

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2006
CONVEYING PARTY DATA	
Name	Execution Date
Waverley Glen Systems Ltd.	12/01/2006
RECEIVING PARTY DATA	
Name:	Prism Medical Ltd.
Street Address:	5995 Avebury Road, Suite 806, Mississauga
City:	Ontario
State/Country:	CANADA
Postal Code:	L5R 3Y8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11791916
CORRESPONDENCE DATA	
Fax Number:	(412)471-4094
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4124718815
Email:	webblaw@webblaw.com
Correspondent Name:	The Webb Law Firm
Address Line 1:	700 Koppers Building; 436 Seventh Avenue
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219
ATTORNEY DOCKET NUMBER:	4316-071914
NAME OF SUBMITTER:	Kirk M. Miles
Total Attachments: 14 source=ASSIGN3#page1.tif source=ASSIGN3#page2.tif source=ASSIGN3#page3.tif	

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**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)**

Waverley Glen Systems Ltd.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

**3. Nature of conveyance/Execution Date(s):**

Execution Date(s) December 1, 2006

- ☐ Assignment ☒ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Joint Research Agreement  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Name: Prism Medical Ltd.

Internal Address: \_\_\_\_\_

Street Address: 5995 Avebury Road, Suite 806

Mississauga, Ontario

City: \_\_\_\_\_

State: \_\_\_\_\_

Country: CANADA Zip: L5R 3Y8

Additional name(s) & address(es) attached? ☐ Yes ☒ No

**4. Application or patent number(s):**

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

11/791,916

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

**5. Name and address to whom correspondence concerning document should be mailed:**

Name: Kirk M. Miles

Internal Address: The Webb Law Firm

Street Address: 436 Seventh Avenue  
700 Koppers Building

City: Pittsburgh

State: PA Zip: 15219

Phone Number: 412-471-8815

Fax Number: 412-471-4094

Email Address: webblaw@webblaw.com

**6. Total number of applications and patents involved: 1**

**7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00**

- ☒ Authorized to be charged by credit card  
☐ Authorized to be charged to deposit account  
☐ Enclosed  
☐ None required (government interest not affecting title)

**8. Payment Information**

a. Credit Card Last 4 Numbers 1059  
Expiration Date 08/2010

b. Deposit Account Number 23-0650

Authorized User Name \_\_\_\_\_

**9. Signature:**



Signature

February 10, 2009

Date

Kirk M. Miles, Registration No. 37,981

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

14

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450



## 4. continued

1A.

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
<b>Robert Gibb</b>	<b>107 Ravensbourne Crescent Etobicoke, Ontario M9A 2B3</b>	<b>Yes</b>
<b>Robert Colcleugh</b>	<b>305 Waterstone Place, London, Ontario N6H 5N2</b>	<b>Yes</b>
<b>Howard Taylor</b>	<b>133 Farnham Avenue, Toronto, Ontario M4V 1H7</b>	<b>Yes</b>
<b>Jeffrey D. Spinks</b>	<b>11 Glen Castle Street, Toronto, Ontario M4R 1Z5</b>	<b>Yes</b>
<b>Clive Ecroyd</b>	<b>Integra 200, St Asaph Business Park St Asaph, Denbighshire, WALES LL17 0LJ</b>	<b>No</b>

5. **Check A or B**  
**Cocher A ou B**

☐

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

**or**  
**ou**

☒

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**Prism Medical Ltd.**

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
<b>Prism Medical Ltd.</b>	<b>1680948</b>	<b>2006/10/27</b>
<b>Waverley Glen Systems Ltd.</b>	<b>1680949</b>	<b>2006/10/27</b>

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

- (a) an unlimited number of one class of shares designated as Common shares; and
- (b) an unlimited number of another class of shares designated as Class A shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

## 1. COMMON SHARES

The Common shares shall have attached thereto, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth:

### (a) Voting

The holders of Common shares shall be entitled to one vote for each Common share held by them at all meetings of shareholders.

### (b) Dissolution

The holders of Common shares shall, subject to the prior rights of the holders of Class A shares, be entitled to receive the remaining property and assets of the Corporation on dissolution.

### (c) Dividends

Subject to the rights of the holders of the Class A shares, the holders of the Common shares shall be entitled to receive dividends as and when declared by the board of directors exclusive of other classes of shares in the capital of the Corporation.

