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Expires 06/30/99 OMB 0651-0027	04-28-2003		TRADEMARK
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TO The Commissioner of Patents and Trad	lemarks: Please record the attached Conveyand		s) or copy(ies).
Submission Type	0-0Z Sasignm		License
Resubmission (Non-Recordation	Consumber	Agreement	Nunc Pro Tunc Assignme
Document ID#	Merger		Effective Date Month Date Year
Correction of PTO Error	Change	of Name	08/05/1997
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Conveying Party	Mark if additional nan	nes of conveying part	
Name On The State on a	Tn 0		Execution Date Month Day Year 03/24/1997
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Corresponde	ent Name and Addr	ess Area Code a	and Telephone Numb	per (407) 6	49-4000
Name	Jill Sarnoff	Riola, Esq.			
Address (line 1)	BAKER & HOSTE	TLER, LLP			
Add ress (line 2)	200 S. Orange	Avenue			
Address (line 3)	Suite 2300				
Add ress (line 4)	Orlando, FL	32801	Make line, were seen and a least place of the least place line and the		
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			2039425	2041242	2041243
			2065669		
Number of P	roperties	Enter the total numb	er of properties involve	ed. #	4
Fee Amount	Fee	Amount for Propertie	es Listed (37 CFR 3.41)	: \$ 11	5.00
	Payment:	Enclosed 🔀	Deposit Account		
Deposit A (Enter for pa	ccount ayment by deposit account		be charged to the accour		-0398
		Authorizati	on to charge additiona	Il fees: Yes	No 🗍
Statement a	nd Signature			_	
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Jill Sarnoff I	Riola, Esq. of Person Signing		igpature	October 29, 2	002 Signed
					

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<DESCRIPTION>AGREEMENT AND PLAN OF MERGER

<TEXT>.

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EXHIBIT 2.1

PAGE(S)

AGREEMENT AND PLAN OF

MERGER

BY AND AMONG

LAM RESEARCH CORPORATION,

OMEGA ACQUISITION CORPORATION

AND

ONTRAK SYSTEMS, INC.

Dated as of March 24, 1997

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violation of, or default under, this Agreement by them and that in addition to all other remedies available to them, each of them shall be entitled, to the fullest extent permitted by law, to an injunction restraining such breach, violation or default or threatened breach, violation or default and to any other equitable relief, including, without limitation, specific performance, without bond or other security being required.

8.9 Remedies Cumulative. Except as otherwise provided herein, any

and all remedies herein expressly conferred upon a party will be deemed sumulative with and not exclusive of any other remedy conferred hereby, or by law or equity upon such party, and the exercise by a party of any one remedy will not preclude the exercise of any other remedy.

- 8.10 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to the principles of conflicts of law thereof.
- 8.11 Rules of Construction. The parties hereto agree that they have ______ been represented by counsel during the negotiation, preparation and execution of this Agreement and, therefore, waive the application of any law, regulation, holding or rule of construction providing that ambiguities in an agreement or other document will be construed against the party drafting such agreement or

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<PAGE>

document.

IN WITNESS WHEREOF, OSI, LRC and Merger Sub have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized, all as of the date first written above.

ONTRAK SYSTEMS, INC.

By: /s/ James W. Baqley

Name: James W. Bagley

Title: Chairman and Chief Executive

Officer

LAM RESEARCH CORPORATION

By: /s/ Roger D. Emerick

Name: Roger D. Emerick

Title: Chairman and Chief Executive

Officer

OMEGA ACQUISITION CORPORATION

By: /s/ Richard H. Lovgren ______

Name: Richard H. Lovgren

Title: Vice President, General

Counsel and Secretary

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EXHIBIT A

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----BEGIN PRIVACY-ENHANCED MESSAGE----
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PUBLIC DOCUMENT COUNT:
CONFORMED PERIOD OF REPORT:
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ITEM INFORMATION:
                                Acquisition or disposition of assets
ITEM INFORMATION:
                                Financial statements and exhibits
FILED AS OF DATE:
                                19970815
                        NASD
SROS:
FILER:
        COMPANY DATA:
                COMPANY CONFORMED NAME:
                                                         LAM RESEARCH CORP
                CENTRAL INDEX KEY:
                                                         0000707549
                STANDARD INDUSTRIAL CLASSIFICATION:
                                                         SPECIAL INDUSTRY MACHINERY,
                IRS NUMBER:
                                                         942634797
                STATE OF INCORPORATION:
                                                         DE
                FISCAL YEAR END:
                                                         0630
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                STATE:
                                        CA
                                        94538
                7TP:
                BUSINESS PHONE:
                                        5106590200
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                            Washington, D.C. 20549
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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 5, 1997

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-12933

94-2634797

(Commission File Number)

(IRS Employer Identification No.)

