

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Veeco Compound Semiconductor Inc.		03/31/2010	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Veeco Process Equipment Inc.		
Street Address:	4900 Constellation Drive		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55127		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2766097	GEN200	
CORRESPONDENCE DATA			
Fax Number:	4142259753		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	414-225-9755		
Email:	docketing@boylefred.com		
Correspondent Name:	Boyle Fredrickson, S.C.		
Address Line 1:	840 N. Plankinton Avenue		
Address Line 4:	Milwaukee, WISCONSIN 53203		
ATTORNEY DOCKET NUMBER:	902.003		
NAME OF SUBMITTER:	Jay G. Durst		

CH \$40.00 2766097

Signature:	/Jay G. Durst/
Date:	07/08/2013
Total Attachments: 7 source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page1.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page2.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page3.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page4.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page5.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page6.tif source=Certificate of Merger - MN (VCS to VPE 31-Mar-10) (00625817)#page7.tif	

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: VEECO COMPOUND SEMICONDUCTOR INC.
DE: VEECO PROCESS EQUIPMENT INC.

State of Formation and Name of Surviving Entity:

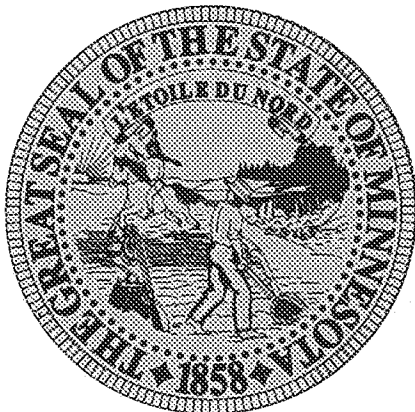
DE: VEECO PROCESS EQUIPMENT INC.

Effective Date of Merger: 03/31/2010

Name of Surviving Entity after Effective Date of Merger:

VEECO PROCESS EQUIPMENT INC.

This certificate has been issued on: 03/31/2010.



Mark Ritchie
Secretary of State.



3782130007

SF-311

DC-M

**ARTICLES OF MERGER
OF
VEECO COMPOUND SEMICONDUCTOR INC., a Minnesota corporation
AND
VEECO PROCESS EQUIPMENT INC., a Delaware corporation**

To the Secretary of State
State of Minnesota


Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic corporation for profit into a foreign corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Veeco Compound Semiconductor Inc., which is a corporation for profit organized under the laws of the State of Minnesota (the "Merged Corporation"), and which is subject to the provisions of the Minnesota Business Corporation Act, and Veeco Process Equipment Inc., which is a corporation for profit organized under the laws of the State of Delaware (the "Surviving Corporation").
2. Attached hereto and made a part hereof is the Agreement and Plan of Merger for merging the Merged Corporation with and into the Surviving Corporation as set forth in a resolution approved by the affirmative vote of at least a majority of the Board of Directors of the Merged Corporation.
3. The Plan of Merger has been approved by the affirmative vote of at least a majority of the stockholders entitled to vote thereon pursuant to Chapter 302A, Minnesota Statutes.
4. The laws of the jurisdiction of organization of the Surviving Corporation permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of that jurisdiction; and the merger of the Merged Corporation with and into the Surviving Corporation is in compliance with the laws of the jurisdiction of organization of the Surviving Corporation.
5. The Surviving Corporation will continue its existence as the surviving corporation under its present name.
6. The merger of the Merged Corporation with and into the Surviving Corporation shall become effective in the State of Minnesota on March 31, 2010.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on March 31, 2010.


Veeco Process Equipment Inc.,
a Delaware corporation

By: 
Gregory A. Robbins
Secretary

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on March 31, 2010.

Veeco Compound Semiconductor Inc.,
a Minnesota corporation

By: 
Gregory A. Robbins
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated March 31, 2010 ("Effective Date"), is made by and between Veeco Compound Semiconductor Inc., a Minnesota corporation (the "Merged Corporation"), and Veeco Process Equipment Inc., a Delaware corporation (the "Surviving Corporation").

