

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nellcor Puritan Bennett Incorporated		12/29/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Nellcor Puritan Bennett LLC		
Street Address:	675 McDonnell Blvd.		
City:	Hazelwood		
State/Country:	MISSOURI		
Postal Code:	63042		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2056128	NELLCOR WORKS HERE	
CORRESPONDENCE DATA			
Fax Number:	(314)654-3156		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	314-654-6374		
Email:	trademarks@tycohealthcare.com		
Correspondent Name:	Angela J. Conrad		
Address Line 1:	675 McDonnell Blvd.		
Address Line 4:	Hazelwood, MISSOURI 63042		
ATTORNEY DOCKET NUMBER:	TM-MAINT-NELLCOR		
NAME OF SUBMITTER:	Angela J. Conrad		
Signature:	/Angela J. Conrad/		
Date:	04/11/2007		

CH \$40.00 2056128

Total Attachments: 2

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NELLCOR PURITAN BENNETT INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NELLCOR PURITAN BENNETT INCORPORATED" TO "NELLCOR PURITAN BENNETT LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2006, AT 7:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 9:45 O'CLOCK A.M.

2098124 8100V

070012352



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5328489

DATE: ~~0~~TRADEMARK

REEL: 003520 FRAME: 0182

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY
COMPANY ACT AND SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW

1. The name of the corporation immediately prior to the filing of this certificate of conversion is Nelcor Puritan Bennett Incorporated. The name under which the corporation was originally incorporated is Nelcor Incorporated.
2. The date on which the original Certificate of Incorporation was filed with the Delaware Secretary of State is August 5, 1986.
3. The name of the limited liability company into which the corporation is herein being converted is Nelcor Puritan Bennett LLC, which shall be organized as a Delaware limited liability company.
4. The conversion has been approved in accordance with the provisions of Section 8-266 of the Delaware General Corporation Law.
5. The effective time of the conversion of Nelcor Puritan Bennett Incorporation to Nelcor Puritan Bennett LLC shall be on December 29, 2006 at 9:45 a.m. eastern standard time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 20th day of December, 2006.

By: _____

Authorized Person

John S. Jenkins, Jr.
Vice President