## 2. CLASS A SHARES

The Class A shares shall have attached thereto, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth:

### (a) Dividends

The holders of the Class A shares shall be entitled to receive in priority to the Common shares and shares of any other class ranking junior to the Class A shares, as and when declared by the board of directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative preferential dividends calculated annually at a per share rate equal to the following:

[.80] X [Stated Capital per Class A share] X [CIBC Prime]

payable at the time and on such terms as determined by the board of directors. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided.

If within six months after the expiration of any fiscal year of the Corporation the board of directors shall not declare a dividend or any part thereof on the Class A shares for such fiscal year, then the right of the holder of the Class A shares to such dividends or any part thereof for such fiscal year shall be forever extinguished.



If any Class A shares are issued and outstanding, no dividends shall at any time be declared or paid on or set apart for payment on the Common shares or on any shares of any other class of the Corporation ranking junior to the Class A Shares and the Corporation shall not call for redemption nor purchase or otherwise acquire for value any Common shares or any shares of any other class of the Corporation ranking junior to the Class A shares without the prior written consent of the holders of all the issued and outstanding Class A shares.

For the purposes hereof, "CIBC Prime" shall mean the simple arithmetic mean of the principal base rate published from time to time by Canadian Imperial Bank of Commerce for its Canadian dollar commercial loans in Canada for each of Canadian Imperial Bank of Commerce's four fiscal quarters immediately preceding the declaration of the dividend on the Class A shares.

(b) Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purposes of winding-up its affairs, the holders of the Class A shares shall be entitled to receive, in priority to any distribution to the holders of the Common shares or any other shares ranking junior to the Class A shares, a fixed amount per share equal to the Redemption Price (as hereinafter defined in Section (d) below) thereof together with all declared and unpaid non-cumulative preferential dividends thereon. After payment to the holders of the Class A shares of the amounts so payable to them as above provided, they shall not be entitled to share or participate in any further distribution of the property or assets of the Corporation.

(c) Purchase By the Corporation

Subject to the provisions of the Business Corporations Act, R.S.O. 1990, c. B16 (the "Act") in that regard which are from time to time in force, the Corporation may at any time and from time to time purchase for cancellation the whole or any part of the Class A shares at the lowest price at which, in the opinion of the board of directors, such shares are obtainable but not exceeding an amount per share equal to the Redemption Price together with all declared and unpaid non-cumulative preferential dividends thereon.

(d) Redemption at the Option of the Corporation

The Corporation may, subject to the provisions of the Act, upon giving notice as hereinafter provided, redeem at any time or from time to time the whole or any part of the then outstanding Class A shares on payment for each share to be redeemed of a sum equivalent to the result obtained when the amount in the stated capital account for the Class A shares is divided by the number of issued and outstanding Class A shares (the "Redemption Price") together with all declared and unpaid non-cumulative preferential dividends thereon.

In all such cases of redemption, the Corporation shall, at least 21 days before the date specified for redemption, mail to each person, who at the date of mailing is a registered holder of Class A shares to be redeemed, notice in writing of the intention of the Corporation to redeem such Class A shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation, or in the event that the address of any such shareholder does not so appear, then to the last known address of such shareholder, provided, however, that failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall

set out the Redemption Price and the date on which redemption is to take place and if part only of the shares held by the person to whom the notice is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed, the Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption, the certificate or certificates representing the Class A shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance of the Class A shares represented by such certificate shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class A shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected.

The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A shares to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account at any branch in Canada of one of the Corporation's bankers, which shall include a trust company named in such notice, to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving, without interest their proportionate part of the total Redemption Price so deposited against the presentation and surrender of the said certificate held by them respectively.

In the event that only part of the Class A Shares are, at any time, to be redeemed, the shares so redeemed shall be selected pro rata (disregarding fractions) from among the holders of record thereof as at the date of the notice of redemption or in such other manner as the board of directors of the Corporation in its sole discretion may deem equitable.

(e) Voting Rights

The holders of the Class A shares shall not be entitled as such to receive notice of any meeting of shareholders of the Corporation, nor to attend at nor to vote at any such meeting, but shall be entitled to notice of meetings of the shareholders of the Corporation held for the purposes of authorizing the dissolution of the Corporation, or the sale of its undertaking or a substantial part thereof or for such other purposes specifically required by the Act.

