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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 3-3-03
 Cedara Software Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Analogic Corporation
 Internal Address: _____
 Street Address: 8 Centennial Drive
 City: Peabody State: MA Zip: 01960

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Massachusetts
 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: 02/03/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
2,520,905 2,367,321 2,361,063
 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Bereskin & Parr
 Internal Address: Shawn D. Jacka

 Street Address: Box 401, 40 King Street West

 City: Toronto State: ON Zip: M5H 3Y2

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

03/06/21 03 DBYRNE 00000094 2520905
 01 FC:852
 02 FC:852

DO NOT USE THIS SPACE

9. Signature. 40.00 OP
 50.00 OP

Shawn D. Jacka, Regn. 48,379
 Name of Person Signing
 B&P File No. 156-201

Signature

February 27, 2003
 Date

21

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

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

TRADEMARK
 REEL: 002685 FRAME: 0288

Additional Receiving Party

Name: National Bank of Canada
Street Address 150 York Street, Suite 408
City: Toronto
Province: Ontario, CANADA
Postal Code M5H 3A1

Other: Canadian Bank

GENERAL SECURITY INTEREST

THIS AGREEMENT is effective as of the 3rd day of February, 2003.

BETWEEN:

CEDARA SOFTWARE CORP., of
6509 Airport Road,
Mississauga, Ontario
M4V 1S7

("CEDARA")

AND:

ANALOGIC CORPORATION,
a corporation existing under the laws
of the State of Massachusetts,
having an office or place of business at:
8 Centennial Drive
Peabody, MA
01960 U.S.A.

("ANALOGIC")

AND:

NATIONAL BANK OF CANADA, of
150 York Street, Suite 408
Toronto, Ontario
M5H 3A1

("NATIONAL BANK")

Background

1. **WHEREAS** CEDARA is the owner of various intellectual property identified in Schedule A;
2. **AND WHEREAS** DICOMIT DICOM INFORMATION TECHNOLOGIES CORP. ("DICOMIT") previously owned the intellectual property identified in Schedule B;

3. **AND WHEREAS** pursuant to articles of amalgamation, a copy of which is attached as Schedule C, issued on July 1, 2002, CEDARA amalgamated with DICOMIT, to continue as CEDARA;
4. **AND WHEREAS** pursuant to such amalgamation, CEDARA owns the intellectual property identified in Schedules A and B (collectively, the "Intellectual Property");
5. **AND WHEREAS** pursuant to a General Security Agreement dated February 7, 2001, CEDARA has granted to NATIONAL BANK a security interest (the "Security Interest") in, among other things, the Intellectual Property;
6. **AND WHEREAS** pursuant to an amended and restated assignment agreement dated December 17, 2002, the NATIONAL BANK has agreed to sell, transfer and assign the Security Interest to ANALOGIC, on the terms and conditions set out therein;
7. **AND WHEREAS** pursuant to an Indemnity and Security Agreement dated December 14, 2001, CEDARA has granted to ANALOGIC a security interest in the Intellectual Property, subject to the Security Interest of the NATIONAL BANK;
8. **AND WHEREAS** it is the intention of the parties that NATIONAL BANK's and ANALOGIC's interests in the Intellectual Property be recorded;
9. **NOW THEREFORE** for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by each party, it is agreed as follows:

Article 1 – Grant

1.0 Grant of Security Interest.

CEDARA confirms that it has granted and hereby grants to NATIONAL BANK a security interest in the Intellectual Property, subject to the terms and conditions of the General Security Agreement dated February 7, 2001, which are incorporated by reference herein.

CEDARA confirms that it has granted and hereby grants to ANALOGIC a security interest in the Intellectual Property, subject to the terms and conditions of the Indemnity and Security Agreement dated December 14, 2001, as amended on October 18, 2002, which are incorporated by reference herein.

IN WITNESS of which this Agreement has been executed by each party's duly authorized officer as of the date written above.

CEDARA SOFTWARE CORP.



Witness Name:

By:


Title: CFO & CORPORATE SECRETARY

ANALOGIC CORPORATION

Witness Name:

By:

Title:

NATIONAL BANK OF CANADA

Witness Name:

By:

Title:

IN WITNESS of which this Agreement has been executed by each party's duly authorized officer as of the date written above.

CEDARA SOFTWARE CORP.

Witness Name:

By: _____
Title:

ANALOGIC CORPORATION

Mary Mackey

Witness Name:

By: *[Signature]*
Title: *Senior Vice President & CFO*

NATIONAL BANK OF CANADA

Witness Name:

By: _____
Title:

IN WITNESS of which this Agreement has been executed by each party's duly authorized officer as of the date written above.

CEDARA SOFTWARE CORP.

Witness Name:

By: _____
Title:

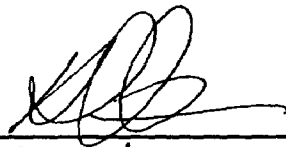
ANALOGIC CORPORATION

Witness Name:

By: _____
Title:

NATIONAL BANK OF CANADA

Witness Name:

By:  _____
Title: *Manager, National Accounts*

BOYCE ALKOVAN

Schedule A

CEDARA TRADE MARKS

<u>Country</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Canada	CAMRA	579,339	03/04/87	TMA350,672	02/03/89
Canada	CEDARA	1,029,717	09/22/99	TMA548,259	07/17/01
Canada	IAP	749,182	03/08/94	TMA508,129	02/16/99
Canada	IAP & Design	749,181	03/08/94	TMA508,120	02/16/99
Canada	ICAR	643,535	10/27/89	TMA383,562	04/26/91
Canada	ISG VISUAL DATA PROCESSING & Design	721,910	02/03/93	TMA431,494	08/05/94
Canada	SILHOUETTE	748,628	03/02/94	TMA479,935	08/08/97
USA	CEDARA	75-812,743	10/01/99	2,520,905	12/18/01
EU	CEDARA	001395110	11/22/99	1395110	08/20/01
Japan	CEDARA	11-107491	11/25/99	4448582	01/26/01

