

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	HORIBA JOBIN YVON INC.		12/19/2011
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HORIBA INSTRUMENTS INCORPORATED		
Street Address:	17671 Armstrong Avenue		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 33			
	Property Type	Number	Word Mark
	Registration Number:	2781720	IMAQUEST
	Registration Number:	1984928	INSTRUMENTS S.A.
	Registration Number:	2000521	ISA
	Registration Number:	2791700	J-Y JOBIN-YVON HORIBA
	Registration Number:	1132602	JOBIN YVON
	Registration Number:	2621837	JY
	Registration Number:	3203449	MICROHR
	Registration Number:	2862096	MINI-CRIMESCOPE
	Registration Number:	3118382	NANOLOG
	Registration Number:	3188162	NANOSIZER
	Registration Number:	2556502	PRINTQUEST
	Registration Number:	2928304	PRINTSCOPE
	Registration Number:	2870932	SCENESCOPE

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Registration Number:	1292711	SLM AMINCO
Registration Number:	3113094	SYGNATURE
Registration Number:	2868743	SYMPHONY
Registration Number:	3159347	SYNAPSE
Registration Number:	2834930	SYNERJY
Registration Number:	2828296	A PLATFORM FOR THE FUTURE
Registration Number:	2913553	ACTIVA
Registration Number:	2894107	ANALYST
Registration Number:	2839660	CRIMESCOPE
Registration Number:	3042923	FLUORESSENCE
Registration Number:	1096568	FLUOROLOG
Registration Number:	2767750	GD PROFILER
Registration Number:	1641143	FLUOROMAX
Registration Number:	2876224	HANDSCOPE
Registration Number:	2772370	GD PROFILER HR
Registration Number:	3975258	AQUALOG
Registration Number:	4068224	DELTADIODE
Serial Number:	85462433	NANOLED
Serial Number:	85462435	VERDE
Serial Number:	85470208	SYNCERITY

CORRESPONDENCE DATA

Fax Number: 2483583351

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (248) 358-4400

Email: marapakis@brookskushman.com

Correspondent Name: Matthew R. Mowers

Address Line 1: 1000 Town Center, 22nd Floor

Address Line 4: Southfield, MICHIGAN 48075-1238

ATTORNEY DOCKET NUMBER:	HJY
NAME OF SUBMITTER:	Matthew R. Mowers
Signature:	/matthew r mowers/
Date:	10/05/2012

Total Attachments: 14
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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 20 2011

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (the "Agreement") is made and entered into as of December 19, 2011, by and among **Horiba/STEC Incorporated**, a California corporation ("SHI"), **HORIBAABX Inc.**, a California corporation ("HMUS"), **Horiba Jobin Yvon Inc.**, a Delaware corporation ("JYUS," and together with SHI and HMUS, the "Disappearing Corporations"), **Horiba Instruments Incorporated**, a California corporation ("HII" and together with the Disappearing Corporations, the "Constituent Corporations"), **HORIBA International Corporation**, a California corporation ("HIC"), and **HORIBA STEC Company, Ltd.**, a Japanese corporation ("STEC"). Each of the Constituent Corporations, HIC and STEC are each referred to in this Agreement as a "Party" and collectively, the "Parties."

**EFFECTIVE
DATE**
DEC 31 2011

RECITALS

WHEREAS, HII was incorporated in California, and its authorized capital stock consists of 2,500,000 shares of common stock, of which 750,000 shares are issued and outstanding; and

WHEREAS, SHI was incorporated in California, and its authorized capital stock consists of 2,000,000 shares of common stock, of which 1,850,582 shares are issued and outstanding; and

WHEREAS, HMUS was incorporated in California, and its authorized capital stock consists of 1,000 shares of common stock, of which 1,000 shares are issued and outstanding; and

WHEREAS, JYUS was incorporated in Delaware, and its authorized capital stock consists of 3,000 shares of common stock, \$1.00 par value each share, of which 1,000 shares are issued and outstanding; and

WHEREAS, the Boards of Directors and the shareholders of each of the Constituent Corporations deem it advisable and in the best interests of each of the Constituent Corporations to merge the Disappearing Corporations with and into HII, with HII being the surviving corporation, on the terms and conditions set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, the Parties do hereby agree that the Disappearing Corporations shall merge with and into HII upon the following terms and conditions:

1. Merger.

(a) *The Merger.* Subject to the terms and conditions of this Agreement and the applicable provisions of the California General Corporation Law, as amended (the "Act"), the Disappearing Corporations shall be merged with and into HII (the "Merger"), and HII shall be the surviving corporation of the Merger (the "Surviving Corporation"). Pursuant to Section 110(c) of the Act, this Agreement and the Merger shall become effective at 11:59 p.m. Pacific Standard Time on December 31, 2011 (the "Effective Time").