(f) Vary Provisions or Rights

Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A shares or to create special shares ranking in priority to or on a parity with the Class A shares, in addition to the authorization by a special resolution, must be authorized by at least two-thirds of the votes cast at a meeting of the holders of the Class A shares duly called for that purpose.

9. The issue, transfer or ownership of shares is/~~is not~~ restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/~~est pas~~ restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

None.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and upon such terms as it deems expedient:

- (i) borrow money upon the credit of the Corporation;
- (ii) issue, re-issue, sell or pledge obligations of the Corporation, including, without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- (iii) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, real or personal, movable or immovable, tangible or intangible property of the Corporation, including, without limitation, book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
*Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*

**PRISM MEDICAL LTD.**

Per: 

**Andrew McIntyre (President)**

**WAVERLEY GLEN SYSTEMS LTD.**

Per: 

**Andrew McIntyre (Secretary)**

**SCHEDULE "A"**

**PRISM MEDICAL LTD.**

**STATEMENT OF DIRECTOR**

The undersigned, being a director of Prism Medical Ltd. (the "Corporation"), refers to the amalgamation of the Corporation and Waverley Glen Systems Ltd. ("Waverley") and hereby certifies as follows:

There are reasonable grounds for believing that:

1. each of the Corporation and Waverley is and the amalgamated corporation will be able to pay its liabilities as they become due;
2. the realizable value of the amalgamated corporation's assets will be no less than the aggregate of its liabilities and stated capital of all classes; and
3. no creditors will be prejudiced by the amalgamation of the Corporation and Waverley.

**DATED** as of the 21st day of November, 2006.

  
\_\_\_\_\_  
Andrew McIntyre, Director

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**SCHEDULE "A"**

**WAVERLEY GLEN SYSTEMS LTD.**


**STATEMENT OF DIRECTOR**

The undersigned, being a director of Waverley Glen Systems Ltd. (the "Corporation"), refers to the amalgamation of the Corporation and Prism Medical Ltd. ("Prism") and hereby certifies as follows:

There are reasonable grounds for believing that:

1. each of the Corporation and Prism is and the amalgamated corporation will be able to pay its liabilities as they become due;
2. the realizable value of the amalgamated corporation's assets will be no less than the aggregate of its liabilities and stated capital of all classes; and
3. no creditors will be prejudiced by the amalgamation of the Corporation and Prism.

**DATED** as of the 21st day of November, 2006.

  
\_\_\_\_\_  
Andrew McIntyre, Director

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**SCHEDULE "B"**

**RESOLUTION OF THE DIRECTORS  
OF  
PRISM MEDICAL LTD.  
(the "Corporation")**

**AMALGAMATION**


"WHEREAS Waverley Glen Systems Ltd. ("Waverley") is a wholly-owned subsidiary of and has decided to amalgamate with the Corporation;

**NOW THEREFORE BE IT RESOLVED** that:

1. the amalgamation of the Corporation and Waverley under the *Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of Waverley, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any officer or director of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned, being the President of the Corporation, hereby certifies that the foregoing is a true copy of a resolution passed at a meeting of the directors of the Corporation held on October 27, 2006 and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED as of the 21st day of November, 2006.

  
\_\_\_\_\_  
Andrew McIntyre, President

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**SCHEDULE "B"**

**RESOLUTION OF THE SOLE DIRECTOR  
OF  
WAVERLEY GLEN SYSTEMS LTD.  
(the "Corporation")**

**AMALGAMATION**

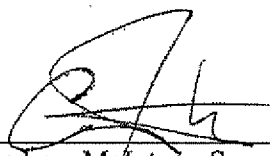
"WHEREAS the Corporation is a wholly-owned subsidiary of and has decided to amalgamate with Prism Medical Ltd. ("Prism");

**NOW THEREFORE BE IT RESOLVED** that:

1. the amalgamation of the Corporation and Prism under the *Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Prism;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Prism;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing is a true copy of a resolution consented to in writing by the directors of the Corporation as of the 27th day of October, 2006 and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED as of the 21st day of November, 2006.

  
\_\_\_\_\_  
Andrew McIntyre, Secretary

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