Benthos, Inc.	12/21/2011	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Teledyne Instruments, Inc.		
Doing Business As:	DBA Teledyne Webb Research		
Street Address:	82 Technology Park Drive		
City:	East Falmouth		
State/Country:	MASSACHUSETTS		
Postal Code:	02536-4441		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85021184	APEX	
CORRESPONDENCE DATA			
Fax Number:	(805)373-4450		
Phone:	805-373-4885		
Email:	wbillingsley@teledyne.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Wendy K. Billingsley		
Address Line 1:	1049 Camino Dos Rios		
Address Line 4:	Thousand Oaks, CALIFORNIA 91360		
ATTORNEY DOCKET NUMBER:	420T-2010-003US		
NAME OF SUBMITTER:	Wendy K. Billingsley		

CH \$40.00 85021184

Signature:	/Wendy K. Billingsley/
Date:	01/04/2012
Total Attachments: 2 source=2012-01-01 Merger Certificate - Benthos#page1.tif source=2012-01-01 Merger Certificate - Benthos#page2.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TELEDYNE BENTHOS, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "TELEDYNE INSTRUMENTS, INC." UNDER THE NAME OF "TELEDYNE INSTRUMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 4:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

3458201 8100M

111323324



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9250927

DATE: 12-22-11

TRADEMARK
REEL: 004691 FRAME: 0658

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:18 PM 12/21/2011
FILED 04:19 PM 12/21/2011
SRV 111323324 - 3458201 FILE

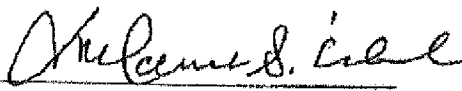
STATE OF DELAWARE
CERTIFICATE OF MERGER

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Teledyne Instruments, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Teledyne Benthos, Inc., a Massachusetts corporation.
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.
- THIRD:** The name of the surviving corporation is Teledyne Instruments, Inc.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 common shares at \$.06 2/3 per share.
- SIXTH:** The merger is to become effective on January 1, 2012 at 11:59 p.m. (EST).
- SEVENTH:** The Agreement and Plan of Merger is on file at 1049 Camino Dos Rios, Thousand Oaks, California 91360, the place of business of the surviving corporation's parent corporation.
- EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer this 21st day of December, 2011.

Teledyne Instruments, Inc.

By: 
Melanie S. Cibik, Vice President and
Assistant Secretary

TRADEMARK