(b) **Filings.** HII shall: (i) file a copy of this Agreement together with officers' certificates of each Constituent Corporation in the form attached hereto as Exhibit A in accordance with Section 1103 of the Act; (ii) file a certificate of merger in the form attached hereto as Exhibit B with the Secretary of State of the State of Delaware in accordance with Section 252 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"); and (iii) make all other filings or recordings required by the Act, the DGCL or otherwise in connection with the Merger.

(c) **Transfer, Conveyance and Assumption.** From and after the Effective Time and in accordance with Section 1107 of the Act, HII shall: (i) continue in existence as the Surviving Corporation; (ii) succeed to and possess, without further transfer, all rights, privileges, powers and franchises of the Disappearing Corporations, and all of the assets and property of whatever kind and character of the Disappearing Corporations shall vest in HII as the Surviving Corporation; and (iii) HII shall be liable for all of the liabilities and obligations of the Disappearing Corporations, and any claim or judgment against the Disappearing Corporations may be enforced against HII as the Surviving Corporation.

(d) **Articles of Incorporation; Bylaws.** From and after the Effective Time, the articles of incorporation and bylaws of HII, as amended and in effect at the Effective Time, shall be the articles of incorporation and bylaws of the Surviving Corporation.

(e) **Directors and Officers.**

(i) **Directors and Officers of the Disappearing Corporations.** Prior to the Effective Time, each director and officer of the Disappearing Corporations shall tender his or her resignation from any and all positions held therewith, with each such resignation to be effective at the Effective Time.

(ii) **Directors of HII.** From and after the Effective Time, the directors of HII serving as directors of HII immediately prior to the Effective Time shall be the directors of HII until expiration of their current terms as such or their respective prior resignation, removal or death.

(iii) **Officers of HII.** From and after the Effective Time, the officers of HII, comprised of the officers of HII immediately prior to the Effective Time and the former officers of the Disappearing Corporations who resigned in accordance with Section 1(e)(i) of this Agreement, shall be as set forth on Exhibit C until their respective prior resignation, removal or death.

2. **Effect of Merger on Stock of Constituent Corporations.**

(a) **Common Stock of Surviving Corporation.** At the Effective Time, each share of common stock of HII issued and outstanding immediately prior thereto shall by operation of the Merger be and remain one share of common stock of HII.

(b) *Common Stock of HMUS and JYUS.* At the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof, each share of common stock of HMUS and JYUS issued and outstanding immediately prior thereto shall by operation of the Merger be cancelled and retired and no securities shall be issuable and no cash paid with respect thereto.

(c) *Common Stock of SHI owned by HIC.* At the Effective Time, each share of common stock of SHI issued and outstanding immediately prior thereto and owned of record by HIC shall by operation of the Merger be cancelled and retired and no securities shall be issuable and no cash paid with respect thereto.

(d) *Common Stock of SHI owned by STEC.*

(i) *Conversion of STEC-SHI Stock into STEC-HII Stock.* At the Effective Time, all of the shares of common stock of SHI issued and outstanding immediately prior thereto and owned of record by STEC (the "STEC-SHI Stock") shall by operation of the Merger be collectively converted into and become 24,062 duly authorized, validly issued, fully paid and non-assessable shares of common stock of HII (the "STEC-HII Stock").

(ii) *Issuance of New HII Certificates.* At the Effective Time, all of the outstanding certificates which prior to that time represented the STEC-SHI Stock shall be marked cancelled and replaced with certificates issued by HII to evidence the STEC-HII Stock.

3. Other Actions. Each of the Parties shall take or cause to be taken all actions, and do or cause to be done all things necessary, proper or advisable under the laws of the State of California or the State of Delaware or otherwise to consummate and make effective the Merger.