ARTICLE I

Merger

At the Effective Date, the Merged Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation of the Merger (the "Merger"). Subject to the terms and conditions herein provided, the Delaware Certificate of Merger and the Minnesota Articles of Merger, which shall be prepared in accordance with this Agreement and Plan of Merger and in accordance with the provisions of the Delaware General Corporation Law, as amended (the "DGCL"), and the Minnesota Business Corporation Act, as amended (the "MBCA"), as appropriate, shall be executed and filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Minnesota, respectively. Upon the effectiveness of the Merger, the corporate existence of the Surviving Corporation shall continue unaffected and unimpaired, and as the surviving corporation of the Merger, the Surviving Corporation shall continue to be a corporation governed by the laws of the State of Delaware.

ARTICLE II

Effective Date of Merger

The Merger shall become effective for all financial, accounting and income tax purposes upon the Effective Date and upon the effectiveness of the merger pursuant to the laws of the State of Delaware and the State of Minnesota.

ARTICLE III

Certificate of Incorporation

The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect in its entirety.

ARTICLE IV

Bylaws

The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be and remain in full force and effect in their entirety.

ARTICLE V

Board of Directors: Officers

The directors and officers of the Surviving Corporation from and after the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall serve until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

ARTICLE VI

Manner of Converting Shares

The manner of converting the Merged Corporation's capital stock shall be as follows: Each share of the Merged Corporation's Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive .00099 shares of the Surviving Corporation's Common Stock (such that 1,010 outstanding shares of the Merged Corporation's Common Stock shall be converted into the right to receive one (1) share of the Surviving Corporation's Common Stock); provided, however, that in no event shall the Surviving Corporation be required to issue more than an aggregate of one (1) share of the Surviving Corporation's Common Stock hereunder (and the exchange ratio shall be adjusted downwards, if necessary, such that the Surviving Corporation shall not be required to issue more than an aggregate of one (1) share of the Surviving Corporation's Common Stock hereunder). Each share of the Surviving Corporation's capital stock issued and outstanding immediately prior to the Effective Date shall be unaffected by the Merger.

The parties hereto intend that the Merger shall qualify as a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, and that this Agreement shall constitute the "plan of reorganization" adopted by the parties hereto in respect of such reorganization within the meaning of Treasury Regulations Sections 1.368-2(g) and 1.368-3(a).

ARTICLE VII

Rights and Obligations

On the Effective Date, the separate existence of the Merged Corporation shall cease and, in accordance with and subject to the terms of the Delaware Certificate of Merger, the Minnesota Articles of Merger and this Agreement and Plan of Merger, the Surviving Corporation shall possess and be vested with all of the rights, privileges, franchises, immunities and powers and all property (real, personal or mixed) of the Merged Corporation, debts due to the Merged Corporation, choses in action and all other things belonging to and owned by the Merged Corporation at the Effective Date, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, disabilities and duties of the Merged Corporation. The identity, existence,

purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

ARTICLE VIII

Headings

The headings of this Agreement and Plan of Merger are inserted for convenience of reference and shall not affect the meaning of the terms hereof.

ARTICLE IX

Abandonment of Merger

Notwithstanding the approval of this Agreement and Plan of Merger by the stockholders of the Merged Corporation, this Agreement and Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by the vote of the board of directors of either the Merged Corporation or the Surviving Corporation.

ARTICLE X

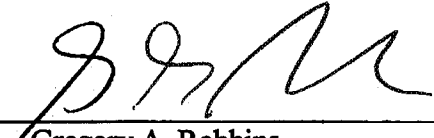
Amendments

Prior to the Effective Date, the board of directors of the constituent corporations may amend this Agreement and Plan of Merger, except that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the stockholders of the constituent corporations shall not:

- (a) alter or change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the Merged Corporation;
- (b) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the shares of either of the constituent corporations; or
- (c) alter or change any term of the Articles of Incorporation of the Merged Corporation or the Certificate of Incorporation of the Surviving Corporation of either of the constituent corporations.

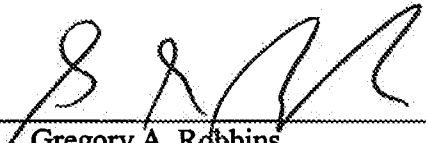
IN WITNESS WHEREOF, each of the constituent corporations has caused this Agreement and Plan of Merger to be signed by its officer hereunto duly authorized in accordance with the DGCL and the MBCA, all as of the day and year first above written.

VEECO COMPOUND SEMICONDUCTOR INC.,
a Minnesota corporation

By: 

Gregory A. Robbins
Secretary


VEECO PROCESS EQUIPMENT INC.,
a Delaware corporation

By: 

Gregory A. Robbins
Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 31 2010


Secretary of State

