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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Merger
- Security Agreement
- Change of Name
- Other

U.S. Government
For Use ONLY by U.S. Government Agencies
 Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name (line 1)
Name (line 2)

Second Party

Name (line 1)
Name (line 2)

Execution Date
Month Day Year

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1)
Name (line 2)
Address (line 1)
Address (line 2)
Address (line 3)
City State/Country Zip Code

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

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I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to the Commissioner for Patents, Washington, D.C. 20231 on 23 Aug. 2001.

By:
Vladimir Skliba

Correspondent Name and Address **Area Code and Telephone Number**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter total number of pages of the attached conveyance document including any attachments. #

Application Number(s) or Patent Number(s) Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5959606"/>	<input type="text" value="4956650"/>	<input type="text" value="4797696"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5327338"/>	<input type="text" value="4879605"/>	<input type="text" value="4796038"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5087927"/>	<input type="text" value="4806921"/>	<input type="text" value="4778233"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)
Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account


Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

William S. Galliani (Reg. # 33,885)  Aug. 23, 01

Name of Person Signing Signature Date

**RECORDATION FORM COVER SHEET
CONTINUATION
PATENTS ONLY**

Conveying Party(ies)
Enter additional Conveying Parties

Mark if additional names of conveying parties attached

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)
Enter additional Receiving Party(ies)

Mark if additional names of conveying parties attached

Name (line 1)	<input type="text"/>	<input type="checkbox"/>
Name (line 2)	<input type="text"/>	
Address (line 1)	<input type="text"/>	
Address (line 2)	<input type="text"/>	
Address (line 3)	<input type="text"/>	<input type="text"/>
	City	State/Country
Name (line 1)	<input type="text"/>	<input type="checkbox"/>
Name (line 2)	<input type="text"/>	
Address (line 1)	<input type="text"/>	
Address (line 2)	<input type="text"/>	
Address (line 3)	<input type="text"/>	<input type="text"/>
	City	State/Country

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Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	4767215	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	4758091	<input type="text"/>	<input type="text"/>
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FILED
CLERK'S OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

AUG 25 1995

No. 3927-89
Dan Heller
DAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER
OF
Etec Systems, Inc.
AND
ATEQ Corporation

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 78 of the Nevada Revised Statutes, the domestic corporation and the foreign corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ATEQ Corporation, a corporation organized under the laws of the State of Oregon, with and into Etec Systems, Inc., a corporation organized under the laws of the State of Nevada. The said Plan of Merger has been adopted by the Board of Directors of Etec Systems, Inc. and by the Board of Directors of ATEQ Corporation.

2. The merger of ATEQ Corporation with and into Etec Systems, Inc. is permitted by the laws of the jurisdiction of organization of ATEQ Corporation and has been authorized in compliance with such laws.

3. Under the laws of the jurisdiction of organization of ATEQ Corporation, the shareholders of ATEQ Corporation were not required to approve the Plan of Merger.

4. Under the provisions of Chapter 78 of the Nevada Revised Statutes, the stockholders of Etec Systems, Inc. were not required to approve the said Plan of Merger.

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PATENT 5661-52-60

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5. No amendments to the Articles of Incorporation of Etec Systems, Inc. are effected by the merger herein provided for.

6. The merger herein provided for shall become effective in the State of Nevada upon filing of these Articles of Merger.

Signed on August 23, 1995.

ATEQ CORPORATION



President
Stephen E. Cooper

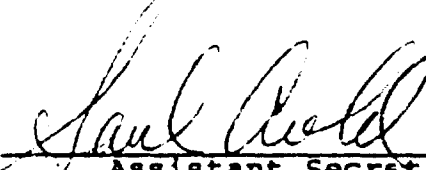


Assistant Secretary
Saul Arnold

ETEC SYSTEMS, INC.



President
Stephen E. Cooper

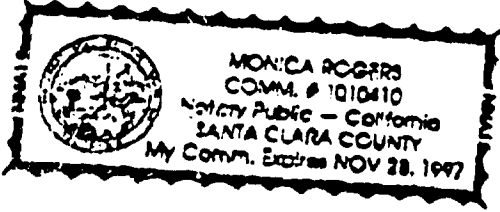


Assistant Secretary
Saul Arnold

STATE OF CALIFORNIA,)
)
City and County of Alameda) 88.

On the 23rd day of August, 1995, personally appeared before me, a Notary Public, Saul Arnold, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

WITNESS my hand and official seal, the day and year first above written.



