

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDER
6-21-99 TF

06-24-1999



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks. Please record this document and its attachments or copy thereof.

1. Name of conveying party(ies):
Raytheon E-Systems, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Access Radiology Corporation

Internal Address: _____

Street Address: 25 Hartwell Avenue

City: Lexington State: MA ZIP: 02421

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 2, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1, 628,061 and 1,965,898

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas V. Smurzynski

Internal Address: Lahive & Cockfield, LLP

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0080

DO NOT USE THIS SPACE

9. Statement and signature.
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.

Thomas V. Smurzynski
Name of Person Signing

Thomas V. Smurzynski
Signature

June 18, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001917 FRAME: 0426

Schedule A

U.S. TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
E-MED	1,965,898	April 2, 1996
PHOTOPHONE	1,628,061	December 18, 1990

FOREIGN TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>
E-MED	617,055	March 7, 1996	Australia
E-MED	93/494,732	May 13, 1994	France
E-MED	541,979	September 1, 1994	Benelux
E-MED	310,405	March 24, 1995	South Korea
E-MED	3,228,440	November 29, 1996	Japan
E-MED	4,011,987	June 13, 1997	Japan
E-MED	332/18	February 19, 1995	Saudi Arabia

ASSIGNMENT OF TRADEMARKS

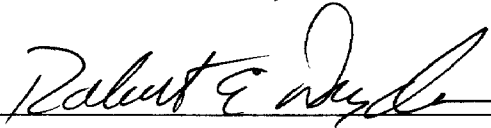
WHEREAS Raytheon E-Systems, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 501 S. Jupiter Road, Garland, Texas 75042 (the "Assignor") has adopted and used and is using the trademarks and service marks (the "Marks") identified on Schedule A attached hereto, and is the owner of the registrations of such Marks in the United States Patent and Trademark Office and the appropriate office in other countries identified in such Schedule A; and

WHEREAS, Access Radiology Corporation, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 25 Hartwell Avenue, Lexington, Massachusetts 02421 (the "Assignee"), is desirous of acquiring the Marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfers unto the Assignee all right, title and interest in and to the Marks, together with (i) the registrations of the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (iii) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

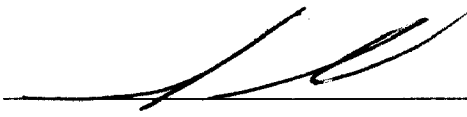
IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 2d day of June, 1999.

RAYTHEON E-SYSTEMS, INC.

By: 
Name: Robert E. Dayden
Title: Assistant Secretary

The foregoing assignment of the Marks and the registrations thereof by the Assignor to the Assignee is hereby accepted as of the 16th day of June, 1999.

ACCESS RADIOLOGY CORPORATION

By: 
Name: Scott Skelton
Title: President

COMMONWEALTH OR STATE OF TEXAS)
)ss.
COUNTY OF Dallas)

On this the 2d day of June, 1999 before me appeared Robert Dayden, the person who signed this instrument, who acknowledged that he is the Asst. Secretary of Raytheon E-Systems, Inc. and that being duly authorized he signed such instrument as a free act on behalf of said corporation.



Cathy Baker
Notary Public
My Commission Expires:

COMMONWEALTH OR STATE OF Massachusetts)
)ss.
COUNTY OF Middlesex)

On this the 16th day of June, 1999 before me appeared Scott S. Steido, the person who signed this instrument, who acknowledged that he is the president of Access Radiology Corporation and that being duly authorized he signed such instrument as a free act on behalf of said corporation.

Scott S. Steido
Notary Public
My Commission Expires: 4-7-04