

10-05-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼

RE



101866206

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Thoratec Cardiosystems, Inc.**

*09/28/01*

Individual(s)                       Association  
 General Partnership            Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: **Thoratec Corporation**  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: **6035 Stoneridge Drive**  
City: **Pleasanton** State: **CA** Zip: **94588**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **California**  
 Other \_\_\_\_\_

*SEP 28 2001*

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement            Change of Name  
 Other \_\_\_\_\_

Execution Date: **June 29, 2001**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s) **2,158,933;**  
**1,496,671 and 2,044,096**

Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41).....\$**90.00**  
 Enclosed  
 Authorized to be charged to deposit account

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Michelle MacKenzie**  
Internal Address: **Sheppard, Mullin,**  
**Richter & Hampton, LLP**  
Street Address: **17th Floor**  
**Four Embarcadero Center**  
**San Francisco** State: **CA** Zip: **94111**

8. Deposit account number:  
**501395**  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

**Michelle MacKenzie**                      *[Signature]*                      **September 28, 2001**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: **8**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002378 FRAME: 0649

10/04/2001 TDI AZ1 00000067 1496671  
01 FC:481 40.00 OP  
02 FC:482 50.00 OP

(M) 043027040  
NC

(S) FEDERAL IDENTIFICATION  
NO. 000631114  
Fee: \$250.00

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

08

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Cheryl D. Hess, ~~President~~ / ~~Vice President~~,

and Cheryl D. Hess, ~~Clerk~~ / ~~Secretary/Clerk~~

(S) of Thoratec Corporation  
(Exact name of corporation)

organized under the laws of California and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NA*	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(M) Thoratec CardioSystems Inc.	Massachusetts	August 18, 1998

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

4  
P.C.

... of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B,  
... was duly adopted:

... based upon events since the acquisition of Cardiosystems by Thoratec and based upon, among other things, the  
... the records preceding these resolutions, and in light of and subject to the terms and conditions of the Merger  
... (i) determines that the proposed merger is fair to and in the best interests of Thoratec and its  
... and declares advisable the proposed merger, substantially as discussed at this meeting.

*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc.  
Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

MA025 - 12/26/80 C T System Online

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 29th day of June, 2001.

*Cheryl Nees* \_\_\_\_\_ \*PRESIDENT / \*Vice President.

*Cheryl Nees* \_\_\_\_\_ \*Clerk / \*Secretary/Assistant

\*Delete the inappropriate words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these words, are to be signed by officers having corresponding powers and duties.

105140632

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 2nd day of JULY, 2001.

Effective date: \_\_\_\_\_

SECRETARY OF THE COMMONWEALTH  
01 JUL -2 PM 12: 58  
CORPORATION DIVISION

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 9/4/01 CLERK *me*

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_ C T Corporation System  
\_\_\_\_\_ 101 Federal Street  
\_\_\_\_\_ Boston, MA 02110  
Telephone \_\_\_\_\_ 617-675-6400

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of   2   page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 05 2001



*Bill Jones*

Secretary of State

A0566899  
0766494 SURV

**CERTIFICATE OF OWNERSHIP**

(Filed pursuant to Section 1110(e) of the California Corporations Code.)

**FILED**  
In the Office of the Secretary of State  
of the State of California

JUL 02 2001 *JB*

*Bill Jones*  
L. JONES, Secretary of State

D. Keith Grossman and Cheryl D. Hess certify that:

1. They are the President and Chief Executive Officer, and the Chief Financial Officer and Secretary, respectively, of Thoratec Corporation, a California corporation ("*Thoratec*").
2. Thoratec owns all the outstanding shares of Thoratec Cardiosystems Inc., a Massachusetts corporation ("*Cardiosystems*").
3. The board of directors of Thoratec duly adopted the following resolution:

RESOLVED, that Thoratec merge Cardiosystems, its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

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.



D. Keith Grossman,  
President and Chief Executive Officer

DATE: July 2, 2001

\_\_\_\_\_  
Cheryl D. Hess,  
Chief Financial Officer and Secretary

TRADEMARK

REEL: 002378 FRAME: 0655

A0566899  
0766494 SURV

**CERTIFICATE OF OWNERSHIP**

(Filed pursuant to Section 1110(e) of the California Corporations Code.)

