

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/14/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Waters Investments Limited		11/14/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Waters Technologies Corporation		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3083837	THE SENSIBLE ANSWER TO WORLDWIDE REGULATIONS	
Registration Number:	3080051	VICAM	
CORRESPONDENCE DATA			
Fax Number:	(617)395-7070		
Phone:	617-395-7000		
Email:	jlwtrademarks@lalaw.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:	John L. Welch		
Address Line 1:	One Main Street, Eleventh Floor		
Address Line 2:	Lando & Anastasi, LLP		
Address Line 4:	Cambridge, MASSACHUSETTS 02142		
ATTORNEY DOCKET NUMBER:	W2016/4000		
NAME OF SUBMITTER:	John L. Welch		

CH \$65.00 3083837

Signature:	/johnlwech/
Date:	03/14/2012
Total Attachments: 3 source=WIL_to_WTC_merger_Nov_17_08#page1.tif source=WIL_to_WTC_merger_Nov_17_08#page2.tif source=WIL_to_WTC_merger_Nov_17_08#page3.tif	

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:

"WATERS INVESTMENTS LIMITED", A DELAWARE CORPORATION, WITH AND INTO "WATERS TECHNOLOGIES CORPORATION" UNDER THE NAME OF "WATERS TECHNOLOGIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2008, AT 2:38 O'CLOCK P.M.

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

2399899 8100M

081121626

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6970452

DATE: 11-17-08

TRADEMARK
REEL: 004736 FRAME: 0183

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING
WATERS INVESTMENTS LIMITED
WITH AND INTO
WATERS TECHNOLOGIES CORPORATION
(Pursuant to Section 253 of the Delaware General Corporation Law)

The undersigned, Douglas A. Berthiaume, Chairman of the Board, Chief Executive Officer and President of Waters Technologies Corporation, a Delaware corporation (the "*Corporation*"), hereby certifies:

1. That the Corporation was incorporated on May 24, 1994 pursuant to the provisions of the Delaware General Corporation Law;
2. That the Corporation owns all of the outstanding shares of each class of the capital stock of Waters Investments Limited, a Delaware corporation, incorporated on December 14, 1993 ("*WIL*");
3. That the Corporation, by the following resolutions of its Board of Directors, duly approved and adopted on October 26, 2008, determined to merge WIL with and into itself on the terms and conditions set forth in such resolutions:

RESOLVED: That WIL be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law, with the Corporation being the surviving corporation (herein, the "*Merger*"), and that, in connection with the Merger, the Corporation shall assume all of the liabilities and obligations of WIL; and

RESOLVED: That each and any officer of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to make, execute and acknowledge a Certificate of Ownership and Merger, as required by Section 253 of the Delaware General Corporation Law, setting forth a copy of the resolutions authorizing and approving the Merger and the assumption by the Corporation of all of the liabilities and obligations of WIL, and to file said Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED: That each and any officer of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to take such actions and to execute and deliver such agreements, documents and other instruments as may be necessary or appropriate to give effect to the foregoing resolutions, with the taking of any such action and the execution of any such agreement, document or other instrument to be conclusive evidence of the approval and due authorization hereunder.

[Signature on Following Page]

IN WITNESS WHEREOF, Waters Technologies Corporation has caused this Certificate of Ownership and Merger to be signed by Douglas A. Berthiaume, its Chairman of the Board, Chief Executive Officer and President, this 14th day of November, 2008.



Douglas A. Berthiaume
Chairman of the Board, Chief Executive Officer
and President