

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
UBC Health Care Analytics (Boston), Inc.		12/31/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	UBC Health Care Analytics, Inc.
Street Address:	7501 Wisconsin Avenue
Internal Address:	Suite 705
City:	Bethesda
State/Country:	MARYLAND
Postal Code:	20814
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2945639	METAWORKS

**CORRESPONDENCE DATA**

Fax Number: (212)909-6836  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-909-6000  
 Email: trademarks@debevoise.com  
 Correspondent Name: Matthew Heintz, Esq.  
 Address Line 1: 919 Third Avenue  
 Address Line 2: Debevoise & Plimpton LLP  
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	11242-1005
NAME OF SUBMITTER:	Matthew Heintz, Esq.

**CH \$40.00 2945639**

Signature:	/Matthew Heintz/
Date:	03/26/2008
<b>Total Attachments: 8</b> source=HCA Merger Caroand Acquisition Co#page1.tif source=HCA Merger Caroand Acquisition Co#page2.tif source=HCA Merger Caroand Acquisition Co#page3.tif source=HCA Merger Caroand Acquisition Co#page4.tif source=HCA Merger Caroand Acquisition Co#page5.tif source=HCA Merger Caroand Acquisition Co#page6.tif source=HCA Merger Caroand Acquisition Co#page7.tif source=HCA Merger Caroand Acquisition Co#page8.tif	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"CARO RESEARCH INC.", A DELAWARE CORPORATION,

"UBC HEALTH CARE ANALYTICS (BOSTON), INC.", A DELAWARE CORPORATION,

"UBC/MEDTAP ACQUISITION CO., INC.", A DELAWARE CORPORATION, WITH AND INTO "UBC HEALTH CARE ANALYTICS, INC." UNDER THE NAME OF "UBC HEALTH CARE ANALYTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 5:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

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

2512382 8100M

071368087



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6270740

DATE: 12-28-07

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

TRADEMARK  
REEL: 003746 FRAME: 0901

**AGREEMENT AND PLAN OF MERGER OF**

**UBC HEALTH CARE ANALYTICS, INC.,  
a Delaware corporation,**

**UBC/MEDTAP ACQUISITION CO., INC.,  
a Delaware corporation,**

**UBC HEALTH CARE ANALYTICS (BOSTON), INC.,  
a Delaware corporation,**

**AND**

**CARO RESEARCH, INC.,  
a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER is entered into as of this 31<sup>st</sup> day of December, 2007 by and among UBC Health Care Analytics, Inc ("HCA DE"), UBC/MedtAp Acquisition Co., Inc. ("MEDTAP"), UBC Health Care Analytics (Boston), Inc. ("HCA Boston"), and Caro Research, Inc. ("CRI"), all of which are Delaware corporations.

**RECITALS**

A. The respective boards of directors of HCA DE, MEDTAP, HCA Boston and CRI have determined that it is advisable that HCA DE, MEDTAP, HCA Boston and CRI be merged together, with HCA DE being the surviving entity of such merger (the "Merger"), and have approved such Merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the Delaware General Corporation Law ("DGCL").

B. MEDTAP owns all outstanding shares of HCA DE.

**AGREEMENT**

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The Merger shall have the effects set forth in the DGCL. The Merger shall, upon the filing with the Delaware Secretary of State, be effective as of 11:59 p.m. Eastern Time on December 31, 2007 (the "Effective Time"). MEDTAP, HCA Boston and CRI will merge into HCA DE, with HCA DE being the surviving entity of such Merger. Following the Merger, the separate existence of MEDTAP, HCA Boston and CRI shall terminate as of the Effective Time, and HCA DE shall continue as the surviving corporation ("Merger Survivor") in the Merger.

2. As of the Effective Time and without any further action on the part of MEDTAP, HCA DE, HCA Boston or CRI, the Certificate of Incorporation of UBC Health Care Analytics, Inc. shall be the

Certificate of Incorporation of Merger Survivor.

3. At the Effective Time and without any further action on the part of MEDTAP, HCA DE, HCA Boston or CRI, the Bylaws of HCA DE shall be the Bylaws of Merger Survivor.

4. HCA DE, MEDTAP, HCA Boston and CRI will cause this Agreement and Plan of Merger to be filed with the Delaware Secretary of State, and such other documents as required by the DGCL to be duly filed with the Secretary of State of the State of Delaware, to be effective as of the Effective Time. HCA DE, as Merger Survivor, also shall cause appropriate filings to be made related to the Merger in each jurisdiction in which HCA DE is qualified or licensed to do business as a foreign corporation in accordance with the laws of such jurisdiction.

5. As of the Effective Time, pursuant to the Merger and without any further action on the part of the holders of the stock of HCA DE, MEDTAP, HCA Boston and CRI:

(i) each of the issued and outstanding shares of MEDTAP, HCA Boston and CRI shall be cancelled and extinguished;

(ii) each of the issued and outstanding shares of HCA DE shall be not be converted in any manner, but shall remain issued and outstanding; and

(iii) United BioSource Corporation, a Delaware corporation, will be the sole stockholder of HCA DE.

6. The street address of Merger Survivor's principal place of business is: 7101 Wisconsin Avenue, Suite 600, Bethesda, Maryland 20814.

7. This Agreement and Plan of Merger may be terminated at any time prior to the Merger becoming effective by any party hereto.

(signatures on following page)

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

**UBC HEALTH CARE ANALYTICS, INC.**

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Vice President

**UBC/MEDTAP ACQUISITION CO., INC.**

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Vice President

**UBC HEALTH CARE ANALYTICS (BOSTON), INC.**

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Vice President

**CARO RESEARCH, INC.**

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Vice President

UBC HEALTH CARE ANALYTICS, INC.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected, qualified and acting Secretary of UBC Health Care Analytics, Inc., a Delaware corporation (the "Corporation"), does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate as of December 31, 2007.

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Secretary

UBC/MEDTAP ACQUISITION CO., INC.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected, qualified and acting Secretary of UBC/Medtap Acquisition Co., Inc., a Delaware corporation (the "Corporation"), does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate as of December 31, 2007.

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Secretary



UBC HEALTH CARE ANALYTICS (BOSTON), INC.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected, qualified and acting Secretary of UBC Health Care Analytics (Boston), Inc., a Delaware corporation (the "Corporation"), does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate as of December 31, 2007.

By: /s/ John B. Mariano, Jr. \_\_\_\_\_

John B. Mariano, Jr., Secretary

CARO RESEARCH, INC.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected, qualified and acting Secretary of Caro Research, Inc., a Delaware corporation (the "Corporation"), does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate as of December 31, 2007.

By: /s/ John B. Mariano, Jr.  
John B. Mariano, Jr., Secretary