

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/29/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	SURTEK, INC.		03/29/2013
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	ULTRATECH, INC.		
Street Address:	3050 Zanker Road		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95134		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
	Property Type	Number	Word Mark
	Registration Number:	3839919	SAVANNAH
	Registration Number:	3896072	PHOENIX
	Registration Number:	3875749	FIJI
	Registration Number:	3875751	TAHITI
	Registration Number:	3895688	ALD SHIELD
	Registration Number:	3071017	CAMBRIDGE NANOTECH INCORPORATED
	Registration Number:	4010192	SIMPLY ALD
CORRESPONDENCE DATA			
Fax Number:	2134306407		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(213) 430-8308		
Email:	sgordon@omm.com		
Correspondent Name:	Shari L. Gordon		

CH \$190.00 3839919

Address Line 1: 400 S. Hope Street
Address Line 2: 18th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER: 880,925-25

NAME OF SUBMITTER: Shari L. Gordon

Signature: /Shari L. Gordon/

Date: 04/23/2013

Total Attachments: 13

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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 OWNERSHIP, WHICH MERGES:


"SURTEK, INC.", A NEW YORK CORPORATION,
WITH AND INTO "ULTRATECH, INC." UNDER THE NAME OF
"ULTRATECH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2013, AT 6:13 O'CLOCK P.M.

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

2310125 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0331814

DATE: 04-03-13

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

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SURTEK, INC., a New York corporation
INTO
ULTRATECH, INC., a Delaware corporation

Ultratech, Inc., a corporation incorporated on the 21st day of September, 1992 (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That Surtek, Inc. (the "Subsidiary"), is a corporation duly organized on the 18th day of June, 2007 and existing under the laws of the State of New York and has a total authorized capital stock of 1,000 shares of common stock, all of which are issued and outstanding and held by the Corporation as of the date hereof.

SECOND: That the Corporation, by the attached resolutions of its Board of Directors, duly adopted by the unanimous written consent of its shareholders, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions.

THIRD, That an agreement of merger or consolidation has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 253 of the General Corporation Law of the State of Delaware.

FOURTH, That the Corporation shall be the surviving corporation.

FIFTH, That the certificate of incorporation as in effect immediately prior to the effective time of the merger shall continue in full force and effect.

SIXTH, That the executed agreement of consolidation or merger is on file at an office of the Corporation at 3050 Zanker Road, San Jose, California 95134.

SEVENTH, That a copy of the agreement of consolidation or merger will be furnished by the Corporation, on request and without cost, to any stockholder of any constituent corporation.

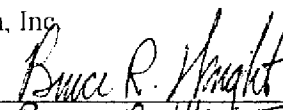
IN WITNESS WHEREOF, Ultratech, Inc. has caused this Certificate of Ownership and Merger to be signed by its authorized officer on this 29th day of March, 2013.

Ultratech, Inc.

By:

Name:

Title:


Bruce R. Wright
Chief Financial Officer

**RESOLUTIONS TO BE ADOPTED BY THE BOARD OF DIRECTORS OF
ULTRATECH, INC.**

Merger of Subsidiary Into Company

WHEREAS, Surtek, Inc. (the “**Subsidiary**”) was a corporation duly organized and existing under the laws of the State of New York, and was the wholly-owned subsidiary of Ultratech, Inc. (the “**Company**”);

WHEREAS, Subsidiary has been merged into the Company effective as of March 29, 2013; and

WHEREAS, it is determined to be advisable and in the best interests of the Company to ratify the merger of the Subsidiary into the Company.

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Subsidiary into the Company and assumption by the Company all of the Subsidiary’s liabilities and obligations are hereby ratified;

FURTHER RESOLVED, that the Agreement and Plan of Merger in the form attached hereto as Exhibit A is hereby approved;

FURTHER RESOLVED, that the officers of the Company (the “**Authorized Officers**”) are, and each hereby is, authorized and empowered to make, execute and acknowledge a Certificate of Merger setting forth a copy of the resolution to merge the Subsidiary into the Company and to assume the Subsidiary’s liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of the States of Delaware and New York, the United States Patent and Trademark Office, and the United States Copyright Office;

FURTHER RESOLVED, that the Authorized Officers are, and each hereby is, authorized and empowered to make, execute and deliver any and all certificates, instruments, agreements and documents and to take all such other actions as any of them may determine to be necessary or advisable to carry out the purposes of the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery thereof or the taking of such other actions; and

FURTHER RESOLVED, that any action taken by any Authorized Officer before the adoption of these resolutions that is within the authority conferred herein is ratified, confirmed, authorized, and approved.

