

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Demerger Plan
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Instrumentarium Corporation (Oyj)		04/28/2004	COMPANY: FINLAND

RECEIVING PARTY DATA

Name:	GE Healthcare Finland Oy
Street Address:	Kuortaneenkatu 2
City:	Helsinki
State/Country:	FINLAND
Postal Code:	00510
Entity Type:	CORPORATION: FINLAND

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	76300286	CAPTUS
Registration Number:	1037368	ORTHOCEPH
Registration Number:	930590	ORTHOPANTOMOGRAPH
Registration Number:	1032891	PALOMEX
Registration Number:	2625888	
Registration Number:	2336445	ALADIN
Registration Number:	2774442	BASEX
Registration Number:	2631101	CARDIOCAP
Registration Number:	1964881	DATEX
Registration Number:	2914731	DATEX-OHMEDA
Registration Number:	2617666	DATEX-OHMEDA ORIGINAL SUPPLIES & ACCESSORIES
Registration Number:	2581833	D-LITE
Registration Number:	1921547	DIGORA
Registration Number:	2825697	ENTROPY

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Registration Number:	2642195	MAKE THE RIGHT CONNECTION
Registration Number:	2577753	MEDISORB
Registration Number:	1384132	OHMEDA
Registration Number:	1522507	SCANORA
Registration Number:	2180096	SOREDEX

CORRESPONDENCE DATA

Fax Number: (203)373-2181
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 203-373-2895
Email: trademark@corporate.ge.com
Correspondent Name: Catherine Mennenga
Address Line 1: 3135 Easton Turnpike
Address Line 4: Fairfield, CONNECTICUT 06828-0001

DOMESTIC REPRESENTATIVE

Name: Catherine Mennenga-General Electric
Address Line 1: 3135 Easton Turnpike
Address Line 4: Fairfield, CONNECTICUT 06828-0001

NAME OF SUBMITTER: Catherine Mennenga

Signature: /catherine mennenga/

Date: 07/05/2005

Total Attachments: 10
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DEMERGER PLAN

The Board of Directors of Instrumentarium Oyj is proposing that Instrumentarium Oyj (the "Demerging Company") shall be demerged into two new companies in a manner in which all its assets and liabilities are transferred without a winding-up procedure to GE Healthcare Finland Oy and Instrumentarium International Oy, companies to be incorporated, (collectively the "Acquiring Companies") and the sole shareholder of the Demerging Company shall become the sole shareholder of the Acquiring Companies (the "Demerger") in accordance with the terms expressed in this demerger plan (the "Demerger Plan"). As a result of the Demerger the Demerging Company will be dissolved.

1. Demerger Companies

1.1 Instrumentarium Oyj

Trade name: Instrumentarium Oyj
Business ID: 0109222-6
Address: Kuortaneenkatu 2, 00510 Helsinki
Domicile: Helsinki, Finland

1.2 GE Healthcare Finland Oy

Trade name: GE Healthcare Finland Oy
Business ID: to be given on registration of the company
Address: Kuortaneenkatu 2, 00510 Helsinki
Domicile: Helsinki, Finland

1.3 Instrumentarium International Oy

Trade name: Instrumentarium International Oy
Business ID: to be given on registration of the company
Address: Kuortaneenkatu 2, 00510 Helsinki
Domicile: Helsinki, Finland

2. Articles of Association, Governing Bodies and Auditors

Proposal for the Articles of Association of GE Healthcare Finland Oy is attached to this Demerger Plan as Appendix 5 and a proposal for the Articles of Association of Instrumentarium International Oy is attached as Appendix 6.

Members of the Boards of Directors, chairmen of the Boards and auditors of GE Healthcare Finland Oy and Instrumentarium International Oy shall be appointed as part of the acceptance of this Demerger Plan at the General Meeting of Shareholders of the Demerging Company resolving upon the Demerger. Proposal for the members of the Boards of Directors and the auditors of GE Healthcare Finland Oy and Instrumentarium International Oy is attached to this Demerger Plan as Appendix 7. Copies of the consents of the persons in question are attached to this Demerger Plan as Appendix 8. The aforementioned appointments will be conducted through the approval of this Demerger Plan. The first Boards of Directors of GE Healthcare Finland Oy and Instrumentarium International Oy, respectively, shall appoint the Managing Directors.

3. Other Merger and Demerger Plans Proposed in the Same Group of Companies

(i) Merger of General Electric Finland Oy into General Medical Oy

The Boards of Directors of General Electric Finland Oy (Business ID:1754661-6), the company owning all the shares in the Demerging Company, and General Medical Oy (Business ID:1852583-3), the company owning all the shares in General Electric Finland Oy, have on 27 April 2004, adopted a plan (the "Merger Plan") of General Electric Finland Oy merging into General Medical Oy in a way in which all the assets and liabilities of General Electric Finland Oy including all the shares of the Demerging Company shall be transferred without a winding-up procedure to General Medical Oy

and General Electric Finland Oy will be dissolved, as described in detail in the Merger Plan (the "Merger").

