

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/23/2009

CONVEYING PARTY DATA

Name	Execution Date
Aspect Medical Systems, Inc.	12/23/2009

RECEIVING PARTY DATA

Name:	Aspect Medical Systems, LLC
Street Address:	15 Hampshire Street
City:	Mansfield
State/Country:	MASSACHUSETTS
Postal Code:	02048

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11871599

CORRESPONDENCE DATA

Fax Number: (303)305-2224
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-305-2400
 Email: ip.legal@covidien.com
 Correspondent Name: Nellcor Puritan Bennett LLC
 Address Line 1: 6135 Gunbarrel Avenue
 Address Line 2: Attn: IP Legal
 Address Line 4: BOULDER, COLORADO 80301

ATTORNEY DOCKET NUMBER:	H-RM-01980-02
NAME OF SUBMITTER:	Brian D. Lefort

Total Attachments: 3
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**PATENT
 REEL: 024102 FRAME: 0777**

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:

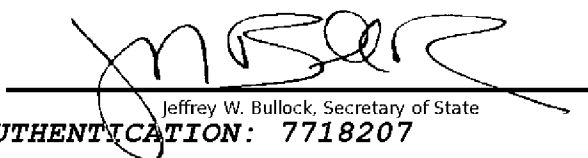
"ASPECT MEDICAL SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ASPECT MEDICAL SYSTEMS, LLC" UNDER THE NAME OF "ASPECT MEDICAL SYSTEMS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2009, AT 8:30 O'CLOCK A.M.

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

4763971 8100M

091127891




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7718207

DATE: 12-23-09

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

PATENT
REEL: 024102 FRAME: 0779

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:16 AM 12/23/2009
FILED 08:30 AM 12/23/2009
SRV 091127891 - 4763971 FILE

CERTIFICATE OF MERGER
OF
ASPECT MEDICAL SYSTEMS, INC.
INTO
ASPECT MEDICAL SYSTEMS, LLC

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware
and Section 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: Aspect Medical Systems, LLC, a Delaware limited liability company (the "LLC"), and Aspect Medical Systems, Inc., a Delaware corporation (the "Corporation").

SECOND: The Corporation and the LLC have entered into an Agreement of Merger, dated as of December 23, 2009 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA, in the case of the LLC, and Sections 103 and 264 of the DGCL, in the case of the Corporation.

THIRD: Aspect Medical Systems, LLC shall be the surviving entity in the merger (the "Surviving LLC").

FOURTH: The Merger Agreement is on file at an office of the Surviving LLC at 15 Hampshire Street, Mansfield, MA 02048. A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of
Merger to be duly executed as of the 23rd day of December, 2009.

ASPECT MEDICAL SYSTEMS, LLC

By: /s/ Matthew J. Nicolella
Name: Matthew J. Nicolella
Title: Authorized Person