TOR #: 1171998.1

Schedule B

DICOMIT TRADE MARKS

<u>Country</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Req. No.</u>	<u>Reg. Date</u>
Canada	DICOM IMAGE MANAGER	770,225	12/05/94	TMA459,736	06/21/96
EU	DICOM IMAGE MANAGER	000929307	09/08/98	000929307	12/21/99
Germany	DICOM IMAGE MANAGER	39814436.2	03/14/98	39814436	06/08/98
USA	DICOM IMAGE MANAGER	74/722,000	08/28/95	2,367,321	07/18/00
Canada	DICOMIT	770,226	12/05/94	TMA492,215	04/01/98
EU	DICOMIT	000811463	04/24/98	000811463	07/26/00
Germany	DICOMIT	39814437.0	03/14/98	39814437	06/17/98
USA	DICOMIT	75/350,963	09/04/97	2,361,063	06/27/00

TOR #: 1171997.1

SCHEDULE C

1A

First Name, initials and surname	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code	Resident Canadian State Yes or No
Michael Greenberg	6509 Airport Road Mississauga, Ontario L4V 1S7	Yes
William Breukelman	755 Queensway East, Unit 114 Mississauga, Ontario L4Y 4C5	Yes
Peter Cooper	44 Old Yonge Street Toronto, Ontario M2P 1P7	Yes
Bernard Gordon	8 Centennial Drive Peabody, MA 01960 USA	No
Arun Menawat	6509 Airport Road Mississauga, Ontario L4V 1S7	No
John Millerick	8 Centennial Drive Peabody, MA 01960 USA	No
Ram Ramkumar	67 Toll Road Holland Landing, Ontario L9N 1H2	Yes

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Cedara Software Corp.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Cedara Software Corp.	502378	June 18, 2002
Dicomit Dicom Information Technologies Corp.	1324397	June 17, 2002

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.* ³

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue: *Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

An unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:* 4.

None.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

N/A

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

N/A

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

CEDARA SOFTWARE CORP.

Per: *Fraser Sinclair*
Fraser Sinclair, CFO and Corporate Secretary

DICOMIT DICOM INFORMATION TECHNOLOGIES CORP.


Per: *Arun Menawat*
Arun Menawat, Director

SCHEDULE "A"**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT (ONTARIO)**

I, Fraser Sinclair, of the Town of Oakville, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
2. I am the Chief Financial Officer and Corporate Secretary of Cedara Software Corp. ("Cedara") and as such have knowledge of its affairs.
3. I have conducted such examination of the books and records of Cedara as is necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (a) Cedara and Cedara Software Corp., the corporation continuing from the amalgamation of Cedara and DICOMIT Dicom Information Technologies Corp. (the "Corporation"), will be able to pay its liabilities as they become due, and
 - (b) The realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Cedara will be prejudiced by the amalgamation.
6. Based on the statements made above Cedara is not obligated to give notice to any creditor.

DATED this 26th day of June, 2002.



A handwritten signature in black ink, appearing to read 'Fraser Sinclair', is written over a horizontal line.

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Arun Menawat, of the Town of Oakville, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
2. I am a Director of DICOMIT Dicom Information Technologies Corp. ("DICOMIT") and as such have knowledge of its affairs.
3. I have conducted such examination of the books and records of DICOMIT as is necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (a) DICOMIT and Cedara Software Corp. the corporation continuing from the amalgamation of Cedara Software Corp. and DICOMIT (the "Corporation"), will be able to pay its liabilities as they become due, and
 - (b) The realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of DICOMIT will be prejudiced by the amalgamation.
6. Based on the statements made above, DICOMIT is not obligated to give notice to any creditor.

DATED this 26th day of June , 2002.

Arun Menawat

SCHEDULE "B"

CEDARA SOFTWARE CORP.
(the "Corporation")

WHEREAS the Corporation has decided to amalgamate with its wholly owned subsidiary, DICOMIT Dicom Information Technologies Corp., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario):

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and DICOMIT Dicom Information Technologies Corp. under the *Business Corporations Act* (Ontario) pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

CERTIFIED to be a true and accurate copy of a resolution of the directors of the Corporation, passed by or consented to in accordance with the provisions of the *Business Corporations Act* (Ontario), on the 18th day of June, 2002, which resolution is still in full force and effect unamended, as of the date hereof.

DATED this 26th day of June, 2002.

CEDARA SOFTWARE CORP.

By: 

Authorized Signing Officer

SCHEDULE "B"**DICOMIT DICOM INFORMATION TECHNOLOGIES CORP.
(the "Corporation")**

WHEREAS the Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Cedara Software Corp. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Cedara Software Corp. under the *Business Corporations Act* (Ontario) pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. Subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act thereunder, all shares of the capital of the Corporation, including all shares which have been issued are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Cedara Software Corp.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Cedara Software Corp.;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

CERTIFIED to be a true and accurate copy of a resolution of the directors of the Corporation, passed by or consented to in accordance with the provisions of the *Business Corporations Act* (Ontario), on the 17th day of June, 2002, which resolution is still in full force and effect unamended, as of the date hereof.

DATED this 26th day of June, 2002.

DICOMIT DICOM INFORMATION
TECHNOLOGIES CORP.

By: _____

Jason Menawat
Authorized Signing Officer