4. Further Assurances. If at any time after the Effective Time HII shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to vest, perfect or confirm in HII its right, title or interest in, to or under any of the rights, properties or assets of the Disappearing Corporations acquired or to be acquired by HII as a result of, or in connection with, the Merger, or to otherwise carry out the purposes of this Agreement, each of the Disappearing Corporations and its proper officers shall be deemed to have granted to HII an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in HII and otherwise carry out the purposes of this Agreement, and the officers and directors of HII are fully authorized in the name of each of the Disappearing Corporations or otherwise to take any and all such action.

5. Right to Abandon. At any time prior to the Effective Time, the Board of Directors of any of the Constituent Corporations may, at its discretion, terminate this Agreement and abandon the Merger for any reason whatsoever, notwithstanding the adoption of this Agreement by the shareholders of any of the Constituent Corporations (or all of them).

IN WITNESS WHEREOF the undersigned have duly executed this Agreement and Agreement as of the day and year first above written.

HORIBA INSTRUMENTS INCORPORATED:

By: Jai H. Hakhu
Name: Jai Hakhu
Its: Chairman of the Board

By: Richard Marting
Name: Richard Marting
Its: Secretary

HORIBA/STEC INCORPORATED:

By: Jai H. Hakhu
Name: Jai Hakhu
Its: Chairman of the Board

By: Richard Marting
Name: Richard Marting
Its: Secretary

HORIBAABX INC.:

By: Jai H. Hakhu
Name: Jai Hakhu
Its: Chairman of the Board

By: Richard Marting
Name: Richard Marting
Its: Secretary

HORIBA JOBIN YVON INC.:

By: Jai H. Hakhu
Name: Jai Hakhu
Its: Chairman of the Board

By: Richard Marting
Name: Richard Marting
Its: Secretary

HORIBA INTERNATIONAL CORPORATION:

By: Jai H. Hakhu
Name: Jai Hakhu
Its: Chairman of the Board

HORIBA STEC COMPANY, LTD.:

By: _____
Name: Hideyuki Koishi
Its: Vice President

IN WITNESS WHEREOF the undersigned have duly executed this Agreement and Agreement as of the day and year first above written.

HORIBA INSTRUMENTS INCORPORATED:

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

By: _____
Name: Richard Marting
Its: Secretary

HORIBA/STEC INCORPORATED:

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

By: _____
Name: Richard Marting
Its: Secretary

HORIBAABX INC.:

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

By: _____
Name: Richard Marting
Its: Secretary

HORIBA JOBIN YVON INC.:

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

By: _____
Name: Richard Marting
Its: Secretary

HORIBA INTERNATIONAL CORPORATION:

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

HORIBA STEC COMPANY, LTD.:

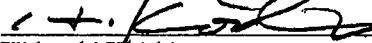
By: 
Name: Hideyuki Koishi
Its: Vice President

EXHIBIT A

Form of Officer Certificate

Jai Hakhu and Richard Marting certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of [CORPORATION], a [California]/[Delaware] corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the Board of Directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding entitled to vote on the merger is [INSERT].

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December __, 2011

Jai Hakhu, Chairman of the Board

Richard Marting, Secretary

EXHIBIT B

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
HORIBA/STEC INCORPORATED,
HORIBAABX INC. AND HORIBA JOBIN YVON INC.
WITH AND INTO
HORIBA INSTRUMENTS INCORPORATED**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "Act"), the undersigned corporation organized and existing under and by virtue of the Act does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
Horiba Instruments Incorporated	California
Horiba/STEC Incorporated	California
HORIBAABX Inc.	California
Horiba Jobin Yvon Inc.	Delaware

SECOND: That an agreement of merger, dated December ____, 2011, by and among Horiba/STEC Incorporated, HORIBAABX Inc., Horiba Jobin Yvon Inc., Horiba Instruments Incorporated, HORIBA International Corporation, and HORIBA STEC Company, Ltd. (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Act.

THIRD: That the name of the surviving corporation of the merger is Horiba Instruments Incorporated, a California corporation.

FOURTH: That the articles of incorporation of Horiba Instruments Incorporated, the surviving corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the merger is to become effective at 11:59 p.m. Pacific Standard Time on December 31, 2011.

