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FINANCE SECTION ▼

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

1. Name of conveying party(ies):

Aspect Electronics, Inc.
Post Office Box 60729
Los Angeles, California 90060-9847

5114102

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State Delaware
 Other: _____

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

2. Name and address of receiving party(ies)

Name: Aspect Medical Systems, Inc.

Internal Address: _____

Street Address: 141 Needham Street

City: Newton State: MA Zip: 02464-1505

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: October 24, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) B. Trademark Registration No.(s)

1932423 2323793

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: Massachusetts Zip: 02109

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 08-0219

(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.

Michael Bevilacqua, Esquire *[Signature]* May 6, 2002
 Name of Person Signing Signature Date

Hale and Dorr LLP Attorney Reference Number: 082.27.122

Total number of pages including cover sheet, attachments, and document: 2

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

05/20/2002 TDAZ1 00000036 080219 1932423

01 FC:481 40.00 CH
 02 FC:482 25.00 CH

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TRADEMARK ASSIGNMENT

This Agreement is made as of October 24, 2000 by and between Aspect Electronics, Inc., a subsidiary of North American Imaging, Inc., a Delaware corporation having a place of business at P.O. Box 60729, Los Angeles, California 90060-9847 ("Aspect Electronics"), and Aspect Medical Systems, Inc., a Delaware corporation, having a place of business at 141 Needham Street, Newton, MA 02464-1505 ("Aspect Medical Systems")

WHEREAS, Aspect Electronics is the owner of the trademark registrations identified below, including the goodwill of the business connected with the use of, and symbolized by, said marks.

For the sum of sixty thousand dollars (\$60,0000), the receipt of which is hereby acknowledged, Aspect Electronics hereby assigns to Aspect Medical Systems, Inc., the entire right, title and interest in and to the trademark "ASPECT", the trademark registrations identified below and the trademarks which are the subjects thereof, including the goodwill of the business connected with the use of, and symbolized by, said marks.

<u>MARK</u>	<u>REG. NO.</u>	<u>ISSUE DATE</u>
"ASPECT"	Reg. No. 1,932,423	November 7, 1995
"ASPECT"	Reg. No. 2,323,793	February 29, 2000

Aspect Electronics further agrees, for itself, its successors and assigns, (i) that it shall execute such further documents and perform such further lawful acts as may reasonably be requested by Aspect Medical Systems to effectuate this assignment, and (ii) that within sixty (60) days of the date of the execution of this Trademark Assignment, it shall cease all use of the trademarks set forth above and any other trademark or service mark that includes the word "ASPECT", and that it shall not thereafter use those trademarks or any marks confusingly similar thereto in connection with any goods or services anywhere in the world.

Aspect Electronics represents and warrants that it has the right to enter into this Agreement and to transfer the rights transferred hereunder.

Witness my hand and seal effective the 24th day of October, 2000.

ASPECT ELECTRONICS, INC

By: 

Title: President