

900482847 01/25/2019

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM507297

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pall ForteBio LLC		12/19/2018	DELAWARE <i>LLC</i>
RECEIVING PARTY DATA			
Name:	Molecular Devices, LLC		
Street Address:	1311 Orleans Drive		
City:	Sunnyvale		
State/Country:	CALIFORNIA		
Postal Code:	94089		
Entity Type:	DELAWARE <i>LLC</i>		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3393063	FORTEBIO	
Registration Number:	3309144	OCTET	
Registration Number:	4617847	BLITZ	
CORRESPONDENCE DATA			
Fax Number:	5168019781		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	5164845400		
Email:	Mary_Harkins@Pall.com		
Correspondent Name:	Michael J. Forzano		
Address Line 1:	25 Harbor Park Drive		
Address Line 4:	Port Washington, NEW YORK 11050		
NAME OF SUBMITTER:	Michael J. Forzano		
SIGNATURE:	/mji/		
DATE SIGNED:	01/25/2019		
Total Attachments: 9			
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Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"PALL FORTEBIO LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"PALL FORTEBIO HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "MOLECULAR DEVICES, LLC" UNDER THE NAME OF "MOLECULAR DEVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2018, AT 9:36 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2019.



4976305 8100M
SR# 20188275319

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

A handwritten signature in black ink, appearing to read "JBULLOCK".

Jeffrey W. Bullock, Secretary of State

Authentication: 204148181
Date: 12-20-18

TRADEMARK
REEL: 006559 FRAME: 0490

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:36 AM 12/20/2018
FILED 09:36 AM 12/20/2018
SR 20188275319 - File Number 4976305

CERTIFICATE OF MERGER

MERGING

PALL FORTEBIO LLC

(a Delaware limited liability company)

And

PALL FORTEBIO HOLDINGS, LLC

(a Delaware limited liability company)

With and Into

MOLECULAR DEVICES, LLC

(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "**LLC ACT**"), Molecular Devices, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "**Company**"), hereby certifies that:

FIRST: The name of the surviving limited liability company is Molecular Devices, LLC, a Delaware limited liability company, and the names of the limited liability companies merging with and into this surviving limited liability company are Pall Fortebio LLC, a Delaware limited liability company, and Pall Fortebio Holdings, LLC, a Delaware limited liability company (collectively, the "**Merging Entities**").

SECOND: An agreement and plan of merger (the "**Agreement and Plan of Merger**") has been approved, adopted, executed and acknowledged by each of the Merging Entities.

THIRD: The name of the surviving limited liability company is Molecular Devices, LLC.

FOURTH: The Delaware Certificate of Formation of the Company (the "**Certificate of Formation**") as in effect immediately before the Merger shall be and constitute the Certificate of Formation of the Company immediately after the Merger, until amended in the manner provided therein and by law.

FIFTH: The merger shall become effective on January 1, 2019.

SIXTH: The Agreement and Plan of Merger is on file at 3860 N. 1st St., San Jose, CA 95134, the place of business of the surviving limited liability company.

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SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the Merging Entities.

[Signature appears on next page]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized officer this 19th day of December, 2018

Molecular Devices, LLC
a Delaware limited liability company

By: M. P. Ansell
Name: MARTYN ANSELL
Title: C.F.O.

Signature Page to Certificate of Merger

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AGREEMENT AND PLAN OF MERGER

BY AND AMONG

PALL FORTEBIO LLC

(a Delaware limited liability company)

And

PALL FORTEBIO HOLDINGS, LLC

(a Delaware limited liability company)

With and Into

MOLECULAR DEVICES, LLC

(a Delaware limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (this "**Plan**"), dated as of December 18, 2018, is entered into by and among Pall Fortebio LLC, a Delaware limited liability company ("**PFBUS**"), Pall Fortebio Holdings, LLC, a Delaware limited liability company ("**PFBHUS**" and together with PFBUS, the "**PFB Entities**"), and Molecular Devices, LLC, a Delaware limited liability company ("**MolDev**" and together with the PFB Entities, the "**Merging Entities**").

RECITALS

WHEREAS, the Merging Entities are all direct or indirect subsidiaries of Danaher Corporation;

WHEREAS, the Merging Entities are all limited liability companies duly organized and existing under the laws of the State of Delaware;

WHEREAS, this Plan has been approved by the sole members of each of the Merging Entities; and

WHEREAS, it is intended that the PFB Entities shall be merged with and into MolDev, with MolDev being the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the sufficiency and receipt of which are acknowledged by all parties hereto, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto agree, subject to the conditions hereinafter set forth, as follows:

ARTICLE I.

