

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360220

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FUJIFILM Teramedica, Inc.		10/01/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	FUJIFILM Medical Systems U.S.A., Inc.		
Street Address:	419 West Avenue		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06912		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3080288	EVERCORE	
Registration Number:	3074117	EVERCORE	
Registration Number:	2678899	TERAMEDICA	
Registration Number:	3585922	TERAMEDICA	
Registration Number:	3585921	TERAMEDICA	
Serial Number:	78015879	WHERE DATA IS GOING	
Serial Number:	76363711	GIVING LIFE TO DATA	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	trademarks@fujifilm.com		
Correspondent Name:	Frank V. Gallucci		
Address Line 1:	200 Summit Lake Drive		
Address Line 4:	Valhalla, NEW YORK 10595		
NAME OF SUBMITTER:	Frank V. Gallucci		
SIGNATURE:	/Frank V. Gallucci/		
DATE SIGNED:	10/28/2015		

OP \$190.00 3080288

Total Attachments: 19

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FILING RECEIPT

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ENTITY NAME: FUJIFILM MEDICAL SYSTEMS U.S.A., INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: WEST

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FILED:09/29/2015 DURATION:***** CASH#:150929000639 FILM #:150929000593

FILER:

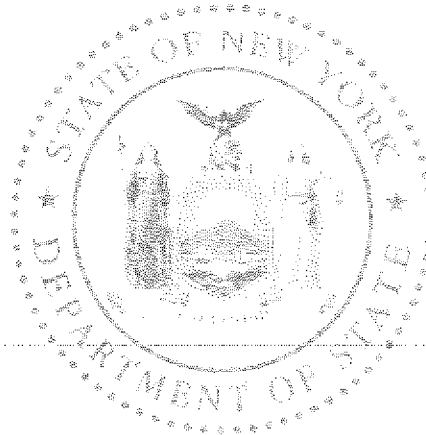
EFFECT DATE

STEVE LEE, FUJIFILM HOLDINGS
AMERICA CORPORATION
200 SUMMIT LAKE DRIVE
VALHALLA, NY 10595-1356

10/01/2015

ADDRESS FOR PROCESS:

REGISTERED AGENT:



CONSTITUENT NAME: FUJIFILM TERAMEDICA, INC.

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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs 95.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 95.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 95.00
 OPAL 0.00
REFUND 0.00

798789AJC

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TRADEMARK (04/2007)

REEL: 005654 FRAME: 0058

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CSC 45
DRAW DOWN

150929000593

Certificate of Merger
of
FUJIFILM TeraMedica, Inc.
into
FUJIFILM Medical Systems U.S.A., Inc.

Under Section 905 of the New York Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation with and into such surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit the merger of such subsidiary corporation with and into the corporation named herein as the surviving corporation.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Delaware on September 19, 2000, is FUJIFILM TeraMedica, Inc. The name under which such subsidiary corporation was formed is TeraMedica, Inc. No Application for Authority in the State of New York of such subsidiary corporation to transact business as a foreign corporation therein has been filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on October 28, 1963, is FUJIFILM Medical Systems U.S.A., Inc. The name under which such surviving corporation was formed is Pyne X-Ray Corp.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, and the designation and number of outstanding shares of each class of the surviving corporation, as set forth in the plan of merger, are as follows:

Corporation	Class	Number of Shares	Par Value
FUJIFILM TeraMedica, Inc.	Common Stock	100	\$0.01 per share
FUJIFILM Medical Systems U.S.A., Inc.	Class A Common Stock	150	No par value
	Class B Common Stock	150	No par value

SIXTH: The effective date of the merger is October 1, 2015.

IN WITNESS WHEREOF, this certificate has been signed on the 23rd day of September, 2015 and the statements contained herein are affirmed as true under penalties of perjury.

FUJIFILM Medical Systems U.S.A., Inc.,
as the surviving corporation

By: 
Name: Masataka Akiyama
Title: President and Chief Executive Officer

CSC 45
DRAW DOWN

593

CERTIFICATE OF MERGER

OF

FUJIFILM TERAMEDICA, INC.