Exhibit A

Agreement and Plan of Merger

See Attached

**AGREEMENT AND PLAN OF MERGER OF
ULTRATECH, INC.,
A DELAWARE CORPORATION
AND
SURTEK, INC.
A NEW YORK CORPORATION**

This AGREEMENT AND PLAN OF MERGER dated March 29, 2013 (the “**Agreement**”), is between Ultratech, Inc., a Delaware corporation (“**Ultratech**”), and Surtek, Inc., a New York corporation (“**Surtek**”). Ultratech and Surtek are collectively referred to herein as the “**Constituent Corporations**.”

RECITALS

A. Ultratech is a corporation duly organized and existing under the laws of the State of Delaware.

B. Surtek is a corporation duly organized and existing under the laws of the State of New York and has a total authorized capital stock of 1,000 shares of common stock (“**Surtek Common Stock**”), all of which are issued and outstanding and held by Ultratech as of the date hereof, and before giving effect to the transactions contemplated hereby.

C. The respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Surtek merge with and into Ultratech upon the terms and conditions herein provided.

D. The respective boards of directors of Ultratech and Surtek have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Ultratech and Surtek hereby agree, subject to the terms and conditions hereinafter set forth, as follows.

I. MERGER

1.1 Merger. At the Effective Time (as defined below), in accordance with the provisions of this Agreement, the Certificate of Merger and the General Corporation Law of the State of Delaware (“**Delaware Law**”), Surtek shall be merged with and into Ultratech (the “**Merger**”), the separate existence of Surtek shall cease and Ultratech shall continue as the “**Surviving Corporation**.”

1.2 Filing and Effectiveness. The Merger shall become effective in accordance with Sections 252 and 253 of Delaware Law when a Certificate of Ownership and Merger (the “**Certificate of Merger**”) is filed with the Secretary of State of the State of Delaware in accordance with Delaware Law. The date and time when the Merger shall become effective, as aforesaid, is herein called the “**Effective Time**.”

1.3 Effect of the Merger. At the Effective Time, the separate existence of Surtek shall cease and Ultratech, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time; (ii) shall be subject to all actions previously taken by its and Surtek's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Surtek in the manner more fully set forth in Section 259 of Delaware Law; (iv) shall continue to be subject to all of the debts, liabilities and obligations of Ultratech as constituted immediately prior to the Effective Time; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Surtek in the same manner as if Ultratech had itself incurred them, all as more fully provided under the applicable provisions of Delaware Law.

1.4 Assignment of Ghent University License. Pursuant to the purchase by Surtek of certain assets of Cambridge Nanotech, Inc. under that certain Purchase and Sale Agreement dated December 14, 2012, Surtek has acquired all right, title and interest of Cambridge Nanotech, Inc. under that certain License Agreement between Ghent University and Cambridge Nanotech, Inc. (the "Ghent License"). Without limiting the generality of Section 1.3, at the Effective Time, Ultratech shall succeed, without other transfer, to all of the assets, rights, powers and property of Surtek in the Ghent License. Ultratech and Surtek acknowledge that Ultratech intends obtain an express assignment of the rights of the licensee under the Ghent License directly from Ghent at after the occurrence of the Effective Time.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of Ultratech as in effect immediately prior to the Effective Time (the "**Certificate of Incorporation**") shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Amended and Restated Bylaws of Ultratech as in effect immediately prior to the Effective Time (the "**Bylaws**") shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Ultratech immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation or the Bylaws.

III. MANNER OF CONVERSION OF STOCK

3.1 Ultratech Capital Stock. At the Effective Time, by virtue of the Merger and without any action by the Constituent Corporations, each share of Ultratech capital stock shall remain issued and outstanding as a share of capital stock of the Surviving Corporation.

3.2 Surtek Common Stock. At the Effective Time, each share of Surtek Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and

without any action by the Constituent Corporations, the holder of such shares or any other person, be cancelled and retired and shall cease to exist.