SIXTH: That the executed Agreement of Merger is on file at 17671 Armstrong Avenue, Irvine, California 92614, the place of business of the surviving corporation.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Act, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 17671 Armstrong Avenue, Irvine, California 92614.

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, the _____ day of December 2011.

HORIBA INSTRUMENTS INCORPORATED

By: _____
Name: Jai Hakhu
Its: Chairman of the Board

EXHIBIT C

OFFICERS OF HORIBA INSTRUMENTS INCORPORATED AS SURVIVING CORPORATION OF MERGER

Name	Prior Office(s) with Constituent Corporation	Office(s) with HII (Surviving Corporation)
<i>Pre-Merger HII Officers</i>		
Jai Hakhu	Chairman, President	Chairman, President
Richard Marting	Chief Financial Officer, Secretary	Chief Financial Officer, Secretary
Ken Mitera	Vice President	Vice President – Automotive Test Systems
Neal Harvey	Sr. Vice President	Sr. Vice President – Irvine Operations
David Horstman	Vice President	Vice President – Process & Environmental
Michael Pohl	Vice President	Vice President – Scientific Instruments
<i>Pre-Merger SHI Officers</i>		
Jai Hakhu	Chairman, President	Chairman, President
Richard Marting	Chief Financial Officer, Secretary	Chief Financial Officer, Secretary
Dale Poole	Vice President	Vice President – Semiconductor
Scott Morris	Vice President	Vice President – Semiconductor Operations
<i>Pre-Merger H MUS Officers</i>		
Jai Hakhu	Chairman, President	Chairman, President
Richard Marting	Chief Financial Officer, Secretary	Chief Financial Officer, Secretary
Raymond Bouyea	Executive Vice President	Executive Vice President – Medical
<i>Pre-Merger JYUS Officers</i>		
Jai Hakhu	Chairman	Chairman, President
Richard Marting	Chief Financial Officer, Secretary	Chief Financial Officer, Secretary
Steve Slutter	President	President – Scientific
Salvatore Atzeni	Vice President	Vice President – Scientific OSD
Catherine Sastre-Penik	Vice President	Vice President – Scientific Operations
Nicolas Vezard	Vice President	Vice President – Scientific OEM
Andrew Whitley	Vice President	Vice President – Scientific Sales

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HORIBA INSTRUMENTS INCORPORATED

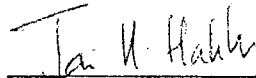
OFFICERS' CERTIFICATE

Jai Hakhu and Richard Marting certify that:

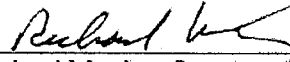
1. They are the Chairman of the Board and the Secretary, respectively, of **Horiba Instruments Incorporated**, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the Board of Directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding entitled to vote on the merger is 750,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 19, 2011



Jai Hakhu, Chairman of the Board



Richard Marting, Secretary

HORIBA/STEC INCORPORATED

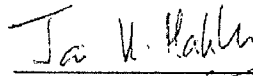
OFFICERS' CERTIFICATE

Jai Hakhu and Richard Marting certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of **Horiba/STEC Incorporated**, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the Board of Directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding entitled to vote on the merger is 1,850,582.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 19, 2011



Jai Hakhu, Chairman of the Board



Richard Marting, Secretary

HORIBA JOBIN YVON INC.

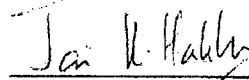
OFFICERS' CERTIFICATE

Jai Hakhu and Richard Marting certify that:

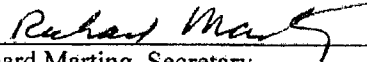
1. They are the Chairman of the Board and the Secretary, respectively, of **Horiba Jobin Yvon Inc.**, a Delaware corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the Board of Directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 19, 2011



Jai Hakhu, Chairman of the Board



Richard Marting, Secretary

HORIBAABX INC.

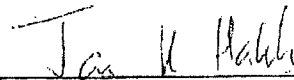
OFFICERS' CERTIFICATE

Jai Hakhu and Richard Marting certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of **HORIBAABX Inc.**, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the Board of Directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 19, 2011



Jai Hakhu, Chairman of the Board



Richard Marting, Secretary



I hereby certify that the foregoing transcript of 14 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 21 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 004875 FRAME: 0472

RECORDED: 10/05/2012