

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
|------------------|----------------|

| | |
|-----------------------|--|
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
|-----------------------|--|

| | | | |
|-----------------------------|----------|----------------|--------------------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Respironics Novamatrix, LLC | | 12/19/2002 | LTD LIAB JT ST CO: DELAWARE |

| | |
|----------------------|-----------------------|
| RECEIVING PARTY DATA | |
| Name: | Respironics, Inc. |
| Street Address: | 5 Technology Drive |
| City: | Wallingford |
| State/Country: | CONNECTICUT |
| Postal Code: | 06492 |
| Entity Type: | CORPORATION: DELAWARE |

| | | |
|----------------------------|----------|--------------|
| PROPERTY NUMBERS Total: 27 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2124338 | TIDAL WAVE |
| Registration Number: | 2188538 | CO2SMO PLUS! |
| Registration Number: | 2373236 | NICO |
| Registration Number: | 2441414 | NICO2 |
| Serial Number: | 75613500 | MARSP02 |
| Registration Number: | 1599416 | CAPNOSTAT |
| Registration Number: | 1854555 | CAPNOGARD |
| Registration Number: | 1855656 | CO2SMO |
| Registration Number: | 1857602 | OXYPLETH |
| Registration Number: | 1174032 | PNEUMOGARD |
| Registration Number: | 1174995 | NOVAMATRIX |
| Registration Number: | 1243494 | TCO2M |
| Registration Number: | 2496515 | VENT |
| Registration Number: | 2540165 | SNUGGLEUP |

CH \$690.00 2124338

| | | |
|----------------------|---------|-------------------|
| Registration Number: | 2517264 | WEE THUMBIE |
| Registration Number: | 2519995 | WEE SOOTHIE |
| Registration Number: | 2540164 | WEE CARE |
| Registration Number: | 2519996 | SOOTHIE |
| Registration Number: | 2762417 | SWEET-EASE |
| Registration Number: | 2585236 | WEE PEE |
| Registration Number: | 2746096 | GEL-E DONUT |
| Registration Number: | 2682875 | |
| Registration Number: | 2561839 | SQUISHON |
| Registration Number: | 2561838 | WEESPECS |
| Registration Number: | 2573604 | PREEMIE FOR A DAY |
| Registration Number: | 2624608 | BENDY |
| Registration Number: | 2502497 | OASIS |

CORRESPONDENCE DATA

Fax Number: (801)531-9168
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 801 532 1922
Email: trademark@traskbritt.com
Correspondent Name: Bretton L. Crockett
Address Line 1: 230 South 500 East, Suite 300
Address Line 4: Salt Lake City, UTAH 84102

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 2181-011 |
| NAME OF SUBMITTER: | Bretton L. Crockett |

Total Attachments: 3
source=00000001#page1.tif
source=00000002#page1.tif
source=00000003#page1.tif

5

RESPIRONICS NOVAMETRIX, LLC
Action by Consent in Writing of the Managers

The undersigned, being all the Managers of Respironics Novamatrix, LLC, a Delaware limited liability company (the "Company"), hereby adopt the following resolutions, effective January 1, 2003 immediately following the distribution of certain intellectual property from Children's Medical Ventures, LLC to the Company (the "Effective Time"), by consent in writing as permitted by Section 5.1 of the Company's Operating Agreement with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Managers of the Company and do hereby waive all notice requirements in connection with said meeting:

Approval of Distribution of Dividend

WHEREAS, the Managers of the Company may make distributions of property to the Member of the Company, as permitted by Section 11.1 of the Company's Operating Agreement;

WHEREAS, the Company has received a distribution of certain intellectual property from Children's Medical Ventures, LLC, a Delaware limited liability company; and

WHEREAS, the Managers of the Company desire to distribute such intellectual property and certain other intellectual property of the Company to the Member of the Company;

NOW, THEREFORE, BE IT:

