

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Nellcor Puritan Bennett Incorporated		12/29/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Nellcor Puritan Bennett LLC		
<b>Street Address:</b>	6135 Gunbarrel Avenue		
<b>City:</b>	Boulder		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80301		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	75142230	GOODKNIGHT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(303)305-2224		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	303-305-2273		
<b>Email:</b>	isabel.zuniga@covidien.com		
<b>Correspondent Name:</b>	Isabel Zuniga		
<b>Address Line 1:</b>	6135 Gunbarrel Avenue		
<b>Address Line 4:</b>	Boulder, COLORADO 80301		
<b>ATTORNEY DOCKET NUMBER:</b>	TM-MAINT-PB		
<b>NAME OF SUBMITTER:</b>	Isabel Zuniga		
<b>Signature:</b>	/Isabel Zuniga/		
<b>Date:</b>	07/23/2008		

CH \$40.00 75142230

Total Attachments: 2

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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 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

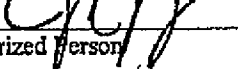
DATE: 01-04-07

TRADEMARK  
REEL: 003821 FRAME: 0379

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 Nellcor Puritan Bennett Incorporated. The name under which the corporation was originally incorporated is Nellcor 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 Nellcor 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 Nellcor Puritan Bennett Incorporation to Nellcor 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 20<sup>th</sup> day of December, 2006.

By:   
Authorized Person  
John S. Jenkins, Jr.  
Vice President