

07-18-2002



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

102159934 TRADEMARK

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

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

1. Name of conveying party(ies):

Nalorac Corporation

07/15/02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 7/8/2002

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,652,221 (Z-SPEC)

Additional number(s) attached Yes No

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

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0895

OFFICE OF PUBLIC RECORDS 2002 JUL 15 AM 11:35 FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

07/17/2002 DBYRNE 00000030 500895 1652221

Name of Person Signing

Signature

July 9, 2002

Date

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

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

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Delaware

The First State

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

MAR 14 2002

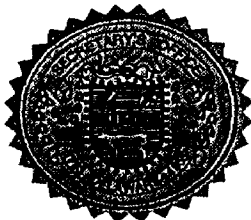
BILL JONES, Secretary of State

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:

"NALORAC CORPORATION", 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 ELEVENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.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: 1658300

020159295

DATE: 03-11-02

TRADEMARK
REEL: 002544 FRAME: 0300

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/11/2002
020159295 - 2990317

NALORAC CORPORATION
(a California corporation)

INTO

VARIAN, INC.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Varian, Inc., a corporation incorporated on January 7, 1999 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "corporation"), does hereby certify that the corporation owns all of the outstanding shares of each class of the capital stock of Nalorac Corporation, a corporation incorporated under the laws of the State of California (the "Subsidiary"), and that the corporation, by resolutions of its board of directors duly adopted by unanimous written consent on March 7, 2002, determined to merge into itself the Subsidiary effective March 11, 2002, which resolutions are in the following words to wit:

"WHEREAS, the corporation lawfully owns all the outstanding stock of Nalorac Corporation, a California corporation (the "California Subsidiary"); and

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

NOW, THEREFORE, BE IT RESOLVED, that, effective March 11, 2002, the corporation shall merge into itself the California Subsidiary and assume all of the liabilities and obligations of the California Subsidiary;

RESOLVED FURTHER, that at such time, the separate corporate existence of the California 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 California Subsidiary shall be canceled without consideration;

RESOLVED FURTHER, that the President, any Vice President, the Secretary or the Treasurer of the corporation (the "Authorized Officers") be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to make and execute a certificate of ownership and merger setting forth a copy of the resolutions to so merge the California Subsidiary and assume its liabilities

and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware;

RESOLVED FURTHER, 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 file a certified copy of such certificate of ownership and merger in the office of the Secretary of State of the State of California; and

RESOLVED FURTHER, 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 carry out and fully perform the terms and provisions of each document delivered pursuant to the foregoing resolutions, and 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 carry into effect the foregoing resolutions, all such action heretofore taken being hereby ratified, confirmed and approved."

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by its duly authorized officer on this 11th day of March, 2002.

VARIAN, INC.

By: 

Name: A. W. Homan

Title: Vice President, General Counsel
and Secretary

CONVEYANCE

NALORAC CORPORATION, a California corporation, having its principal office in Martinez, California, (hereinafter referred to as "NALORAC"), hereby conveys to VARIAN, INC., a corporation of the State of Delaware, having its principal office in Palo Alto, California, (hereinafter referred to as "VARIAN"), NALORAC's entire right, title and interest in and to the United States Registered Trademarks and United States Trademark Applications, all of its trademarks, trade names and service marks, and all applications relating thereto including the following:

Z-SPEC Registration No. 1,652,221

NALORAC hereby also conveys to VARIAN its entire right, title and interest in and to each and every foreign trademark, trade name and service mark and all applications relating thereto, with full power to apply for and obtain trademark registrations in such foreign countries, in its own name and right and interest, and to sell, transfer or otherwise dispose of the same and said right and interest; and

WHEREIN, this CONVEYANCE relates to the merger of NALORAC into VARIAN effective as of March 11, 2002, as evidenced by the attached *EXHIBIT A*.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal on the date below indicated.

Date: July 8, 2002



Arthur W. Homan
Secretary, NALORAC Corporation

CONVEYANCE - NALORAC TO VARIAN

EXHIBIT A

ATTACHED