4650 Cushing Parkway, Fremont, California 94538 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (510) 659-0200

Not Applicable (Former name or former address, if changed since last report.) <PAGE>

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2. Acquisition or Disposition of Assets

On August 5, 1997, Omega Acquisition Corporation ("Merger Sub"), a wholly owned subsidiary of Lam Research Corporation ("Lam") was merged with and into OnTrak Systems, Inc. ("OnTrak"), pursuant to an Agreement and Plan of Merger dated as of March 24, 1997 (the "Merger Agreement"), among Lam, Merger Sub and OnTrak.

The merger of Merger Sub with and into OnTrak (the "Merger") became effective at the time of the filing of a Certificate of Merger with the Delaware Secretary of State on August 5, 1997 (the "Effective Time"). At the Effective Time: (i) Merger Sub was merged with and into OnTrak; (ii) OnTrak, as the surviving corporation in the Merger, became a wholly owned subsidiary of Lam; and (iii) each share of OnTrak common stock, par value \$0.0001 per share ("OnTrak Common Stock"), was converted into the right to receive, and became exchangeable for, 0.83 of a share of common stock of Lam, par value \$0.001 per share ("Lam Common Stock").

In addition, each outstanding option or right to purchase OnTrak Common Stock under OnTrak's stock option and stock purchase plans was assumed by Lam and was converted into an option or right to purchase Lam Common Stock, with appropriate adjustments, based on the Exchange Ratio (as defined below), made to the number of shares issuable under the option and to the exercise or purchase price per share of each option or right. By virtue of the assumption by Lam of such OnTrak stock options and stock purchase rights, from and after the Effective Time: (i) each OnTrak stock option or stock purchase right assumed by Lam may be exercised solely for Lam Common Stock; (ii) the number of shares of Lam Common Stock subject to each such OnTrak stock option is equal to the number of shares of OnTrak Common Stock subject to such OnTrak stock option immediately prior to the Effective Time multiplied by 0.83, rounded down to the nearest whole share (the "Exchange Ratio"); (iii) the per share exercise price under each such OnTrak stock option was adjusted by dividing the per share exercise price under such option by 0.83 and rounding up to the nearest cent; (iv) each

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;tock purchase right granted under the OnTrak 1995 Employee Stock Purchase Plan oursuant to the offering period commencing on February 1, 1997, was converted nto a right to purchase whole shares of Lam Common Stock, except at a price equal to 85% of the lesser of (A) the closing sale price of a share of OnTrak lommon Stock on the Nasdaq National Market on February 1, 1997, divided by 0.83, ounded up to the nearest whole cent, and (B) the closing sale price of a share of Lam Common Stock on the last day of each applicable purchase period during the offering period that began on February 1, 1997.

The former stockholders of OnTrak are receiving approximately :PAGE>

5,500,000 shares of Lam Common Stock pursuant to the Merger. In addition, approximately 2,258,627 shares of Lam Common Stock may be issued in connection with the exercise of the OnTrak stock options and stock purchase rights assumed by Lam.

Pursuant to the Agreement, on the business day following the Effective lime, an Office of the Chairman was created at Lam and includes Roger D. Mmerick, formerly the Chief Executive Officer of Lam, and James W. Bagley, Formerly the Chairman and Chief Executive Officer of OnTrak. On that date, Mr. Emerick became the Chairman of the Board of Directors of Lam, and Mr. Bagley became the Chief Executive Officer of Lam. In addition, on that date, the Board of Directors of Lam was expanded and Mr. Bagley and Richard J. Elkus, Jr., formerly directors of OnTrak, were appointed as directors.

The Merger is intended to be a tax-free reorganization under the Internal Revenue Code of 1986, as amended, and is expected to be accounted for as a pooling of interests. A copy of the press release announcing the consummation of the Merger is attached hereto as Exhibit 99.1.

[tem 7. Financial Statements and Exhibits

:TABLE> <CAPTION> Exhibit No.

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:S> 2.1

Agreement and Plan of Merger by and among Lam Research Corporation, Omega Acquisition Corporation and OnTrak Systems, Inc., dated as of March 24, 1997, including exhibits thereto.

Description

₹9.1 </TABLE> <PAGE>

Registrant's Press Release, dated August 5, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the indersigned hereunto duly authorized.

> LAM RESEARCH CORPORATION (Registrant)

Date: August 15, 1997

/s/ James W. Bagley By

> James W. Bagley Chief Executive Officer

</TEXT> </DOCUMENT> <DOCUMENT> <TYPE>EX-2.1

RECORDED: 10/30/2002