

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/09/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CoreValve Inc.		04/09/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Medtronic-CoreValve Inc.
Street Address:	710 Medtronic Parkway
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55432-5604
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	77418215	COREVALVE
Serial Number:	77496862	REDO
Serial Number:	77496868	COREDO
Serial Number:	77598551	PAVR'ING THE WAY
Serial Number:	77228147	TRANZAP
Registration Number:	3405124	COREVALVE
Registration Number:	3349321	REVALVING
Registration Number:	3053300	CORE VALVE CATHETER BASED HEART VALVE REPLACEMENT

**CORRESPONDENCE DATA**

Fax Number: (763)505-2530  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 763.505.2526

CH \$215.00 77418215

**900132691**

**TRADEMARK  
 REEL: 003977 FRAME: 0356**

Email: trademark@medtronic.com  
Correspondent Name: Cindy Evenson  
Address Line 1: 710 Medtronic Parkway  
Address Line 2: LC 340  
Address Line 4: Minneapolis, MINNESOTA 55432-5604

ATTORNEY DOCKET NUMBER:	T1750US LG10128.L25
NAME OF SUBMITTER:	Cindy L. Evenson
Signature:	/Cindy L. Evenson/
Date:	04/27/2009

**Total Attachments: 6**

source=CoreValve Inc to Medtronic CoreValve Inc#page1.tif  
source=CoreValve Inc to Medtronic CoreValve Inc#page2.tif  
source=CoreValve Inc to Medtronic CoreValve Inc#page3.tif  
source=CoreValve Inc to Medtronic CoreValve Inc#page4.tif  
source=CoreValve Inc to Medtronic CoreValve Inc#page5.tif  
source=CoreValve Inc to Medtronic CoreValve Inc#page6.tif

# Delaware

PAGE 1

## *The First State*

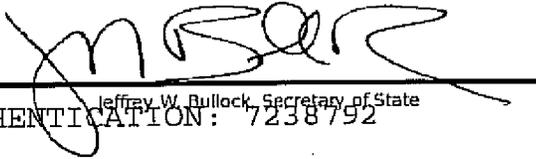
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARMSTRONG MERGER CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "COREVALVE INC." UNDER THE NAME OF  
"MEDTRONIC-COREVALVE INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE NINTH DAY OF APRIL, A.D. 2009, AT 3:27  
O'CLOCK P.M.

4078161 8100M

090351810



  
AUTHENTICATION: 7238792  
Jeffrey W. Bullock, Secretary of State

DATE: 04-09-09

**TRADEMARK**  
**REEL: 003977 FRAME: 0358**

**CERTIFICATE OF MERGER  
OF  
COREVALVE INC.  
(A DELAWARE CORPORATION)  
AND  
ARMSTRONG MERGER CORPORATION  
(A DELAWARE CORPORATION)**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), the following Certificate of Merger is executed as of April 9, 2009:

**FIRST:** The names of the constituent corporations to the merger are:

- (a) CoreValve Inc., a Delaware corporation; and
- (b) Armstrong Merger Corporation, a Delaware corporation.

**SECOND:** An Agreement and Plan of Merger, dated February 19, 2009, was approved, adopted, executed and acknowledged by each of CoreValve Inc. and Armstrong Merger Corporation in accordance with the provisions of the DGCL.

**THIRD:** The name of the surviving corporation is CoreValve Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "Medtronic-CoreValve Inc."

**FOURTH:** The merger shall be effective at the time this Certificate of Merger is filed with the Delaware Secretary of State.

**FIFTH:** The Amended and Restated Certificate of Incorporation attached hereto as Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation as of the effective date of the merger.

**SIXTH:** The Board of Directors of Armstrong Merger Corporation shall be the Board of Directors of the Surviving Corporation as of the effective date of the merger.

**SEVENTH:** An executed copy of the Agreement and Plan of Merger is on file at the offices of CoreValve Inc. located at 710 Medtronic Parkway, Minneapolis, Minnesota 55432 and shall be furnished, on request and without cost, to any stockholder of any constituent corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CoreValve Inc. has executed this Certificate of Merger as of the date first set forth above.

COREVALVE INC.

By: \_\_\_\_\_

Name: Daniel Lemaitre

Title: Chief Executive Officer

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MEDTRONIC-COREVALVE INC.**

ARTICLE 1 - NAME

The name of the corporation is Medtronic-CoreValve Inc. (hereinafter referred to as the "Corporation").

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

ARTICLE 4 - STOCK

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$.01 par value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

ARTICLE 5 - MANAGEMENT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

5.1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws. Election of directors need not be by ballot unless the bylaws so provide.

5.2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the bylaws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed

mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

5.3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

5.4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any bylaws from time to time made by the stockholders; provided, however, that no bylaws so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

#### ARTICLE 6 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the General Corporation Law or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any action taken, or any failure to take any action, as a director of the Corporation.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation. This indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of each person referred to in the immediately preceding sentence.

Neither any amendment nor repeal of this Article 6 nor the adoption of any provision of this Certificate inconsistent with this Article 6 shall eliminate or reduce the effect of this Article 6 in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article 6, would accrue or arise, prior to such amendment, repeal or adoption or an inconsistent provision.

ARTICLE 7 - AMENDMENT

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

ARTICLE 8 - SECTION 203

Section 203 of the General Corporation Law of the State of Delaware shall not apply to the Corporation.