3.3 Stock Certificates. At or after the Effective Time, each outstanding certificate representing Surtek Common Stock shall be cancelled on the books of Surtek.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by Ultratech or by its successors or assigns, there shall be executed and delivered on behalf of Surtek such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Ultratech the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Surtek and otherwise to carry out the purposes of this Agreement, the officers and directors of Ultratech are fully authorized in the name and on behalf of Surtek or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of either Surtek or Ultratech , or of both. In the event of the termination of this Agreement, the Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective boards of directors or shareholders with respect thereto.

4.3 Amendment. Subject to Delaware Law, this Agreement may be amended with the prior written consent of each of the Constituent Corporations.

4.4 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation, and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

4.6 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

ULTRATECH, INC.,
a Delaware corporation

By: × *Bruce R. Wright*
Name: Bruce Wright
Title: Chief Financial Officer

SURTEK, INC.,
a New York corporation

By: × *Bruce R. Wright*
Name: *BRUCE R. WRIGHT*
Title: *CHIEF FINANCIAL OFFICER*

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 19, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CT-07

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CERTIFICATE OF MERGER
of
SURTEK, INC., a New York corporation
INTO
ULTRATECH, INC., a Delaware corporation
Under Section 907 of the Business Corporation Law

Ultratech, Inc. and Surtek, Inc., pursuant to Section 907 of the Business Corporation Law of the State of New York (the "Corporation Law"), do hereby certify:

FIRST, That Surtek, Inc. (the "Subsidiary"), is a corporation duly organized on the 18th day of June, 2007 and existing under the laws of the State of New York and has a total authorized capital stock of 1,000 shares of common stock, all of which are issued and outstanding and held as of the date hereof by Ultratech, Inc. (the "Corporation"), a corporation incorporated in the State of Delaware on the 21st day of September, 1992 and qualified in the state of New York under the fictitious name Ultratech New York on the 16th day of September, 2003 with a total authorized capital stock of 80,000,000 shares of common stock and 2,000,000 shares of preferred stock.

SECOND: That the Corporation, by the resolutions of its Board of Directors, duly adopted by the unanimous written consent of its shareholders, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions.

THIRD, That an agreement of merger or consolidation has been approved, adopted, executed and acknowledged by each of the constituent corporations in compliance with and as permitted by the Corporation's jurisdiction of incorporation.

FOURTH, That Ultratech, Inc. shall be the surviving corporation.

FIFTH, That the certificate of incorporation as in effect immediately prior to the effective time of the merger shall continue in full force and effect.

SIXTH, That the Corporation, as the surviving corporation, may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of the Subsidiary to the extent previously amenable to suit in this state, and for the enforcement of the rights of shareholders of the Subsidiary to receive payment for their shares against the Corporation.

SEVENTH, that subject to the provisions of Section 623 of the Corporation Law, the Corporation will promptly pay to the shareholders of the Subsidiary the amount, if any, to which they shall be entitled under the provisions of Section 907 of the Corporation Law relating to the right of shareholders to receive payment for their shares.

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EIGHTH, That the Secretary of State is designated as the agent of the Corporation upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding, and the Secretary of State shall mail a copy of any process served upon him against the Corporation at 80 State Street, Albany, New York 12207, and the name of its registered agent at such address is Corporation Service Company.

NINTH, That all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are now due and payable by the Subsidiary have been paid and that a cessation franchise tax report (estimated or final) through the date of the merger has been filed by the Subsidiary and that the Corporation will within thirty days after the filing of this certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

TENTH, That the executed agreement of consolidation or merger is on file at an office of the Corporation at 3050 Zanker Road, San Jose, California 95134.

ELEVENTH, That a copy of the agreement of consolidation or merger will be furnished by the Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, each of Ultratech, Inc. and Surtek, Inc. has caused this Certificate of Ownership and Merger to be signed by its authorized officer on this 29th day of March, 2013.

Ultratech, Inc.

By: Bruce R. Wright

Name: Bruce R. Wright

Title: Chief Financial Officer

Surtek, Inc.

By: Bruce R. Wright

Name: Bruce R. Wright

Title: Chief Financial Officer

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CERTIFICATE OF MERGER
of
SURTEK, INC., a New York corporation
INTO
ULTRATECH, INC., a Delaware corporation
Under Section 907 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 16 2013

TAX \$ _____

BY: Jul

Atben

Filed by:

Maureen T. Burke
Senior Paralegal
O'Melveny & Myers LLP
Two Embarcadero Center, 28th Floor
San Francisco, CA 94111

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RECORDED: 04/23/2013