

## 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
Sy.Med Development, Inc.		10/19/2012	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	HealthStream, Inc.		
Street Address:	209 10th Ave. South		
Internal Address:	Suite 450		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37203		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2145913	SY.MED SIMPLIFYING MANAGED CARE	
Registration Number:	2604692	SY-MED ONEAPP	
Registration Number:	2699683	SY-MED	
CORRESPONDENCE DATA			
Fax Number:	6157420410		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	615-742-6200		
Email:	trademarks@bassberry.com		
Correspondent Name:	Robert L. Brewer and Martha B. Allard		
Address Line 1:	150 3rd Avenue South		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37201		
ATTORNEY DOCKET NUMBER:	025898-000		

NAME OF SUBMITTER:	Martha B. Allard
Signature:	/Martha B. Allard/
Date:	03/14/2013
<b>Total Attachments: 9</b> source=assignment#page1.tif source=assignment#page2.tif source=assignment#page3.tif source=assignment#page4.tif source=assignment#page5.tif source=assignment#page6.tif source=assignment#page7.tif source=assignment#page8.tif source=assignment#page9.tif	

## STOCK PURCHASE AGREEMENT

This Stock Purchase Agreement (the "Agreement"), made and entered into as of October 19, 2012, is by and among HealthStream, Inc., a Tennessee corporation ("HealthStream"), James P. Aylward, Fred Goad, Richard A. McStay Living Trust #1, Frank E. Gordon, Crofton Capital, L.P., Robert Gordon, John Moss, Steve J. Yurjevich, Lance Hebert, Gerard M. Hayden, Jr., Thomas Stearns, Thomas Luton, Roger Platt, Michael Foster, Frank Coll, Andrew Huber, Robert Flickinger, William Locke, Jeremiah Sanders and Benjamin Woodring (individually, a "Shareholder" and collectively, the "Shareholders" of Sy.Med Development, Inc., a Tennessee corporation (the "Company") with the understanding that certain of the Shareholders hold Options that will be treated as described in Section 1.6 hereof, and James P. Aylward, as the Shareholders' Representative (as defined below). Capitalized terms used herein and not otherwise defined herein are defined as set forth in Annex A attached hereto.

TRADEMARK

REEL: 004983 FRAME: 0421

**Section 2.15(a)**

**Intellectual Property**

(i) Patents:

None.

(ii) Trademarks:

1. Trademark # 2145913 for Sy.Med Simplifying Managed Care word mark, registered on March 24, 1998.
2. Trademark # 2640692 for Sy-Med OneApp word mark, registered on August 6, 2002 (renewal application filed on August 1, 2012).
3. Trademark # 2699683 for Sy.Med word mark, registered on March 25, 2003.

(iii) Copyrights:

1. U.S. Copyright Registrations for Sy.Med Simplifying Managed Care OneApp:
  - a. Reg. No. TX0005665650; Reg. Date 11/2/2001
  - b. Reg. No. TX0004805824; Reg. Date 7/1/1998
2. Material unregistered works of authorship include:
  - a. Sy.Med One App Agency Software
  - b. WorkPlace EMP Software
  - c. CoachAssist Software

(iv) Domain Names:

1. www.cloudcredentialingsoftware.com \*
2. www.cloudoneapp.com
3. www.credentialing-Software.com \*\*
4. www.geodoc.com
5. www.oneappcloudcredentialing.com \*

\* Registered by Roger Platt, VP of Client Services of the Company. Within seven (7) days of the Closing, the Company shall clear chain of title and transfer such domain registrations into the name of the Company.

\*\* Held by the Company.

[Signature Page to Stock Purchase Agreement]

IN WITNESS WHEREOF, the undersigned have executed this Stock Purchase Agreement as of the date first written above.

**HealthStream, Inc.**

By: Robert A. Frist, Jr.  
Name: Robert A. Frist, Jr.  
Title: CEO

**Shareholders:**

James P. Aylward

Fred Goad

**Richard A. McStay Living Trust #1**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Trustee

Frank E. Gordon

**Crofton Capital, L.P.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: General Partner

Robert Gordon

[Signature Page to Stock Purchase Agreement]

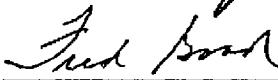
IN WITNESS WHEREOF, the undersigned have executed this Stock Purchase Agreement as of the date first written above.

