

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Purchase Agreement
CONVEYING PARTY DATA	
Name	Execution Date
Spacelabs Medical, Inc.	01/02/2004
RECEIVING PARTY DATA	
Name:	Datex-Ohmeda, Inc.
Street Address:	3030 Ohmeda Drive
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53718
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5253648
CORRESPONDENCE DATA	
Fax Number:	(949)709-3193
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	9497952386
Email:	sona@patentmetrix.com
Correspondent Name:	Sona Dalal
Address Line 1:	14252 Culver Drive
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Address Line 4:	Irvine, CALIFORNIA 92604
ATTORNEY DOCKET NUMBER:	5253648_PART1
NAME OF SUBMITTER:	Hazim Ansari
Total Attachments: 4 source=1_SPCInctoDatex_Sig#page1.tif source=1_SPCInctoDatex_Sig#page2.tif source=1_SPCInctoDatex_Sig#page3.tif source=1_SPCInctoDatex_Sig#page4.tif	

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EXECUTION COPY

CONFIDENTIAL

PURCHASE AGREEMENT

dated as of January 2, 2004

between

INSTRUMENTARIUM CORPORATION

and

OSI SYSTEMS, INC.

This PURCHASE AGREEMENT, dated as of January 2, 2004, is made between INSTRUMENTARIUM CORPORATION, a Finland corporation ("Instrumentarium"), and OSI SYSTEMS, INC., a California corporation (the "Acquiror")

PRELIMINARY STATEMENTS

A. Datex-Ohmeda, Inc., a Delaware corporation and a wholly owned subsidiary of Instrumentarium ("D-O U.S."), owns all of the outstanding ownership interests in Spacelabs Medical, LLC, a Delaware limited liability company ("Spacelabs"). Spacelabs International Inc., a Delaware corporation and a wholly owned subsidiary of D-O U.S. ("Spacelabs International"), owns all of the outstanding ownership interests in Spacelabs Medical Finland Oy, a Finland osakeyhtiö ("SL Finland"), and Spacelabs Pte. Ltd, a Singapore corporation ("SL Singapore").

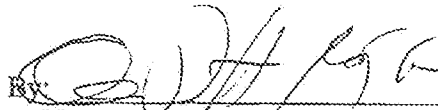
B. Datex-Ohmeda S.A.S., a France société par actions simplifiée and a wholly owned subsidiary of Instrumentarium ("D-O France"), owns all of the outstanding shares of Spacelabs Medical SAS, a France société par actions simplifiée ("SL France"). Spacelabs, SL Finland, SL France and SL Singapore are collectively referred to herein as the "Business Subsidiaries." D-O U.S., Spacelabs International and D-O France are collectively referred to herein as the "Equity Sellers."

C. Instrumentarium holds, directly or indirectly, all of the outstanding shares of or ownership interests in Datex-Ohmeda Pty. Ltd., an Australia proprietary company, Spacelabs Medical Products GmbH, an Austria Gesellschaft mit Beschränkter Haftung, Datex-Ohmeda (Canada), Inc., a Canada corporation, Spacelabs Medical Instruments (Tianjin) Co. Ltd., a China corporation, Datex-Ohmeda GmbH, a Germany Gesellschaft mit Beschränkter Haftung, Spacelabs Medical Limited, a Hong Kong company, Spacelabs Medical Private Ltd., an India private limited company, Datex-Ohmeda S.p.A., an Italy società per azioni, SLMD in Liquidazione S.r.l., an Italy società a responsabilità limitata, Spacelabs Medical, S.A. de C.V., a Mexico corporation, Datex-Ohmeda B.V., a Netherlands bekende vlaming, Datex-Ohmeda Norge AS, a Norway aksje selskap, Datex-Ohmeda S.L., a Spain sociedad limitada, Instrumentarium AB, a Sweden aktiebolag, Spacelabs Medical AB, a Sweden aktiebolag, Spacelabs Medical, Ltd., a Taiwan company, and Datex-Ohmeda Ltd, a United Kingdom private limited company (collectively, together with Instrumentarium, the "Asset Sellers" and, together with the Equity Sellers, the "Sellers").

D. The Asset Sellers and the Business Subsidiaries are, among other things, engaged in the business of designing, manufacturing and selling patient monitoring, anesthesia delivery and clinical information systems products and centralized cardiovascular monitoring services and other supplies and services to support such products and services, which business historically was operated by Spacelabs Medical, Inc., a Delaware corporation ("SMI"), and its Subsidiaries and which currently is operated as a part of Instrumentarium's Datex-Ohmeda division (such business and products collectively, and as conducted and designed, manufactured and sold, the "Business").

IN WITNESS WHEREOF, Instrumentarium and the Acquiror have caused this Agreement to be executed on the date first written above by their respective duly authorized officers.

INSTRUMENTARIUM CORPORATION

By: 
Name: OLLI RIIHELÄ MATTI SALMIVUO
Title: PRESIDENT, CEO CFO

IN WITNESS WHEREOF, Instrumentarium and the Acquiror have caused this Agreement to be executed on the date first written above by their respective duly authorized officers.

OSI SYSTEMS, INC.

By: Deepak Chopra
Name: Deepak Chopra
Title: Chairman and CEO

[Signature page to Purchase Agreement.]