

## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Baxano, Inc.	05/31/2013
RECEIVING PARTY DATA	
Name:	Baxano Surgical, Inc.
Street Address:	110 Horizon Drive, Suite 230
City:	Raleigh
State/Country:	NORTH CAROLINA
Postal Code:	27615
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13588969
CORRESPONDENCE DATA	
Fax Number:	6502127562
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 212-1700
Email:	info@shayglenn.com
Correspondent Name:	Shay Glenn LLP
Address Line 1:	2755 Campus Drive, Suite 210
Address Line 4:	San Mateo, CALIFORNIA 94403
ATTORNEY DOCKET NUMBER:	10376-706.502
NAME OF SUBMITTER:	Mary Buggie
Signature:	/Richard D. Shoop, Reg. No. 45,763/
Date:	08/20/2013
Total Attachments: 6	
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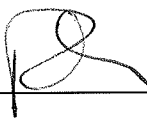
CH \$40.00 13588969

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RECORDATION FORM COVER SHEET  
PATENTS ONLY

PATENT AND TRADEMARK OFFICE

TO THE HONORABLE DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

1. Name of conveying party(ies):  <b>(1) Baxano, Inc.</b>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies):  Name: <b>Baxano Surgical, Inc.</b> <b>110 Horizon Drive, Suite 230</b> <b>Raleigh, NC 27615</b>	
3. Nature of Conveyance:  <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other  <b>DATE: (1) 05/31/2013</b>		Name and address of receiving party(ies):  Name:  Street Address:  City: State: Zip:  Country: Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the application is:			
A. Patent Application No.(s) – <b>13/588,969</b>  Title: <b>ACCESS AND TISSUE MODIFICATION SYSTEMS AND METHODS</b>		B. Patent No.(s)	
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed:  <b>Richard D. Shoop</b> <b>Shay Glenn LLP</b> <b>2755 Campus Drive, Suite 210</b> <b>San Mateo, CA 94403</b>		6. Total number of applications and patents involved: <u>1</u>	
		7. Total fee (37 CFR 3.41): \$40.00  <input type="checkbox"/> A check is enclosed that includes the total fee. <input checked="" type="checkbox"/> Charge the \$40 fee to <b>Deposit Account 50-4050.</b>	
DO NOT USE THIS SPACE			
8. Statement and signature.  <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <b>Richard D. Shoop, Reg. No. 45,763</b> Name of Person Signing  Signature <u>August 20, 2013</u> Date Total number of pages including cover sheet, attachments, and documents: <b>6</b>			

# 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 OWNERSHIP, WHICH MERGES:

"BAXANO, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "TRANS1 INC." UNDER THE NAME OF "BAXANO SURGICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2013, AT 11:12 O'CLOCK A.M.

3222885 8100M

130740913

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0487295

DATE: 06-05-13

PATENT  
REEL: 031047 FRAME: 0949

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER**

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**MERGING SUBSIDIARY INTO PARENT**

**BAXANO, INC.**  
a Delaware corporation

**INTO**

**TRANS1 INC.**  
a Delaware corporation

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Pursuant to section 253 of the General Corporation Law of the State of Delaware, which permits the merger of subsidiaries of a corporation with and into a parent corporation where one of the corporations is organized and existing under the laws of Delaware, TranS1 Inc. (the "Corporation"), a corporation organized on May 5, 2000, and existing under the laws of the State of Delaware, does hereby certify:

First: That immediately prior to the filing of this Certificate of Ownership and Merger the Corporation owned one hundred percent (100%) of the issued and outstanding capital stock of Baxano, Inc., a corporation organized on March 24, 2005, and existing under the laws of the State of Delaware (the "Subsidiary").

Second: That the Corporation, on May 30, 2013, by resolutions of its Board of Directors duly adopted by unanimous written consent, a copy of which is attached hereto as **Attachment A**, determined to, and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, hereby does, merge the Subsidiary into the Corporation.

Third: That as of the effective time of the merger, TranS1 Inc. relinquishes its corporate name and assumes in place thereof the name Baxano Surgical, Inc.

Fourth: That the Certificate of Incorporation and the Bylaws of the Corporation prior to the merger shall be the Certificate of Incorporation and the Bylaws of the Corporation after the merger without any change or amendment.

Fifth: That this Certificate of Ownership and Merger shall be effective upon filing.

*[signature page follows]*

*[Signature Page to Certificate of Ownership and Merger]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by an authorized officer this the 31<sup>st</sup> day of May, 2013.

TRANS1 INC.

By:

  
\_\_\_\_\_  
Ken Reali  
President and Chief Executive Officer

## **ATTACHMENT A**

### **RESOLUTIONS OF DIRECTORS**

#### **Approval of Rollup Merger with Baxano, Inc.**

WHEREAS, effective as of the effective time under Delaware law (the "Effective Time") of the merger (the "Merger") of RacerX Acquisition Corp. ("Merger Sub"), a wholly-owned subsidiary of TranS1 Inc., a Delaware corporation (the "Company"), with and into Baxano, Inc., a Delaware corporation ("Baxano"), pursuant to that certain Agreement and Plan of Merger, dated as of March 3, 2013, by and among the Company, Baxano, Merger Sub, and Sumeet Jain and David Schulte, solely as the Securityholder Representatives, the Company will be the legal and beneficial owner of all of the issued and outstanding shares of capital stock of Baxano;

WHEREAS, the Company desires to merge Baxano into itself pursuant to the provisions of Section 253 of the Delaware General Company Law (the "Rollup Merger");

WHEREAS, the Board of Directors of the Company (the "Board") has previously approved on March 25, 2013 changing the name of the Company from TranS1 Inc. to Baxano Surgical, Inc. (the "Name Change") and the stockholders of the Company are expected to vote on the Name Change at a special meeting of stockholders on May 31, 2013;

WHEREAS, the Board has determined that the Rollup Merger is in the best interests of the Company; and

WHEREAS, the Board has determined that it is in the best interests of the Company that, subject to approval of the Name Change by the stockholders of the Company, the Name Change take effect as of the effective time of the Rollup Merger.

RESOLVED, that, subject to the closing of the Merger and the approval of the Name Change by the stockholders of the Company, effective upon the filing of an appropriate Certificate of Ownership and Merger attaching a copy of these resolutions with the Secretary of State of Delaware, or such later time as the Company's officers may deem necessary or advisable and shall specify in such Certificate of Ownership and Merger, Baxano shall merge with and into the Company, which will assume all the liabilities and obligations of Baxano and that after the Rollup Merger, the name of the surviving corporation shall be Baxano Surgical, Inc.;

FURTHER RESOLVED, that, subject to the closing of the Merger and the approval of the Name Change by the stockholders of the Company, the officers of the Company be, and they hereby are, authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Baxano into the Company and the Name Change, and the date of adoption thereof, and to file the same with the Secretary of State of Delaware;

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the Rollup Merger and Name Change; and

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized in their discretion to abandon execution and delivery of the Certificate of Ownership and Merger and consummation of the Rollup Merger and Name Change without any further action of the Board.