INTO

FUJIFILM MEDICAL SYSTEMS U.S.A., INC.

FILED

2015 SEP 29 PM 3:38

Under Section 905 of the Business Corporation Law

Filed by: Steve Lee

FUJIFILM Holdings America Corporation

200 Summit Lake Drive

Valhalla, New York 10595-1356

Q 798789 ASE

mk

RECEIVED

2015 SEP 28 AM 10:01 2015 SEP 29 PM 12:05

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 29 2015

TAX \$ _____

BY: *ML*

639

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FUJIFILM TERAMEDICA, INC.", A DELAWARE CORPORATION, WITH AND INTO "FUJIFILM MEDICAL SYSTEMS U.S.A., INC." UNDER THE NAME OF "FUJIFILM MEDICAL SYSTEMS U.S.A., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2015, AT 4:26 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2015 AT 12:01 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

5834089 8100M
SR# 20150274072

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10145028
Date: 09-28-15

TRADEMARK
REEL: 005654 FRAME: 0063

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FUJIFILM TERAMEDICA, INC.

WITH AND INTO

FUJIFILM MEDICAL SYSTEMS U.S.A., INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

FUJIFILM Medical Systems U.S.A., Inc., a New York corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of FUJIFILM TeraMedica, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the laws of the State of New York. The Subsidiary is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: The Company owns 100% of the outstanding shares of each class of capital stock of the Subsidiary, the holder of which, absent Section 253 of the DGCL, would be entitled to vote on the Merger.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on September 21, 2015, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company is the legal, record and beneficial owner of 100% of the issued and outstanding Common Stock, par value \$0.01 per share, of FUJIFILM TeraMedica, Inc., a Delaware corporation (the "Subsidiary"), the holder of which, absent Section 253 of the General Corporation Law of the State of Delaware, would be entitled to vote on the Merger (as defined below); and

WHEREAS, the Board of Directors of the Company has deemed it advisable and in the best interests of the Company, its sole shareholder and the Subsidiary to merge the Subsidiary with and into the Company, with the Company assuming and succeeding to all of the Subsidiary's rights and obligations and being the surviving corporation (the "Surviving Corporation") pursuant to Section 905 of the Business Corporation Law of the State of New York.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with the following Plan of Merger (the "Plan of Merger"), the Subsidiary merge with and into the Company, which shall be the Surviving Corporation (such transaction, the "Merger");

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

FUJIFILM MEDICAL SYSTEMS U.S.A., INC.,

MEDICAL IMAGING ARCHIVE, INC.,

TERAMEDICA, INC.,

AND

SHAREHOLDER REPRESENTATIVE SERVICES LLC

DATED AS OF JANUARY 12, 2015

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made as of January 12, 2015, by and among FUJIFILM Medical Systems U.S.A., Inc., a New York corporation (the "Parent"), Medical Imaging Archive, Inc., a Delaware corporation (the "Merger Sub"), TeraMedica, Inc., a Delaware corporation (the "Company"), and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the Stockholders (the "Stockholder Representative"). The Company, Parent, Merger Sub, and Stockholder Representative are collectively referred to herein as the "Parties" and each individually as a "Party." Capitalized terms used in this Agreement without definition shall have the meaning given to such terms in Exhibit A.

RECITALS

WHEREAS, the Parties intend that the Merger Sub be merged with and into the Company, with the Company surviving that merger on the terms and subject to the conditions set forth herein (the "Merger");

WHEREAS, the board of directors of the Company has (a) determined that this Agreement and the transactions contemplated hereby, including the Merger, are in the best interests of the Company and the Stockholders, (b) approved and declared advisable this Agreement and the transactions contemplated hereby, including the Merger, and (c) resolved to recommend adoption of this Agreement by the Stockholders in accordance with the Delaware General Corporation Law (the "DGCL");

WHEREAS, following the execution of this Agreement, the Company shall seek to obtain, in accordance with Section 228 of the DGCL, a written consent of its stockholders approving this Agreement, the Merger and the transactions contemplated hereby, in accordance with Section 251 of the DGCL; and

WHEREAS, the respective boards of directors of the Parent and the Merger Sub have (a) determined that this Agreement and the transactions contemplated hereby, including the Merger, are in the best interests of the Parent, the Merger Sub and their respective stockholders, and (b) approved and declared advisable this Agreement and the transactions contemplated hereby, including the Merger.

