

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/14/2008
CONVEYING PARTY DATA	
Name	Execution Date
Accent Optical Technologies Nanometrics, Inc.	07/09/2008
RECEIVING PARTY DATA	
Name:	Nanometrics Incorporated
Street Address:	1550 Buckeye Drive
City:	Milpitas
State/Country:	CALIFORNIA
Postal Code:	95035
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7474401
CORRESPONDENCE DATA	
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ATTORNEY DOCKET NUMBER:	NAN001 -AOTN-NAN
NAME OF SUBMITTER:	Michael J. Halbert
Total Attachments: 3 source=Merger_2#page1.tif source=Merger_2#page2.tif	

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# Delaware

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*The First 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:

"ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.", A DELAWARE CORPORATION,

"AOTI OPERATING COMPANY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NANOMETRICS INCORPORATED" UNDER THE NAME OF "NANOMETRICS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 2008, AT 1:54 O'CLOCK P.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6725104

DATE: 07-14-08

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AOTI OPERATING COMPANY, INC.,  
a Delaware corporation**

and

**ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.,  
a Delaware corporation,**

with and into

**NANOMETRICS INCORPORATED,  
a Delaware corporation**

**(Pursuant to Section 253 of the Delaware General Corporation Law)**

Nanometrics Incorporated (the "**Corporation**"), a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That the Corporation is organized and existing under the General Corporation Law of the State of Delaware.
2. That the Corporation owns 100% of the capital stock of AOTI Operating Company, Inc., a Delaware corporation ("**Sub1**").
3. That the Corporation owns 100% of the capital stock of Accent Optical Technologies Nanometrics, Inc., a Delaware corporation ("**Sub2**") and, together with Sub1, the "**Subsidiaries**").
4. That the Corporation determined to merge the Subsidiaries into itself (the "**Merger**") by the resolutions of its board of directors duly adopted on February 26, 2008.
5. Pursuant to Section 253(b) of the General Corporation Law of the State of Delaware the name of the corporation surviving the merger shall be "**Nanometrics Incorporated.**"
6. That this Certificate of Merger shall be effective upon filing.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer on this 9th day of July 2008.

**NANOMETRICS INCORPORATED**

By: /s/ Quentin B. Wright

Name: Quentin B. Wright

Title: Secretary