Monica Rogers
Notary Public

RECEIVED
AUG 25 1995
1:30 PM
Secretary of State

PLAN OF MERGER

THIS PLAN OF MERGER approved by resolution adopted by the Board of Directors of Etec Systems, Inc., a Nevada corporation ("Etec") on December 6, 1994 sets out the terms and conditions of the merger (the "Merger") of ATEQ Corporation, a business corporation of the State of Oregon ("ATEQ") with and into Etec.

1. Etec owns greater than 90% of the outstanding shares of each class of stock of ATEQ and in accordance with the provisions of the Oregon Business Corporation Act may merge ATEQ with and into itself without approval of the shareholders of Etec or ATEQ.
2. ATEQ and Etec shall, pursuant to the provisions of the Oregon Business Corporation Act and of the laws of the state of Nevada, be merged with and into a single corporation, to wit, Etec, which shall be the surviving corporation (sometimes referred to as the "Surviving Corporation") at the effective time and date of the Merger, and shall continue to exist as Surviving Corporation under its present name. The Merger shall become effective upon the filing of the Articles of Merger and Plan of Merger with the office of the Secretary of State of the State of Oregon, (the time and date of such effectiveness is hereinafter referred to as the "Effective Date"). The separate existence of ATEQ (sometimes referred to as the "Terminating Corporation") shall cease at the Effective Date in accordance with the provisions of the Oregon Business Corporation Act.
3. The Articles of Incorporation of Etec as in force and effect on the Effective Date in the jurisdiction of its organization shall be the Articles of Incorporation of the Surviving Corporation, and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the state of Nevada.
4. The By-laws of Etec as in force and effect on the Effective Date will be the By-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of Nevada.
5. The directors and officers in office of Etec on the Effective Date shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation.
6. Each issued and outstanding share of Common Stock of the Terminating Corporation not currently held by Etec shall, immediately prior to the Effective Date, be deemed converted into .010884 shares of Etec Common Stock. Each issued share of Preferred Stock, Series 3 of the Terminating Corporation not currently held by Etec shall, immediately prior to the Effective Date, be deemed converted into .004407 shares of Etec Series C Cumulative, Participating, Convertible Preferred Stock ("Etec Series C Preferred Stock"). Each issued share of Preferred Stock, Series 5 or Series 6 of the Terminating Corporation not currently held by Etec shall, immediately prior to the Effective Date, be deemed converted into .004125 shares of Etec Series C Preferred Stock. Each issued and outstanding warrant to purchase shares of Preferred Stock, Series 5 or Series 6 of the Terminating Corporation not currently held by Etec shall, immediately prior to the Effective Date, be deemed converted into .004125 shares of Etec Series C Preferred Stock. Each issued and outstanding warrant to purchase shares of Preferred Stock, Series 8 of the Terminating Corporation not currently held by Etec shall, immediately prior to the Effective Date, be deemed converted into .944869 shares of Etec Series C Preferred Stock. Each issued and outstanding option to purchase shares of the Common Stock of the Terminating Corporation shall become the obligation of the Surviving Corporation to pay the cash equivalent of the fair market value, as determined by Etec's board of directors, of that number of shares of Etec Common Stock calculated as if (i) such options had been exchanged for options to purchase .010884 shares of Etec Common Stock under an NSO Agreement For Former Holders of ATEQ Stock Options at an exercise price of \$.45 per

share, and (ii) the options issued upon exchange had been exercised immediately prior to the Merger, subtracting the purchase price of the exchanged options from the resulting cash equivalent. The Surviving Corporation will pay cash in lieu of fractional shares of Etec Common or Preferred Stock issued in connection with the Merger, with the cash amount to be calculated based on the current fair market value of the Etec Common Stock and Preferred Stock as determined by Etec's board of directors.

The issued shares of the Surviving Corporation shall not be converted in any manner.

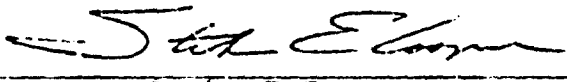
7. The former holders of ATEQ Common and Preferred Stock and warrants to purchase Preferred Stock will be required to enter into a lockup agreement, whereby they agree not to sell shares of Etec Common Stock for a period ending 270 days after the effective date of a registration statement covering Common Stock to be sold in an initial public offering, in order to receive shares of Etec Common or Preferred Stock.

8. The Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and, or, recorded any document or documents prescribed by the laws of the State of Oregon and by the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and, or, record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger as of July 18, 1995.

ETEC SYSTEMS, INC., a Nevada corporation

B. 

Stephen E. Cooper
President and Chief Executive Officer