

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wallach Surgical Devices, Inc.		10/26/2007	CORPORATION:

**RECEIVING PARTY DATA**

Name:	CooperSurgical, Inc.
Street Address:	6140 Stoneridge Mall Rd.
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2954995	PAPETTE
Registration Number:	1717759	WALLACH

**CORRESPONDENCE DATA**

Fax Number: (212)732-3232  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-732-3200  
 Email: melnick@clm.com  
 Correspondent Name: Diane B. Melnick, Esq.  
 Address Line 1: 2 Wall St.  
 Address Line 4: New York, NEW YORK 94588

ATTORNEY DOCKET NUMBER:	COO19 002
NAME OF SUBMITTER:	Diane B. Melnick
Signature:	/diane melnick/

CH \$65.00 2954995

Date:

11/16/2007

**Total Attachments: 8**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WALLACH SURGICAL DEVICES, INC.", A CONNECTICUT CORPORATION, WITH AND INTO "COOPERSURGICAL, INC." UNDER THE NAME OF "COOPERSURGICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2007, AT 3:04 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2247088 8100M  
071159944



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6112863

DATE: 10-29-07

TRADEMARK  
REEL: 003662 FRAME: 0300

CERTIFICATE OF OWNERSHIP AND MERGER

OF

WALLACH SURGICAL DEVICES, INC.

(a Connecticut corporation)

into

COOPERSURGICAL, INC.

(a Delaware corporation)

It is hereby certified that:

1. CooperSurgical, Inc., hereinafter sometimes referred to as the "Corporation", is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Wallach Surgical Devices, Inc, which is a business corporation of the State of Connecticut.
3. The laws of the jurisdiction of organization of Wallach Surgical Devices, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Wallach Surgical Devices, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on October 24, 2007 by the Board of Directors of the Corporation to merge the said Wallach Surgical Devices, Inc. into the Corporation:

RESOLVED that Wallach Surgical Devices, Inc. be merged into this Corporation, and that, upon the effective date of the Merger, all of the estate, property, rights, privileges, powers, and franchises of Wallach Surgical Devices, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Wallach Surgical Devices, Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, this Corporation shall assume all of the obligations of Wallach Surgical Devices, Inc.

RESOLVED that to consummate the Merger, the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file and record the Certificate of Ownership and Merger, and any other documents prescribed by the laws of the State of Delaware and by the laws of any other state that are applicable to the Merger, and to perform all necessary acts within the State of Delaware and within such other state to effectuate the Merger.

RESOLVED that the effective date of the Merger shall be October 26, 2007.

[Signature Page Follows]

Executed on October 26, 2007

COOPERSURGICAL, INC.

By: /s/ Carol Kaufman  
Carol Kaufman, Vice President & Secretary

6234922.1

**TRADEMARK**  
**REEL: 003662 FRAME: 0302**

SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

OCTOBER 26, 2007

JON BOWLING  
CSC THE UNITED STATES CORPORATION  
250 MAIN STREET  
APT.233  
HARTFORD, CT 06106

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

COOPERSURGICAL, INC.

Work Order Number: 2007259311-001  
Business Filing Number: 0003563898  
Type of Request: CERTIFICATE OF MERGER  
File Date/Time: OCT 26 2007 03:44 PM  
Effective Date/Time: OCT 26 2007 03:44 PM  
Work Order Payment Received: 55.00  
Payment Received: 55.00

Business Id: 0256941

ELISSA MACMILLAN  
Commercial Recording Division  
860-509-6003  
WWW.CONCORD.SOTS.CT.GOV

TRADEMARK  
REEL: 003662 FRAME: 0303

BUSINESS FILING REPORT

WORK ORDER NUMBER:2007259311-001  
BUSINESS FILING NUMBER: 0003563898

SURVIVING BUSINESS NAME:  
COOPERSURGICAL, INC.

BUSINESS LOCATION:  
95 CORPORATE DR

TRUMBULL,CT 06611

MAILING ADDRESS:  
6140 STONERIDGE MALL RD  
#590

PLEASANTON,CA 94588

TERMINATING BUSINESS NAMES:  
WALLACH SURGICAL DEVICES, INC.

\*\* END OF REPORT \*\*

CERTIFICATE OF MERGER

OF

WALLACH SURGICAL DEVICES, INC.

AND

COOPERSURGICAL, INC.

To the Secretary of the State  
State of Connecticut

Pursuant to sections 33-600 to 33-998, inclusive, the domestic business corporation and the foreign business corporation hereinafter named do hereby submit the following Certificate of Merger.

1. The names of the parties to the merger are Wallach Surgical Devices, Inc , a corporation organized and existing under the laws of the State of Connecticut, and CooperSurgical, Inc., a corporation organized and existing under the laws of the State of Delaware.

2. CooperSurgical, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law.

3. The effective date of the merger herein provided for shall be October 26, 2007

4. The Certificate of Incorporation of the surviving corporation at the effective date of the merger shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by law.

5. The plan of merger was duly approved by the shareholders of Wallach Surgical Devices, Inc. in the manner required by sections 33-600 to 33-998, inclusive, and the certificate of incorporation of Wallach Surgical Devices, Inc.

6. The plan of merger and the performance of its terms were duly authorized by all action required by the law of the state or country under which CooperSurgical, Inc. is organized or by which it is governed, and by the certificate of incorporation of CooperSurgical, Inc

[Signature Page Follows]

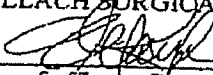


Oct 26 07 03:06p JON BOWLING

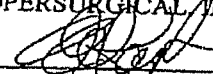
FILING #0003563898 PG 02 OF 02 VOL B-01096  
FILED 10/26/2007 03:44 PM PAGE 01503  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

Executed on October 26, 2007

WALLACH SURGICAL DEVICES, INC

By   
Name of officer: Carol Kaufman  
Title of officer: Vice President & Secretary

COOPERSURGICAL INC.

By   
Name of officer: Carol Kaufman  
Title of officer: Vice President & Secretary

02349121

10/26/2007 FRI 15:00 [TX/RX NO 8093] 003

TRADEMARK  
REEL: 003662 FRAME: 0306

**WALLACH SURGICAL DEVICES, INC.  
REGISTERED MARKS**

Mark	Country	File Date	Ser. No.	Reg. Date	Reg. No.	Classes
PAPETTE	U.S.	03/26/2004	78/391,186	05/24/2005	2,954,995	26, 39, 44
WALLACH	U.S.	11/04/1991	74/218,221	09/22/1992	1,717,759	09, 10