

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
IdentiPHI, Inc.		03/31/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Imprivata, Inc.		
<b>Street Address:</b>	10 Maguire Road		
<b>Internal Address:</b>	Building 4		
<b>City:</b>	Lexington		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02421		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2246631	NETSIGN	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)355-3333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-813-8800		
Email:	NY-TM-Admin@goodwinprocter.com		
Correspondent Name:	GOODWIN PROCTER LLP/Attn: Janis Nici		
Address Line 1:	620 Eighth Avenue		
Address Line 2:	The New York Times Building		
Address Line 4:	New York, NEW YORK 10018		
ATTORNEY DOCKET NUMBER:	120304-155755		
NAME OF SUBMITTER:	Janis Nici		
Signature:	/janis nici/		

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Date:

05/12/2009

**Total Attachments: 3**

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## TRADEMARK AGREEMENT

WHEREAS, **IdentiPHI, Inc.** (hereinafter, "ASSIGNOR"), a corporation organized and existing under the laws of the state of Delaware, desires to transfer its entire right, title and interest in and to the trademarks, and corresponding registrations thereof, listed in **Schedule A** (hereinafter, the "TRADEMARKS"), together with the goodwill associated therewith; and

WHEREAS, **Imprivata, Inc.** (hereinafter, "ASSIGNEE"), a corporation organized and existing under the laws of the state of Delaware, and having a usual place of business at 10 Maguire Road, Building 4, Lexington, Massachusetts 02421, desires to acquire ASSIGNOR'S entire right, title, and interest to the TRADEMARKS, in accordance with agreements duly entered into with ASSIGNOR;

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

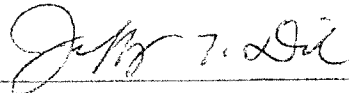
1. ASSIGNOR hereby transfers, conveys, and assigns to ASSIGNEE, its successors, assigns and nominees, ASSIGNOR'S entire right, title and interest in and to the TRADEMARKS, and any corresponding applications and registrations resulting therefrom, together with the goodwill associated with and symbolized by the TRADEMARKS and the applications/registrations, and including all rights to sue and recover for past infringement which may have arisen thereunder prior to the date of this instrument; and


2. ASSIGNOR further assigns all rights, and empowers ASSIGNEE, its successors, assigns and nominees, to make applications for the TRADEMARKS, or other intellectual property registration or protection anywhere in the world, to claim and receive the benefit of any applicable rights of priority or in connection with such applications, to prosecute such applications to issue, to have any and all registrations issued in the name of ASSIGNEE, and to record this TRADEMARK ASSIGNMENT with the applicable U.S. or foreign trademark office.

IN TESTIMONY WHEREOF, we have hereunto set our hands and affixed our seals on the date(s) set forth below.

IDENTIPHI, INC.

IMPRIVATA, INC.

By:   
Name: Jeffrey T. Dick  
Title: CFO  
Date: 3/31/09

By:   
Name: Jeffrey A. Kazanski  
Title: CFO  
Date: 3/27/2009

*Signature Page to Trademark Assignment*

**Schedule A**

Registered Trademarks

<b>Word Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Jurisdiction</b>
IdentiPHI	3508977	9/30/2008	United States
SAFsolution	2692919	3/4/2003	United States
Protecting Your Enterprise Through Secure Authentication	3043579	1/17/2006	United States
The Power of Biometric Authentication	2761205	9/9/2003	United States
Forget Your Password	2622003	9/17/2002	United States
SAF – design	2657716	9/17/2002	United States
NETSIGN	2,246,631	05/18/1999	United States
UNIVERSAL SECURE ACCESS CARD	2,860,712	07/06/2004	United States
UNIVERSAL SECURE ACCESS CARDS USA & Design	2,867,244	07/27/2004	United States
LITRONIC NETSIGN	475802		Switzerland
LITRONIC PROFILE MANAGER	480707		Switzerland