MERGER AND NAME OF SURVIVING ENTITY

1. At the Effective Time (as defined below), the PFB Entities shall be merged (the "**Merger**") with and into MolDev, the separate existence of the PFB Entities shall cease, and MolDev shall continue as the surviving company (the "**Surviving Entity**") all in accordance with the Delaware Limited Liability Company Law.

2. The name of the Surviving Entity shall be "Molecular Devices, LLC"

ARTICLE II.

EFFECTIVE TIME; TERMS AND CONDITIONS OF MERGER

1. The Surviving Entity shall cause a Certificate of Merger (the "*Certificate of Merger*") to be executed and delivered for filing to the Secretary of State of the State of Delaware (the "*Delaware Secretary*") to effect the Merger.

2. The Merger shall become effective on January 1, 2019, as such date and time are stated in the Certificate of Merger (the "*Effective Time*").

3. At the Effective Time:

- (a) The PFB Entities shall be merged with and into MolDev, and MolDev shall be designated as the Surviving Entity.

- (b) The separate existence of the PFB Entities shall cease and all of the membership interests of the PFB Entities, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor, and shall cease to exist.

- (c) All assets and property then owned by the PFB Entities shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of the Surviving Entity. The Surviving Entity shall be deemed to be a continuation of each of the Merging Entities and shall succeed to the rights and obligations of each of the Merging Entities and the duties and liabilities connected therewith.

- (d) All of the membership interests of MolDev outstanding and owned by its sole member immediately prior to the Effective Time shall be unchanged and shall continue to be outstanding and owned by its sole member immediately following the Effective Time.

4. At the Effective Time, the officers and managers of MolDev shall be the officers and managers of the Surviving Entity, to serve in accordance with the Certificate of Formation (as defined below) and LLC Agreement (as defined below), as applicable, of the Surviving Entity until their respective successors shall have been duly elected and qualified in accordance with such documents and the laws of the State of Delaware, or until the earlier of their death, resignation or removal.

ARTICLE III.

CERTIFICATE OF FORMATION AND LIMITED LIABILITY COMPANY AGREEMENT

1. The Delaware Certificate of Formation of MolDev as in effect immediately before the Effective Time (the "*Certificate of Formation*") shall be and constitute the Certificate of Formation of the Surviving Entity until amended in the manner provided therein and by law.

2. The limited liability company agreement of MolDev, as amended, restated, modified and supplemented from time to time, and as in effect immediately before the Effective Time (the "*LLC Agreement*") shall be and constitute the LLC Agreement of the Surviving Entity until amended in the manner provided therein and by law.

ARTICLE IV.

MISCELLANEOUS MATTERS

1. If at any time the Surviving Entity shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest, perfect or confirm title in the Surviving Entity of record or otherwise, to any property of the PFB Entities acquired or to be acquired by, or as a result of, the Merger, the respective officers, managers or authorized individuals of each of the Merging Entities shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations and assurances and to do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Entity and otherwise carry out the purposes of the Merger and the terms of this Plan.

2. For the convenience of the parties, the parties may execute any number of counterparts hereof, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one instrument.

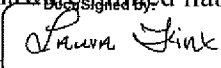
3. This Plan shall be governed by and construed in accordance with the laws of the State of Delaware.

4. This Plan cannot be altered or amended, except pursuant to an instrument in writing signed on behalf of the parties hereto.

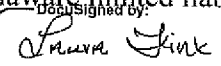
[Signature page follows]

IN WITNESS WHEREOF, the duly authorized individuals of each of the Merging Entities have caused this Agreement and Plan of Merger to be executed as of the date first written above.

Pall Fortebio LLC,
a Delaware limited liability company

By: 
Name: Laura Fink
Title: Assistant Secretary

Pall Fortebio Holdings LLC,
a Delaware limited liability company

By: 
Name: Laura Fink
Title: Assistant Secretary

Molecular Devices, LLC,
a Delaware limited liability company

By: _____
Name:
Title:

IN WITNESS WHEREOF, the duly authorized individuals of each of the Merging Entities have caused this Agreement and Plan of Merger to be executed as of the date first written above.

Pall Fortebio LLC,
a Delaware limited liability company

By: 

Name: *Dominick Amodeo*

Title: *GM ForteBio*

Pall Fortebio Holdings LLC,
a Delaware limited liability company

By: _____

Name:

Title:

Molecular Devices, LLC,
a Delaware limited liability company

By: 

Name: *MARTYN ANSELL*

Title: *C.F.O.*