

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/24/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Medtronic Restore Medical, Inc.		04/24/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Medtronic Xomed, Inc.
Street Address:	6743 Southpoint Drive N
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32216-0980
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	77446325	ALAR
Serial Number:	77446440	ALAR NASAL VALVE COLLAPSE SYSTEM
Registration Number:	2856897	PILLAR
Serial Number:	77057602	PILLAR
Registration Number:	3498035	R RESTORE MEDICAL
Registration Number:	2885136	RESTORE MEDICAL
Serial Number:	77196933	SNOREGRAM
Serial Number:	77195807	SNORE-O-GRAM

CORRESPONDENCE DATA

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

CH \$215.00 77446325

900158767

**TRADEMARK
 REEL: 004179 FRAME: 0391**

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:	RESTORE LG10000.L25
NAME OF SUBMITTER:	Cindy L. Evenson
Signature:	/Cindy L. Evenson/
Date:	04/02/2010

Total Attachments: 5
source=merger MDT Restore into MDT Xomed#page1.tif
source=merger MDT Restore into MDT Xomed#page2.tif
source=merger MDT Restore into MDT Xomed#page3.tif
source=merger MDT Restore into MDT Xomed#page4.tif
source=merger MDT Restore into MDT Xomed#page5.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:

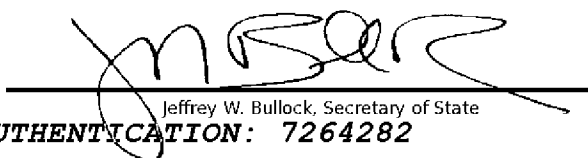
"MEDTRONIC RESTORE MEDICAL, INC.", A DELAWARE CORPORATION, WITH AND INTO "MEDTRONIC XOMED, INC." UNDER THE NAME OF "MEDTRONIC XOMED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF APRIL, A.D. 2009, AT 10:56 O'CLOCK A.M.

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

2391243 8100M

090394571




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7264282

DATE: 04-24-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004179 FRAME: 0393

**CERTIFICATE OF MERGER
OF
MEDTRONIC XOMED, INC.
(A DELAWARE CORPORATION)
AND
MEDTRONIC RESTORE MEDICAL, INC.
(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 24, 2009:

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

- (a) Medtronic Xomed, Inc., a Delaware corporation;
- (b) Medtronic Restore Medical, Inc., a Delaware corporation.

SECOND: An Agreement and Plan of Merger, dated April 24, 2009, attached hereto as Exhibit A, was approved, adopted, executed and acknowledged by each of Medtronic Xomed, Inc. and Medtronic Restore Medical, Inc. in accordance with the provisions of the DGCL.

THIRD: The name of the surviving corporation is Medtronic Xomed, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the resulting company.

FIFTH: The Board of Directors of Medtronic Xomed, Inc. shall be the Board of Directors of the surviving corporation as of the effective date of the merger.

SIXTH: The merger shall become effective on April 24, 2009.

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

[SIGNATURE PAGE FOLLOWS]

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

MEDTRONIC XOMED, INC.

By: G. S. Ellis

Gary L. Ellis

Vice President and Chief Financial Officer

**PLAN OF MERGER
OF
MEDTRONIC RESTORE MEDICAL, INC.
INTO
MEDTRONIC XOMED, INC.**

PLAN OF MERGER made April 24, 2009 between Medtronic Restore Medical, Inc. a Delaware, ("RESTORE"), and Medtronic Xomed, Inc., a Delaware Corporation, ("XOMED").

WHEREAS, RESTORE is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of Delaware on April 8, 2004; and

WHEREAS, XOMED is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of Delaware on April 5, 1994; and

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

RESOLVED, RESTORE shall be and it hereby is merged into XOMED;

FURTHER RESOLVED, the Merger shall become effective on April 24, 2009, with such effectiveness being hereinafter called the Effective Date;

FURTHER RESOLVED, XOMED shall be the surviving corporation of the merger herein contemplated and shall continue to be governed by the laws of Delaware, and the separate corporate existence of RESTORE shall cease forthwith upon the Effective Date;

FURTHER RESOLVED, the Articles of Incorporation of XOMED as they exist on the Effective Date shall continue to be the Articles of Incorporation of XOMED following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof;

FURTHER RESOLVED, upon the Effective Date, each of the 100 shares of the Common Stock of RESTORE presently issued and outstanding shall without further action automatically be canceled and cease to exist;

FURTHER RESOLVED, at and after the effective time of the merger, XOMED shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each

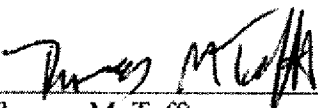
of the parties hereto; all debts due to RESTORE or whatever account shall be vested in XOMED; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of XOMED as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in RESTORE shall not revert or be in any way impaired by reason of the merger, but shall be vested in XOMED; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to XOMED and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and XOMED shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger; and

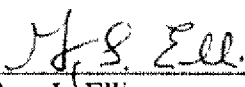
FURTHER RESOLVED, XOMED agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of RESTORE as well as for the enforcement of any obligation of XOMED arising from the merger.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by an authorized officer of each party hereto.

MEDTRONIC RESTORE
MEDICAL, INC.

MEDTRONIC XOMED, INC.

By 
Thomas M. Tefft
Vice President and Controller

By 
Gary L. Ellis
Vice President and Chief
Financial Officer