RESOLVED, that the Managers of the Company have determined that the distribution contemplated by these resolutions is in the best interests of the Company and is undertaken for good and valid business reasons, including enabling the Company to more accurately assess the performance and value of its various operations apart from the value added by its intellectual property, to isolate intellectual property ownership into a separate legal entity to provide efficiencies within the Company's current organizational structure and to align the Company's assets and personnel, intellectual property and financial resources in order to focus the Company on its long-term business strategy;

FURTHER RESOLVED, that the Managers of the Company have determined, in their judgment, that the distribution contemplated by these resolutions will not render the Company insolvent or impair its ability to discharge its obligations or interfere with the ability of the Company to carry out its purposes;

FURTHER RESOLVED, that there be and hereby is declared and approved a distribution of a dividend to the Member of the Company of the

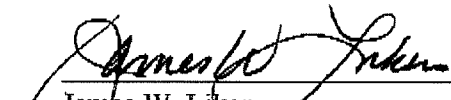
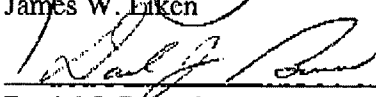
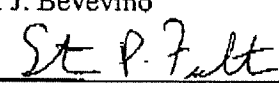
6

following intellectual property owned by the Company at the Effective Time: all inventions, know-how and technology, whether patentable or not; all patents and patent applications; those trade secrets and proprietary data incorporated within the Company's products; all trademarks, service marks and trade names and applications and registrations therefor, and all goodwill associated with such trademarks, service marks and trade names; and all copyright rights whether registered or not; provided, however, that any such item shall not be distributed to the extent that such distribution would violate its terms and/or require consent by another party if such consent has not been obtained by the Company as of the Effective Time or is prohibited by law;

FURTHER RESOLVED, that in furtherance of the dividend and matters relating thereto, the Managers of the Company, and each of them, be and they hereby are, authorized, empowered and directed, for and on behalf of the Company, to do and perform each and every act and thing and to execute and deliver any and all agreements, plans and arrangements, as such Managers may deem necessary, advisable or appropriate to implement the intent and purpose of the preceding resolutions; and

FURTHER RESOLVED, that any and all actions of the Company and its Managers and employees heretofore or hereafter taken in connection with the dividend and matters relating thereto are hereby ratified, approved and confirmed in all respects as the acts and deeds of the Company.

WITNESS the due execution hereof as of the 19th day of December, 2002.


James W. Liken

Daniel J. Bevevino

Steven P. Fulton

The undersigned certifies that the above Consent has been duly filed with the minutes of the Company.

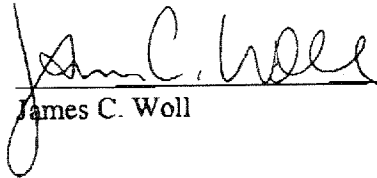

Dorita A. Pishko, Secretary

RESPIRONICS, INC.
AND
RESPIRONICS NOVAMETRIX, LLC
OFFICER'S CERTIFICATE

I, James C. Woll, a duly elected and qualified Vice President of Respiroincs, Inc., a Delaware corporation ("Respiroincs"), and Respiroincs Novamatrix, LLC, a Delaware limited liability company ("Respiroincs Novamatrix"), do hereby certify in my capacity as Vice President of Respiroincs and Respiroincs Novamatrix, that:

Respiroincs is on the date hereof, and has been since the date of formation of Respiroincs Novamatrix, the sole member of Respiroincs Novamatrix.


IN WITNESS WHEREOF, I have hereunto set my hand as Vice President of Respiroincs and Vice President of Respiroincs Novamatrix this 7th day of October, 2003.



James C. Woll

I, the undersigned, Eileen R. Sisca, Associate General Counsel of Respiroincs, do hereby certify that James C. Woll is a duly elected, qualified and acting Vice President of Respiroincs and Respiroincs Novamatrix and that the signature above is his true and genuine signature.

IN WITNESS WHEREOF, I have hereunto set my hand as Associate General Counsel of Respiroincs, this 7th day of October, 2003.



Eileen R. Sisca