

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MERGE HEALTHCARE INCORPORATED		06/04/2008	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	MERRICK RIS, LLC
Street Address:	233 NORTH MICHIGAN AVENUE
Internal Address:	SUITE 2330
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	SECURED PARTY:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	75893937	CASEWORKS
Serial Number:	75778839	EXAMWORKS
Serial Number:	75750856	MERGEPORT
Serial Number:	75849432	MERGEWEB
Serial Number:	75831440	MERGEWORKS
Serial Number:	77193066	MERGE HEALTHCARE
Serial Number:	77335591	CONSULT PREREAD
Serial Number:	77335593	EFILM WORKSTATION
Serial Number:	77341584	MERGE TELERead

CORRESPONDENCE DATA

Fax Number: (310)277-4730
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$240.00 75893937

Phone: 310-277-4110
Email: bdaigle@mwe.com
Correspondent Name: BRIAN DAIGLE
Address Line 1: 2049 CENTURY PARK EAST
Address Line 2: SUITE 3800
Address Line 4: LOS ANGELES, CALIFORNIA 90067-3218

ATTORNEY DOCKET NUMBER:	79134-10
NAME OF SUBMITTER:	BRIAN DAIGLE
Signature:	/BRIAN DAIGLE/
Date:	06/05/2008

Total Attachments: 3

source=59146.10 Merge Healthcare Incorporated Grant of Security Interest - Trademarks#page1.tif
source=59146.10 Merge Healthcare Incorporated Grant of Security Interest - Trademarks#page2.tif
source=59146.10 Merge Healthcare Incorporated Grant of Security Interest - Trademarks#page3.tif

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 4, 2008, is executed by Merge Healthcare Incorporated, a Wisconsin corporation (the "Grantor"), in favor of Merrick RIS, LLC, as the Secured Party (the "Secured Party").

A. Pursuant to that certain Securities Purchase Agreement, dated as of May 21, 2008, among Merge Healthcare Incorporated, Cedara Software (USA) Limited, Merge eMed, Inc. Cedara Software Corp., Cedara Software Limited, eFilm Medical Inc., Merge Cedara ExchangeCo Limited, Merge Technologies Holdings Co. and the Secured Party, the Secured Party has agreed to purchase that certain Senior Secured Term Note due June 4, 2010 (or other date as set forth therein) in the original aggregate principal amount of \$15,000,000, as the same may be amended from time to time.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of June 4, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Secured Party.

D. Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is:

Merrick RIS, LLC
233 North Michigan Avenue, Suite 2330
Chicago, Illinois 60601

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**MERGE HEALTHCARE
INCORPORATED**

By: *Ke Rardin*
Name: Kenneth D. Rardin
Title: Chief Executive Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Date Filed</u>	<u>Serial No.</u>
CASEWORKS	01-07-2000	75893937
EXAMWORKS	08-18-1999	75778839
MERGEPORT	07-14-1999	75750856
MERGEWEB	11-16-1999	75849432
MERGEWORKS	10-25-1999	75831440

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
MERGE HEALTHCARE	05-30-2007	77193066
CONSULT PREREAD	11-21-2007	77335591
EFILM WORKSTATION	11-21-2007	77335593
MERGE TELEREAD	11-30-2007	77341584

LEGAL02/30826195v2