AGREEMENT

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

ARTICLE I THE MERGER

1.1 The Merger. On the terms and subject to the conditions set forth in this Agreement, and in accordance with the DGCL, at the Effective Time, (a) the Merger Sub will merge with and into the Company, and (b) the separate corporate existence of the Merger Sub will cease and the Company will continue its corporate existence under the DGCL as the

surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation").

1.2 Closing. Subject to the terms and conditions hereof, the closing (the "Closing") of the Merger shall take place on a date to be agreed upon by the Parent and the Company, which date shall be as soon as practicable after satisfaction or waiver of the conditions set forth in Article VI (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of such conditions). The Closing may occur remotely via PDF or facsimile if the Parties so agree. The date on which the Closing is held is herein referred to as the "Closing Date".

1.3 Closing Obligations.

[REDACTED]

[REDACTED]

[REDACTED]

1.5 Effects of the Merger. The Merger shall have the effects set forth herein and in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, from and after the Effective Time, all property, rights, privileges, immunities, powers, franchises, licenses and authority of the Company and the Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of each of the Company and the Merger Sub shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

2.19 Intellectual Property.

(a) Intellectual Property. The term "Intellectual Property" means all intellectual property and industrial property rights and assets, and all rights, interests and protections that are associated with, similar to, or required for the exercise of, any of the foregoing, however arising, pursuant to the Legal Requirements of any jurisdiction throughout the world, whether registered or unregistered, including any and all:

(i) trademarks, service marks, trade names, brand names, logos, trade dress, design rights and other similar designations of source, sponsorship, association or origin, together with the goodwill connected with the use of and symbolized by, and all registrations, applications and renewals for, any of the foregoing (collectively, "Marks");

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Section 2.19(a) and Sections 2.19(d) - 2.19(h) of the Disclosure Schedule list all (i) Company IP Registrations and (ii) Company Intellectual Property, including Software, that are not registered but that are material to the Company's business or operations. All required filings and fees related to the Company IP Registrations have been timely filed with, and paid to the relevant Governmental Bodies and authorized registrars, and all Company IP Registrations are otherwise in good standing. The Company's rights in the Company Intellectual Property are valid, subsisting and enforceable.

[REDACTED]

(c) Intellectual Property Necessary for the Business: Third Party Actions.

(i) Except as set forth in Section 2.19(c)(i) of the Disclosure Schedule, the Company is the sole and exclusive legal and beneficial, and with respect to the Company IP Registrations, record, owner of all right, title and interest in and to the Company Intellectual Property, and has the valid right to use all other Intellectual Property used in or necessary for the conduct of the Company's current business or operations, in each case, free and clear of Encumbrances. Each item of Company IP Registrations is valid, subsisting and enforceable. The Company Intellectual Property and Intellectual Property licensed under the Company IP Agreements are all of the Intellectual Property necessary to operate the business as presently conducted.

[REDACTED]

[REDACTED]

[REDACTED]

(v) The consummation of the Contemplated Transactions will not result in the loss or impairment of or payment of any additional amounts with respect to, nor require the Consent of any other Person in respect of, the Company's right to own, use or hold for use any Intellectual Property as owned, used or held for use in the conduct of the Company's business or operations as currently conducted.