The consummation of the Merger is a prerequisite for consummation of the Demerger described in this Demerger Plan.

(ii) Demerger of General Medical Oy

The Board of Directors of General Medical Oy has on 27 April 2004 adopted a plan (the "Demerger Plan of General Medical Oy") of General Medical Oy demerging into two new companies so that all its assets and liabilities, including all the shares of the Acquiring Companies, incorporated as a result of the Demerger described in this Demerger Plan shall be transferred without a winding-up procedure to the companies GE Healthcare Oy and General Medical Finland Oy to be incorporated and General Medical Oy will be dissolved, as described in detail in the Demerger Plan of General Medical Oy (the "Demerger of General Medical Oy").

The consummation of the Demerger of the Demerging Company and the Merger referred to in Section 3.(i) above is a precondition for the consummation of the Demerger of General Medical Oy.

The companies taking part in the Demerger proposed in this Demerger Plan and in the arrangements explained in this Section 3 may, however, decide to register the consummation of all the proposed arrangements on the same date.

4. Demerger Consideration

The sole shareholder of the Demerging Company shall receive as demerger consideration shares in the Acquiring Companies as follows:

- 35,000,000 shares in GE Healthcare Finland Oy.
- 13,554,670 shares in Instrumentarium International Oy.

After the Merger set forth in Section 3.(i) has been implemented, the sole shareholder, prior to the consummation of the Demerger, in the Demerging Company will be General Medical Oy. The demerger consideration shall therefore be given to General Medical Oy.

As a result of the Demerger, the sole shareholder of the Demerging Company becomes the sole shareholder of the Acquiring Companies, in which case the ownership of the shares in the Acquiring Companies will be the same as the ownership of shares in the Demerging Company prior to the Demerger.

The demerger consideration shall be paid on the date of the consummation of the Demerger so that the shares of the Demerging Company will be exchanged into shares in the Acquiring Companies.

5. Share Capital of the Acquiring Companies

It is proposed that the share capital of GE Healthcare Finland Oy is EUR 70,000,000.00. Book value equivalent of the share is EUR 2.

It is proposed that the share capital of Instrumentarium International Oy is EUR 27,109,340.00. Book value equivalent of the share is EUR 2.

The distribution of the rest of the shareholders' equity of the Demerging Company between the Acquiring Companies is presented in Appendix 12.

6. Capital Loans

The Demerging Company has not taken any capital loans referred to in Chapter 14, Section 4, Paragraph 2, Subparagraph 4 of the Companies Act.

7. Cross Ownership

The shares in the Demerging Company owned by the Demerging Company or its subsidiaries have been annulled before adoption of this Demerger Plan. The Demerging Company or its subsidiaries do not own shares in the parent company of the Demerging Company.

8. Option Rights and Convertible Bonds

All the option rights issued by the Demerging Company have been annulled and deleted from the Trade Register prior to adoption of this Demerger Plan. The Demerging Company has not issued any convertible bonds.

9. Clarification Concerning Special Benefits and Rights

The members of the Board of Directors, Managing Directors, auditors and the auditors acting as independent experts of the Demerging Company shall not be granted any special benefits or rights in connection with the Demerger.

The Boards of Directors of the Acquiring Companies shall not be proposed to receive any remuneration. The fees of the auditors and the independent expert are proposed to be paid according to invoice.

10. Proposal for the Distribution of Assets and Liabilities to the Acquiring Companies

As a result of the Demerger the following assets of the Demerging Company shall be transferred to Instrumentarium International Oy:

- Shares specified in Appendix 9;
- Receivables specified in Appendix 10; and
- Liabilities specified in Appendix 11.

All other known and unknown assets and liabilities of the Demerging Company shall be transferred to GE Healthcare Finland Oy. The distribution of the balance sheet of the

Demerging Company per 31 December 2003 between the Acquiring Companies is presented in Appendix 12. The figures are based on the Annual Accounts per 31 December 2003.

11. Clarification of the Matters Affecting the Evaluation of Assets

Book values shall be used for valuation purposes in the Demerger. The value of the assets and liabilities to be transferred set forth in the Annual Accounts 31 December 2003 is presented in Appendix 12.

12. Reasons for the Demerger, Grounds for Determination of Consideration and Valuation of Demerger Consideration

The Demerger is part of the restructuring and integration of the health care business of General Electric Group. The sole shareholder of the Demerging Company has accepted that the specified account defined in Chapter 14 a, Section 2 and Chapter 14, Section 4, Paragraph 2, Subparagraph 9 of the Companies Act on the reasons for the Demerger, grounds for determination of the demerger consideration and valuation issues of the demerger consideration shall not be prepared.

