

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM382126

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/17/2011		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Lumesis LLC		03/17/2011	Limited Liability Company: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lumesis, Inc.		
<b>Street Address:</b>	1 Atlantic Street		
<b>City:</b>	Stamford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06901		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3946224	LUMESIS	
<b>Registration Number:</b>	3946332	DIVER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2039757180		
<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>			
<b>Phone:</b>	203.975.7505		
<b>Email:</b>	christina.london@lockelord.com		
<b>Correspondent Name:</b>	Locke Lord LLP		
<b>Address Line 1:</b>	201 Broad Street		
<b>Address Line 4:</b>	Stamford, CONNECTICUT 06901		
<b>ATTORNEY DOCKET NUMBER:</b>	308559.4001		
<b>NAME OF SUBMITTER:</b>	Christina London		
<b>SIGNATURE:</b>	/christina london/		
<b>DATE SIGNED:</b>	04/27/2016		
<b>Total Attachments: 5</b>			
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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this 17th day of March, 2011 pursuant to Section 1002 of the New York Limited Liability Company Law and Section 264 of the Delaware General Corporation law, by and between Lumesis, Inc., a Delaware corporation ("Lumesis – DE"), and Lumesis LLC, a New York limited liability company ("Lumesis – NY").

### WITNESSETH:

WHEREAS, Lumesis – DE and Lumesis – NY (individually sometimes called a "Constituent Entity" and together called the "Constituent Entities") desire that Lumesis – NY merge with and into Lumesis – DE;

WHEREAS, the Certificate of Incorporation of Lumesis – DE was filed in the office of the Secretary of State of the State of Delaware on March 17, 2011.

WHEREAS, Lumesis – DE has an authorized capital stock of 15,000,000 shares of Common Stock, \$0.001 par value per share (the "Lumesis – DE Common Stock").

WHEREAS, the Articles of Organization of Lumesis – NY were filed in the office of the Secretary of the State of the State of New York on June 1, 2010 and Lumesis – NY has received contributions from its Members (named on Exhibit A attached hereto), as set forth on Exhibit A attached hereto (the "Membership Interests").

WHEREAS, the registered office of Lumesis – DE in the State of Delaware is located at 1220 N. Market Street, Suite 850, Wilmington, DE, and the name and address of its registered agent is Delaware Corporate Services Inc.; and the principal office of Lumesis – NY is located at 850 Canal Street, Suite 2K, Stamford, CT; and

WHEREAS, the Board of Directors of Lumesis – DE and the Members of Lumesis – NY desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Entities do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Lumesis – DE hereby merges into itself Lumesis – NY, and Lumesis – NY shall be and hereby is merged with and into Lumesis – DE, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Lumesis – DE, as in effect on the date of the merger provided for in this Agreement (the "Merger"), shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

THIRD: The manner of converting the outstanding Membership Interests of Lumesis – NY into the shares or other securities of the surviving corporation shall be as follows:

(a) The Membership Interests held by the Members of Lumesis – NY shall automatically convert into 10,000,000 shares of Lumesis – DE Common Stock, in pro-rata amounts as detailed on Exhibit A attached hereto.

(b) Each share of Lumesis – DE Common Stock issued and outstanding immediately prior to the Merger shall cease to exist and shall be cancelled.

FOURTH: The other terms and conditions of the Merger are as follows:

(a) The By-laws of Lumesis – DE as they shall exist on the effective date of the Merger shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Lumesis – DE as of the effective date of the Merger shall be the directors and officers of the surviving corporation and shall continue in office as provided in the By-Laws and Certificate of Incorporation of Lumesis – DE.

(c) The Merger shall become effective upon filing with the Secretary of State of Delaware a Certificate of Merger pursuant to Section 264 of the General Corporation Law of the State of Delaware and with the Secretary of State of New York a Certificate of Merger pursuant to Section 1003 of the New York Limited Liability Company Law.

(d) Upon the effective date of the Merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Lumesis – NY shall be transferred to, vested in and devolved upon Lumesis – DE without further act or deed and all property rights, and every other interest of Lumesis – DE and Lumesis – NY shall be as effectively the property of Lumesis – DE as they were of Lumesis – DE and Lumesis – NY, respectively. All rights of creditors of Lumesis – NY and all liens upon any property of Lumesis – NY shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Lumesis – NY may be enforced against Lumesis – DE to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the Merger, the last acting members of Lumesis – NY, or the corresponding officers of Lumesis – DE, may, in the name of Lumesis – NY, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as Lumesis – DE may deem necessary or desirable in order to vest in Lumesis – DE title to and possession of any property of Lumesis – NY acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of Lumesis – DE are fully authorized in the name of Lumesis – NY or otherwise to take any and all such action.

(e) Lumesis – DE hereby (i) agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of Lumesis – NY and in any proceeding for the enforcement of the rights of a dissenting member of Lumesis – NY pursuant to Section 1005 of the New York Limited Liability Company Law; and (ii) irrevocably appoints the Secretary of the State of the State of New York as its agent to accept service of process in any such proceeding.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors or the Members, as the case may be, of the Constituent Entities at any time prior to the date that the requisite Certificates of Merger are filed in the offices of the Secretary of State of the State of Delaware and the Secretary of the State of the State of New York. This Agreement may be amended by the Board of Directors and the Members, as the case may be, of the Constituent Entities at any time prior to the date on which the requisite Certificates of Merger are filed in the offices of the Secretary of State of the State of Delaware and the Secretary of the State of the State of New York, provided that an amendment made subsequent to the approval of this Agreement by the stockholders or Members, as the case may be, of either Constituent Entity shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Entity, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class thereof of such Constituent Entity.

SIXTH:


(a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) Lumesis – DE and Lumesis – NY each agree to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

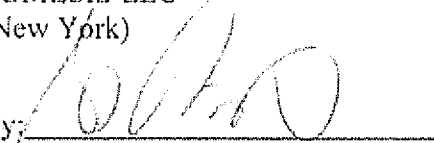
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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their Board of Directors and Members, as the case may be, have caused this Agreement to be executed as the respective act, deed and agreement of each of said corporation, as of the 17<sup>th</sup> day of March, 2011.

LUMESIS, INC.  
(Delaware)

By:   
Name: Timothy J. Stevens  
Title: President

LUMESIS LLC  
(New York)

By:   
Name: Gregg L. Bienstock  
Title: Member

**Exhibit A**

**Schedule of Membership Interests and Shares of Lumesis – DE Common Stock**

<b><u>Member Name</u></b>	<b><u>Lumesis –NY Membership Interests</u></b>	<b><u>Lumesis –DE Common Stock</u></b>
Gregg L. Bienstock	46.15%	4,615,000
Timothy J. Stevens	46.15%	4,615,000
Joshua Laurito	5.36%	536,000
Ambac Financial Group, Inc.	2.34%	234,000
<b>Total:</b>	100%	10,000,000