**FILED**  
In the Office of the Secretary of State  
of the State of California

JUL 02 2001 JLB

*Bill Jones*

BILL JONES, Secretary of State

D. Keith Grossman and Cheryl D. Hess certify that:

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D. Keith Grossman,  
President and Chief Executive Officer

DATE: July 2, 2001

\_\_\_\_\_  
Cheryl D. Hess,  
Chief Financial Officer and Secretary

TRADEMARK

REEL: 002378 FRAME: 0656



## CERTIFICATE OF OWNERSHIP

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\_\_\_\_\_  
D. Keith Grossman,  
President and Chief Executive Officer

DATE: July 2, 2001

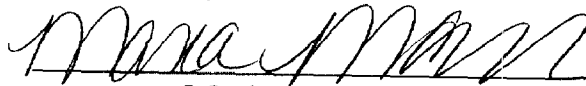
Cheryl Hess  
Cheryl D. Hess,  
Chief Financial Officer and Secretary



CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" Mailing Label Number: EK234595131US  
Date of Deposit: September 28, 2001.

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee " service under 37 CFR 1.10 on the date indicated above and is addressed to the Asst. Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.



Maria Mares

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

SEVENTEENTH FLOOR

FOUR EMBARCADERO CENTER

SAN FRANCISCO, CALIFORNIA 94111-4106

TELEPHONE (415) 434-9100

FACSIMILE (415) 434-3947

OUR FILE NUMBER

35V-74480

WRITER'S DIRECT LINE

(415) 774-2910

September 28, 2001

Commissioner of Patents and Trademarks  
Box: ASSIGNMENTS  
Washington, D.C. 20231

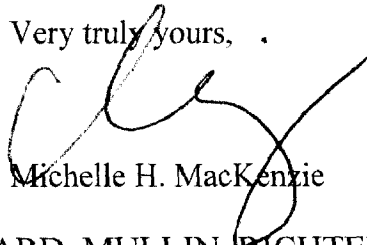
Re: Merger  
Conveying Party: Thoratec Cardiosystems, Inc.  
Receiving Party: Thoratec Corporation  
Our Ref. No.: 35V-74480

Dear Sir:

Enclosed herewith please find for recordation by your office a certified copy of the Certificate of Ownership and the Articles of Merger of Parent and Subsidiary Corporations and the Trademark Recordation Form Cover Sheet.

Our check in the amount of \$90.00 is enclosed in payment of the filing fee. Please charge any additional fees or make any credits to Deposit Account No. 501395.

Very truly yours, .



Michelle H. MacKenzie

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Enclosures

cc: Michelle Kahn

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RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Thoratec Cardiosystems, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: **Thoratec Corporation**  
Internal  
Address: \_\_\_\_\_

Street Address: **6035 Stoneridge Drive**  
City: **Pleasanton** State: **CA** Zip: **94588**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **California**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **June 29, 2001**

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,158,933;**  
**1,496,671 and 2,044,096**

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Michelle MacKenzie**  
 Internal Address: **Sheppard, Mullin,**  
**Richter & Hampton, LLP**  
 Street Address: **17th Floor**  
**Four Embarcadero Center**  
**San**  
 City: **Francisco** State: **CA** Zip: **94111**

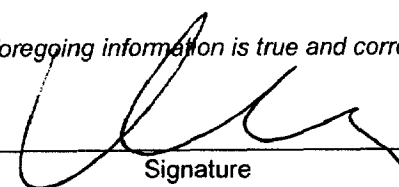
6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41)..... **\$90.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**501395**  
 (Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. 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.*

**Michelle MacKenzie**                                            **September 28, 2001**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: **8**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

(M) 04.3027040  
NYC

(S) FEDERAL IDENTIFICATION  
NO. 000631174  
Fee: \$250.00

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

08

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Cheryl D. Hess, "President" / "Vice President,"

and Cheryl D. Hess, "Clerk" / "Secretary-Clerk,"

(S) of Thoratec Corporation

(Exact name of corporation)

organized under the laws of California and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NA'	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(M) Thoratec Cardiosystems Inc.	Massachusetts	August 18, 1998

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

4  
P.C.

... of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B,  
... was duly adopted:

... events since the acquisition of Cardiosystems by Thoratec and based upon, among other things, the  
... preceding these resolutions, and in light of and subject to the terms and conditions of the Merger  
... (i) determines that the proposed merger is fair to and in the best interests of Thoratec and its  
... and declares advisable the proposed merger, substantially as discussed at this meeting.

