

09-17-2001



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **9-1071**  
**Bear Instruments, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Varian, Inc.  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: 3120 Hansen Way, D-102  
City: Palo Alto State: CA Zip: 94304

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State: Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: March 30, 2001

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
2,091,875

Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Varian, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 3120 Hansen Way, D-102  
City: Palo Alto State: CA Zip: 94304

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-0895  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Hunter L. Auyanc                              Hunter L. Auyanc                              September 5, 2001  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 6

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002367 FRAME: 0623

# State of California



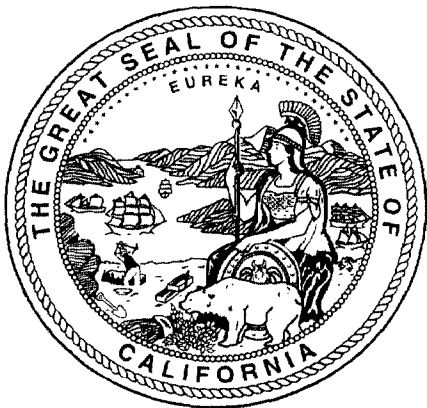
## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

APR 16 2001



Secretary of State

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

State of Delaware

PAGE 1

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Office of the Secretary of State

BILL JONES, Secretary of 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:

"BEAR INSTRUMENTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "VARIAN, INC." UNDER THE NAME OF "VARIAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2990317 8100M

AUTHENTICATION: 1058037

010159313

DATE: 04-02-01

TRADEMARK  
REEL: 002367 FRAME: 0625

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
Bear Instruments, Inc.  
(a California corporation)  
into  
Varian, Inc.  
(a Delaware corporation)  
(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)**

Varian, Inc., a corporation organized and existing under the laws of the State of Delaware (the "corporation"), does hereby certify:

1. The corporation was incorporated on January 7, 1999 pursuant to the General Corporation Law of the State of Delaware.
2. The corporation is the owner of all of the outstanding shares of each class of the capital stock of Bear Instruments, Inc., a California corporation ("Subsidiary").
3. The corporation, by the following resolutions adopted on March 30, 2001 by the written consent of a duly constituted and authorized committee of the Board of Directors of the corporation, authorized the merger of Subsidiary into the corporation:

WHEREAS, the corporation lawfully owns all the outstanding stock of Bear Instruments, Inc., a California corporation (the "Subsidiary");

WHEREAS, the Board of Directors of the corporation, at its regular meeting on February 9, 2001, designated a committee with authority to approve, in its discretion, for and on behalf of the Board, a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law of the State of Delaware, such certificate to pertain to and authorize the merger of the Subsidiary with and into the corporation, and appointed the undersigned as the sole member of such committee; and

WHEREAS, the corporation desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

RESOLVED, that effective March 30, 2001, the corporation shall merge into itself the Subsidiary and assume all of its liabilities and obligations;

RESOLVED, that at such time the separate corporate existence of the Subsidiary shall cease, the corporation shall continue as the surviving corporation in the merger and each outstanding share of common stock, without par value, of the Subsidiary shall be canceled without consideration;

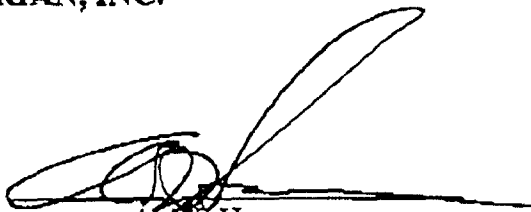
RESOLVED, that the President, any Vice President, the Secretary and the Treasurer of the corporation (the "Authorized Officers") be, and they hereby are, jointly and severally, authorized and directed, for and on behalf of the corporation, to make, execute and file with the Secretary of State of the State of Delaware, a certificate of ownership setting forth a copy of the resolutions of this committee authorizing the merger of the Subsidiary into this corporation and the date of adoption thereof; and

RESOLVED, that the Authorized Officers be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to execute, deliver and, where called for by the particular document, affix the seal of the corporation to all such consents, agreements, certificates, instruments and other documents, to make all such payments, and to do and perform all such other acts and things as such Authorized Officers may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such Authorized Officers, in order to effect the merger of the Subsidiary into the corporation and carry into effect the foregoing resolutions, all such action heretofore taken being hereby ratified, confirmed and approved.

Executed on March 30, 2001

VARIAN, INC.

By:



A. W. Homan  
Secretary

