

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CardioThoracic Systems, Inc.		01/03/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CardioThoracic Systems, LLC
Street Address:	2711 Centerville Road, Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78925689	ENDOMAZE
Serial Number:	75979371	OUTCOMES
Registration Number:	2117072	CARDIOTHORACIC SYSTEMS
Serial Number:	78940897	ONE HOUR - ONE DAY
Registration Number:	2168327	CTS
Registration Number:	2977313	BEATING HEART HALL OF FAME
Registration Number:	2830685	ACROBAT
Registration Number:	2830661	HEARTSTRING
Registration Number:	2755306	AXIUS
Registration Number:	2742953	XPOSE
Registration Number:	2256745	EPIGRIP
Registration Number:	2168015	CTS

CORRESPONDENCE DATA

OP \$315.00 78925689

Fax Number: (612)331-2239
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-331-1464
Email: michelle@nrslaw.com
Correspondent Name: Wayne A. Sivertson
Address Line 1: Suite 401, Broadway Place East
Address Line 2: 3433 Broadway Street Northeast
Address Line 4: Minneapolis, MINNESOTA 55413

ATTORNEY DOCKET NUMBER:	56021 - 12 U.S. FILES
NAME OF SUBMITTER:	Wayne A. Sivertson
Signature:	/WAS316/
Date:	05/15/2008

Total Attachments: 2
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State of Delaware

**CERTIFICATE OF CONVERSION
FROM CORPORATION TO LIMITED LIABILITY COMPANY
of
CARDIOTHORACIC SYSTEMS, INC.**

CardioThoracic Systems, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the converting corporation is CardioThoracic Systems, Inc., (the "Corporation"), which was originally incorporated on February 20, 1996 under the name CardioThoracic Systems, Inc.

2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is CardioThoracic Systems, Inc.

3. The name of the limited liability company into which the Corporation shall be converted is CardioThoracic Systems, LLC, as set forth in the Certificate of Formation of CardioThoracic Systems, LLC, which is being filed concurrently herewith in accordance with the Delaware Limited Liability Company Act, as amended.

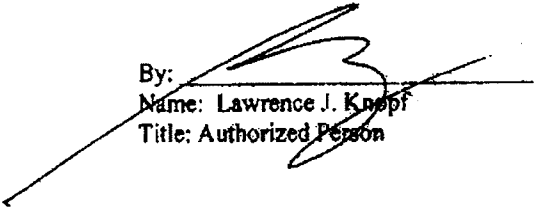
4. The conversion of the Corporation to CardioThoracic Systems, LLC (the "Conversion") has been approved by the Board of Directors and the Sole Stockholder of the Corporation in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

5. It is intended that the Conversion effect a complete liquidation of CardioThoracic Systems, Inc., within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of applicable state tax laws (and any successor provisions).

6. The Conversion shall be effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of this 3rd day of January, 2008.

CARDIOTHORACIC SYSTEMS, LLC

By: 
Name: Lawrence J. Knopf
Title: Authorized Person

CERTIFICATE OF FORMATION
OF
CARDIOTHORACIC SYSTEMS, LLC

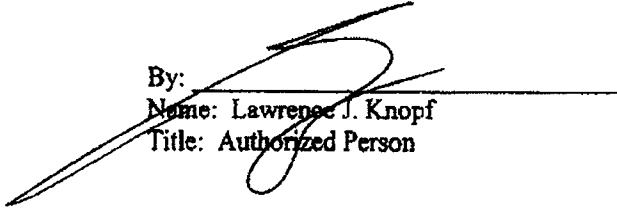
This Certificate of Formation of CardioThoracic Systems, LLC (the "LLC"), dated as of January 3rd, 2008 is being duly executed and filed by Lawrence J. Knopf, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST: The name of the limited liability company is:

CardioThoracic Systems, LLC

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in the County of New Castle. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of CardioThoracic Systems, LLC this 3rd day of January 2008.

By: 
Name: Lawrence J. Knopf
Title: Authorized Person