*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc.  
Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

MAN21 - 12/26/00 C: T System (Online)

TRADEMARK

REF: 002070 TRAVEL 0002

3. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 18.

SIGNED UNDER THE PENALTIES OF PERJURY, this 29th day of June, 20 01.

*Cheryl Nees* \_\_\_\_\_ \*President / Vice President

*Cheryl Nees* \_\_\_\_\_ \*Clerk / Secretary

\*Delete the underlined words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and titles.

105140632

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 2nd day of JULY, 20 01.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 9/4/01 CLERK me

SECRETARY OF THE COMMONWEALTH  
01 JUL -2 PM 12: 58  
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_ C T Corporation System  
\_\_\_\_\_ 101 Federal Street  
\_\_\_\_\_ Boston, MA 02110  
Telephone \_\_\_\_\_ 617-675-6400



# State of California



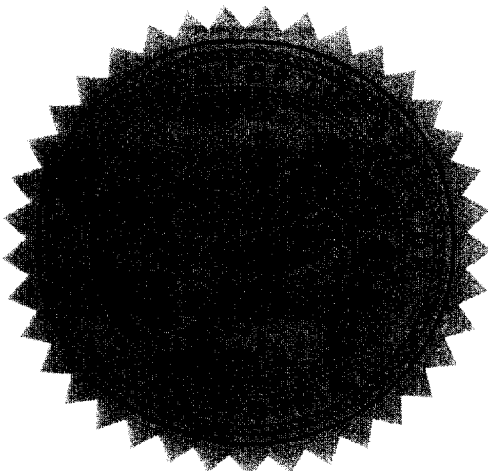
## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 05 2001



*Bill Jones*

Secretary of State

A0566899  
0766494 SURV

**CERTIFICATE OF OWNERSHIP**

**FILED**  
In the Office of the Secretary of State  
of the State of California

(Filed pursuant to Section 1110(e) of the California Corporations Code.)

JUL 02 2001 JLB

*Bill Jones*

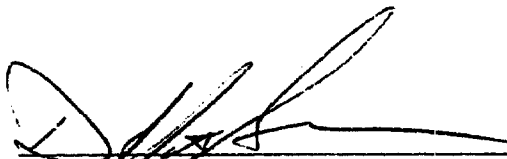
WILL JONES, Secretary of State

D. Keith Grossman and Cheryl D. Hess certify that:

1. They are the President and Chief Executive Officer, and the Chief Financial Officer and Secretary, respectively, of Thoratec Corporation, a California corporation ("*Thoratec*").
2. Thoratec owns all the outstanding shares of Thoratec Cardiosystems Inc., a Massachusetts corporation ("*Cardiosystems*").
3. The board of directors of Thoratec duly adopted the following resolution:

RESOLVED, that Thoratec merge Cardiosystems, its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

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.



D. Keith Grossman,  
President and Chief Executive Officer

DATE: July 2, 2001

\_\_\_\_\_  
Cheryl D. Hess,  
Chief Financial Officer and Secretary

TRADEMARK

REEL: 002378 FRAME: 0666

**CERTIFICATE OF OWNERSHIP**

(Filed pursuant to Section 1110(e) of the California Corporations Code.)

D. Keith Grossman and Cheryl D. Hess certify that:

1. They are the President and Chief Executive Officer, and the Chief Financial Officer and Secretary, respectively, of Thoratec Corporation, a California corporation ("*Thoratec*").
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\_\_\_\_\_  
D. Keith Grossman,  
President and Chief Executive Officer

DATE: July 2, 2001

Cheryl Hess  
Cheryl D. Hess,  
Chief Financial Officer and Secretary