13. Consummation of the Demerger

The planned date for registration of the consummation of the Demerger is 30 September 2004, so that the time of consummation is considered to be forenoon on the said day. The planned registration date may be changed due to registration or other technical or practical reasons.

14. Other matters

14.1 Independent Expert

PricewaterhouseCoopers Oy, an auditing entity authorized by the Central Chamber of Commerce, is acting as an independent expert pursuant to Chapter 14, Section 6 and Chapter 14 a, Section 2 of the Companies Act. The shareholders have unanimously

accepted that the statement will be given only regarding matters mentioned in Chapter 14, Section 6, Paragraph 2 of the Companies Act.

14.2 Preparatory Actions

The Board of Directors of the Demerging Company shall decide on business activities and take care of matters relating to the consummation of the Demerger until the consummation of the Demerger. The Boards of Directors of the Acquiring Companies, respectively, are entitled and obliged, if necessary, to participate in decision-making concerning the business operations to be transferred to the Acquiring Companies as well as to take measures necessary for the consummation of the Demerger after this Demerger Plan has been adopted by the General Meeting of Shareholders of the Demerging Company.

As a result of the Demerger, the resolutions passed by the governing bodies of the Acquiring Companies after the Demerger Plan has been approved by the General Meeting of Shareholders of the Demerging Company, will bind the Acquiring Companies pursuant to the Chapter 2, Section 14, Paragraph 2 of the Companies Act, when the consummation of the Demerger has been registered and the Acquiring Companies incorporated.

14.3 Increase of Share Capital and Dividend Distribution

The General Meeting of Shareholders of the Demerging Company may resolve upon increase of the share capital of the Demerging Company after the approval of the Demerger Plan during the term of the Demerger Plan. The possible increase in the restricted shareholders' equity in the Demerging Company after the signing of the Demerger Plan shall be entered into the share premium fund of GE Healthcare Finland Oy.

The General Meeting of Shareholders of the Demerging Company may decide on distributing dividend to General Electric Finland Oy, the sole shareholder of the Demerging Company, prior to the registration of the consummation of the Demerger.

14.4 Business Mortgages (Floating Charges)

The Demerging Company has no business mortgages defined in the Act on Business Mortgages (634/1984).

14.5 Employees

The employees of the Demerging Company shall become employees of GE Healthcare Finland Oy as so-called old employees with the same terms of employment as previously.

14.6 Trade Names

In connection with the implementation of the Demerger, the trade name "Instrumentarium" and all the auxiliary trade names of the Demerging Company shall be registered as auxiliary trade names of GE Healthcare Finland Oy. The objects of the company regarding the auxiliary trade name "Instrumentarium" will be as follows: "The objects of the company shall be production and trade of healthcare equipment, electronics, electricity, metal and information technology industry products as well as other industrial and business activities related thereto in Finland. The company may act by itself or through its subsidiaries and joint enterprises". There will not be changes in the objects of the company regarding other auxiliary trade names.

14.7 Demerger into Private Companies

As a result of the Demerger, the Demerging Company shall be transformed from a public limited company into two private limited companies. The securities of the Demerging Company are not subject to public trading referred to in the Securities Market Act (495/1989, as amended), nor are there any other impediments to the Demerger referred to in Chapter 17, Section 2 of the Companies Act.

14.8 Other Issues

The Boards of Directors of the Demerging Company and the Acquiring Companies shall be authorized to decide on technical amendments to the Demerger Plan or to its

appendices if so requested by authorities or otherwise considered to be appropriate by the Boards of Directors.

This Demerger Plan has been executed in three (3) identical counterparts, one (1) for both of the Acquiring Companies and one (1) for the authorities.

In Helsinki, 27 April 2004

INSTRUMENTARIUM OYJ

Pamela S. Krop

Dow Wilson

Scott Schenkel

APPENDICES TO THE DEMERGER PLAN

Appendices required by the law:

1. copies of the documents relating to the last three annual accounts of Instrumentarium Oyj;
2. an account of the Board of Directors on events that have taken place after the last annual accounts and interim accounting statement and which have material effect on the position of Instrumentarium Oyj;
3. an opinion of the auditors on the account of the Board of Directors; and
4. a report of an authorized auditor acting as independent expert on the Demerger Plan.

Other Appendices

5. proposal for the Articles of Association of GE Healthcare Finland Oy;
6. proposal for the Articles of Association of Instrumentarium International Oy;
7. proposal for the members of the Boards of Directors, chairmen of the Boards and auditors;
8. copies of the consents of the persons elected to the Boards of Directors and auditors;
9. proposal for the shares to be transferred to Instrumentarium International Oy;
10. proposal for the receivables to be transferred to Instrumentarium International Oy;
11. proposal for the liabilities to be transferred to Instrumentarium International Oy; and
12. proposal for the distribution of the balance sheet of Instrumentarium Oyj to the Acquiring Companies.