**HealthStream, Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


**Shareholders:**

  
\_\_\_\_\_  
James P. Aylward

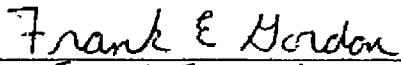
  
\_\_\_\_\_  
Fred Goad

**Richard A. McStay Living Trust #1**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Trustee

  
\_\_\_\_\_  
Frank E. Gordon

**Crofton Capital, L.P.**

By:   
Name: Frank E. Gordon  
Title: ~~General Partner~~ Managing Partner

  
\_\_\_\_\_  
Robert Gordon

[Signature Page to Stock Purchase Agreement]

IN WITNESS WHEREOF, the undersigned have executed this Stock Purchase Agreement as of the date first written above.

HealthStream, Inc.

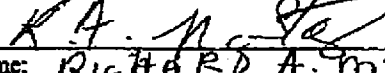
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Name: \_\_\_\_\_  
Title: \_\_\_\_\_

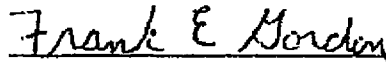
Shareholders:

  
James P. Aylward


\_\_\_\_\_  
Fred Goad

Richard A. McStay Living Trust #1

By:   
Name: RICHARD A. McSTAY  
Title: Trustee

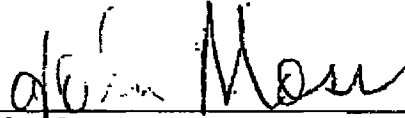
  
Frank E. Gordon

Crofton Capital, L.P.

By:   
Name: Frank E. Gordon  
Title: General Partner Managing Partner

  
Robert Gordon

[Signature Page to Stock Purchase Agreement]



John Moss

Steve J. Yurjevich

Lance Hebert

Gerard M. Hayden, Jr.

Thomas Stearns

Thomas Luton

Roger Platt

Michael Foster

Frank Coll

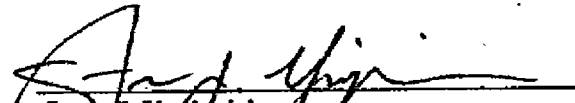
Andrew Huber


Robert Flickinger



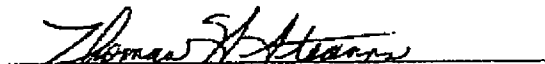
[Signature Page to Stock Purchase Agreement]

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**John Moss**

  
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**Steve J. Yurjevich**

  
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**Lance Hebert**

  
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**Gerard M. Hayden, Jr.**

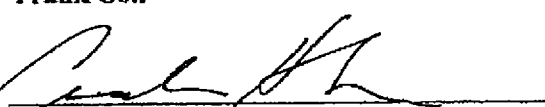
  
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**Thomas Stearns**

  
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**Thomas Luton**

  
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**Roger Platt**

  
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**Michael Foster**

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**Frank Coll**

  
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**Andrew Huber**

  
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**Robert Flickinger**

[Signature Page to Stock Purchase Agreement]

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**John Moss**

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**Steve J. Yurjevich**

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**Lance Hebert**

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**Gerard M. Hayden, Jr.**

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**Thomas Stearns**

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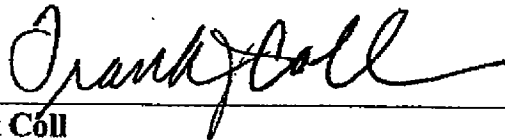
**Thomas Luton**

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**Roger Platt**

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**Michael Foster**



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**Frank Coll**

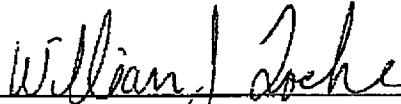
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**Andrew Huber**


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**Robert Flickinger**

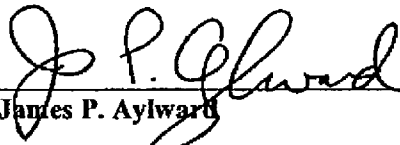
[Signature Page to Stock Purchase Agreement]

  
\_\_\_\_\_  
William Locke

  
\_\_\_\_\_  
Jeremiah Sanders

  
\_\_\_\_\_  
Benjamin Woodring

Shareholders' Representative:

  
\_\_\_\_\_  
James P. Aylward