[REDACTED]

[REDACTED]

(e) Marks. Section 2.19(e) of the Disclosure Schedule contains a complete and accurate list and summary description of all Marks owned by the Company. The Company is the owner of all right, title, and interest in and to each of such Marks, free and clear of all Encumbrances and other adverse claims. All Marks that have been registered with the United States Patent and Trademark Office or another Governmental Body are currently in compliance

in all material respects with Legal Requirements (including the timely post-registration filing of affidavits of use and incontestability and renewal applications). No Mark owned by the Company is now involved in any opposition, invalidation, or cancellation and, to the Company's Knowledge, no such action is Threatened with the respect to any of the Marks owned by the Company. To the Company's Knowledge, none of the Marks owned or used by the Company infringes or is alleged to infringe any Mark of any third party.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11.14 Recitals. The Recitals are incorporated herein by reference and hereby made a part of this Agreement.

[REDACTED]

[REDACTED]

[REDACTED]

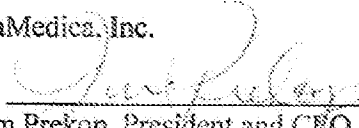
[REDACTED]

[Signatures on following page]

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

Company:

TeraMedica, Inc.

By: 
Jim Prekop, President and CEO

PARENT:

FUJIFILM Medical Systems U.S.A., Inc.

By: _____
Name: Masataka Akiyama
Its: President and CEO

MERGER SUB:

Medical Imaging Archive, Inc.

By: _____
Name: Hiroaki Shimosaka
Its: President and CEO

STOCKHOLDER REPRESENTATIVE:

Shareholder Representative Services LLC,
solely in its capacity as the Stockholder
Representative

By: _____
Name: _____
Its: _____

[Signature Page to Agreement and Plan of Merger]

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

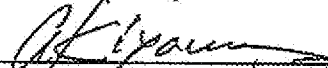
COMPANY:

TeraMedica, Inc.

By: _____
Name: Jim Prekop
Its: President and CEO

PARENT:

FUJIFILM Medical Systems U.S.A., Inc.

By: 
Name: Masataka Akiyama
Its: President and CEO

MERGER SUB:

Medical Imaging Archive, Inc.

By: 
Name: Hiroaki Shimosaka
Its: President and CEO

STOCKHOLDER REPRESENTATIVE:

Shareholder Representative Services LLC,
solely in its capacity as the Stockholder
Representative

By: _____
Name: _____
Its: _____

[Signature Page to Agreement and Plan of Merger]

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Company:

TeraMedica, Inc.

By: _____
Jim Prekop, President and CEO

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FUJIFILM Medical Systems U.S.A., Inc.

By: _____
Name: Masataka Akiyama
Its: President and CEO

MERGER SUB:

Medical Imaging Archive, Inc.

By: _____
Name: Hiroaki Shimosaka
Its: President and CEO

STOCKHOLDER REPRESENTATIVE:

Shareholder Representative Services LLC,
solely in its capacity as the Stockholder
Representative

By:  _____
Name: Mark B. Vogel
Its: Managing Director

Section 2.19(e)
Marks

Title/ Country	Case Type/ Status	Appl. No./ Filing Date	Reg. No./ Reg. Date
TERAMEDICA France	ORD Registered	013135211 12/5/2001	013135211 12/5/2001
TERAMEDICA Germany	ORD Registered	30170183 12/7/2001	30170183 3/7/2002
TERAMEDICA Italy	ORD Registered	TO2001C003844 12/7/2001	947169 11/29/2004
TERAMEDICA United Kingdom	ORD Registered	2287593 12/7/2001	2287593 12/7/2001
Evercore United States of America	Registered	76619990, 11/10/04	3080288, 4/11/06
Evercore United States of America	Registered	76615592, 10/13/04	3074117, 3/28/08
TERAMEDICA Japan	ORD Registered	2001-109295 12/7/2001	4627560 12/6/2002
TERAMEDICA United States of America	ORD Registered	76/268505 6/7/2001	2678899 1/21/2003
TeraMedica United States of America	Registered	77472203, 5/12/08	3585922, 3/10/2009
TeraMedica United States of America	Registered	77472191, 5/12/08	3585921, 3/10/09
WHERE DATA IS GOING United States of America	ORD Abandoned	78/015879 7/7/2000	
GIVING LIFE TO DATA United States of America	ORD Abandoned	76/363711 1/28/2002	