

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Validus Medical Systems, Inc.		07/13/2011	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Imprivata, Inc.		
Street Address:	10 Maguire Road, Building 4		
City:	Lexington		
State/Country:	MASSACHUSETTS		
Postal Code:	02421		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3568193	VALIDUS	
CORRESPONDENCE DATA			
Fax Number:	(202)373-6001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617.951.8000		
Email:	lisa.romano@bingham.com		
Correspondent Name:	Sabine M. Volkmer Ward		
Address Line 1:	Bingham McCutchen LLP		
Address Line 2:	One Federal Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	0000355882-IMPRIVATA		
NAME OF SUBMITTER:	Sabine M. Volkmer Ward		
Signature:	/Sabine M. Volkmer Ward/		
Date:	07/26/2011		

CH \$40.00 3568193

Total Attachments: 5

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), is entered into by and between Validus Medical Systems, Inc., a corporation organized and existing under the laws of the State of California, having an address of 1538 Pacific Avenue, Santa Cruz, California 95060 ("Assignor"), and Imprivata, Inc., a corporation organized and existing under the laws of the State of Delaware, having an address of 10 Maguire Road, Building 4, Lexington, MA 02421 ("Assignee"), and is effective as of the last date of signature ("Effective Date").

WHEREAS, Assignor has adopted, is using and is the owner of all right, title, interest, and goodwill in and to the trademark and other indicia of origin listed in the attached Schedule A (the "Mark");

WHEREAS, Assignor has entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") dated as of July 15, 2011 with Assignee;

NOW, THEREFORE, pursuant to the Asset Purchase Agreement, Assignor does hereby assign, sell and transfer unto Assignee for good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged, all of its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, the right to sue for past infringement thereof, any registrations therefor, and all benefit of the Mark. Assignor does further consent to the recordation of this Assignment with the United States Patent and Trademark Office.

Assignor agrees, without further consideration, to execute all oaths, assignments, powers of attorney, applications, and other papers necessary or desirable to fully secure to Assignee the right, title and interest conveyed herein, and to take such further actions as may be reasonably requested by Assignee in order to carry out the provisions and purposes of this Assignment including, without limitation, to execute one or more further assignments covering the Mark in a form acceptable for recordation in the United States Patent and Trademark Office.

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Validus Medical Systems, Inc.,
"Assignor"

By: *DK*

Name: DAVID KASHTAN

Title: CEO

STATE OF _____

COUNTY OF _____

SUBSCRIBED AND SWORN to before me on this ____ day of July, 2011, appeared _____, the person who signed this instrument, who acknowledged that s/he is the _____ of Validus Medical Systems, Inc., and that being duly authorized s/he signed such instrument as a free act on behalf of Validus Medical Systems, Inc.

**See Attached
California Jurat**

Notary Public

My Commission Expires: _____

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- See Attached Document (Notary to cross out lines 1-8 below)
- See Statement Below (Lines 1-5 to be completed only by document signer[s], not Notary)

~~_____
Signature of Document Signer No. 1~~

~~_____
Signature of Document Signer No. 2 (if any)~~

State of California

County of Santa Cruz

Subscribed and sworn to (or affirmed) before me on this

13th day of July, 2011, by

(1) David Lyon Kashdan

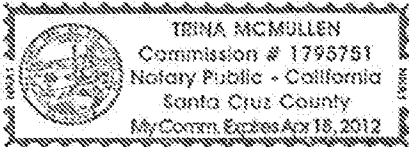
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (+)

(and)

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature _____
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

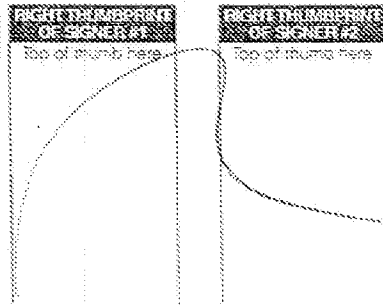
Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: Trademark Assignment

Document Date: _____ Number of Pages: 2

Signer(s) Other Than Named Above: _____



The foregoing assignment by Validus Medical Systems, Inc., is hereby accepted as of the _____ day of July, 2011.

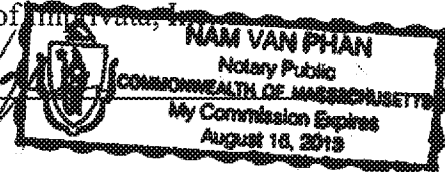
Imprivata, Inc.,
"Assignee"

By: _____
Name: JEFF KROONIKI
Title: CEO

STATE OF MA
COUNTY OF Middlesex

SUBSCRIBED AND SWORN to before me on this 14th day of July, 2011, appeared _____, the person who signed this instrument, who acknowledged that s/he is the _____ of Imprivata, Inc., and that being duly authorized s/he signed such instrument as a free act on behalf of Imprivata, Inc.

Nam Van Phan
Notary Public



My Commission Expires: _____

SCHEDULE A

Mark	Registration Number	Registration Date
Validus	3,568,193	January 27, 2009