Substitute Form PTO-1595 Attorney Docket No.: 22569-0035001

# RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original documents	ment(s) or copy(ies).		
Name of conveying party(ies):	Name and address of receiving party(ies):		
American Well Corporation	American Well Corporation		
Additional name(s) attached? ☐ Yes 図 No	75 State Street		
Nature of conveyance:	26th Floor		
	Boston, MA 02109		
Execution Date: 7/28/2010	Additional names/addresses attached? ☐ Yes 図 No		
Application number(s) or patent number(s):			
If this document is being filed with a new application, the execution	on date of the application is:		
A. Patent Application No(s).:	B: Patent No(s).:		
12/486,637			
	attached? ☐ Yes ▣ No		
<ol><li>Name/address of party to whom correspondence concerning document should be mailed:</li></ol>	6. Total number of applications/patents involved: 1		
CHRISTINA V. MCDONOUGH	7. Total fee (37 CFR §3.41): \$40		
Fish & Richardson P.C. 225 Franklin Street	■ Enclosed		
Boston, MA 02110	☐ Authorized to charge Deposit Account.		
	8. Deposit Account No.; 06-1050		
	Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.		
DO NOT US	E THIS SPACE		
any attached copy is a true copy of the original documer	d belief, the foregoing information is true and correct and nt.		
Christina V. McDonough Reg. No. 64,612 / Christina V. McDo			
Name of Person Signing Signature / Christina V. McDo	onough/ 9/9/2010 Date		
	Date		
Total number of pages including coversheet, attachments and document: 12			

22490954.doc

### DECLARATION BY OFFICER OF CORPORATION

I, Roy Schoenberg, MD MPH, of 2 Avery Street Apt. 37E, Boston MA 02111, as a duly authorized officer of AMERICAN WELL CORPORATION, a corporation of Delaware, having a place of business at 75 State Street, 26th Floor, Boston, MA 02109, hereby declare that:

- Upon information and belief, I understand that the patents and patent applications, being
  identified in the attached Schedule A and being hereinafter referred to as "PATENTS
  AND PATENT APPLICATIONS," were assigned to American Well Systems and/or
  American Well Inc., a corporation of Delaware, having a place of business at 75 State
  Street, 26th Floor, Boston, MA 02109.
- Upon information and belief, it is my understanding that American Well Inc., a
  corporation of Delaware, having a place of business at 75 State Street, 26th Floor,
  Boston, MA 02109, did not exist as a legal entity at the time of assignment of the
  PATENTS AND PATENT APPLICATIONS.
- 3. Upon information and belief, it is my understanding that American Well Systems, a corporation of Delaware, having a place of business at 75 State Street, 26th Floor, Boston, MA 02109, did not exist as a legal entity at the time of assignment of the PATENTS AND PATENT APPLICATIONS.
- 4. Upon information and belief, at the time of assignment of the PATENTS AND PATENT APPLICATIONS, it is my understanding that the only legal entity with a name including the phrase "American Well" is AMERICAN WELL CORPORATION, a corporation of Delaware, having a place of business at 75 State Street, 26th Floor, Boston, MA 02109.
- 5. Upon information and belief, it is my understanding that the assignment of the PATENTS AND PATENT APPLICATIONS to American Well Systems and/or American Well Inc., a corporation of Delaware, having a place of business at 75 State Street, 26th Floor, Boston, MA 02109, was a typographical error, because American Well Systems and/or

Declaration Page 1 of 7

American Well Inc. should have been identified as AMERICAN WELL CORPORATION, a corporation of Delaware, having a place of business at 75 State Street, 26th Floor, Boston, MA 02109.

6. Schedule B, attached hereto, includes a copy of Entity Details for AMERICAN WELL CORPORATION from the Delaware Division of Corporations. Per the attached Schedule B, AMERICAN WELL CORPORATION was incorporated as a legal entity on 06/01/2006.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true.

DATE: <u>7/28/2010</u>

ROY SCHOENBERG, MD MPH

Declaration Page 2 of 7

<del>--</del>NO. 5868-<del>---</del>P. 5<del>-</del>-

Attorney Docket No.: 22569-0001001

## SCHEDULE A

### U.S. Patents and Patent Applications

CONNECTING	SERIAL#		PATENT#	PUBLICATION#	FILED
11/763,680   SERVICE PROVIDERS   7,590,550   US-2008-0065726-A1   6 /15/2007		CONNECTING			
CONNECTING   CONSUMERS WITH   SERVICE PROVIDERS   US-2008-0133511-A1   2/14/2008   CONNECTING   CONSUMERS WITH   SERVICE PROVIDERS   US-2009-0063188-A1   11/4/2008   CONNECTING   PROVIDERS OF   12/270,224   FINANCIAL SERVICES   US-2009-0138317-A1   11/13/2008   CONNECTING   PROVIDERS OF LEGAL   12/348,642   SERVICES   US-2009-0113312-A1   1/5/2009   CONNECTING   CONSUMERS WITH   12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8/26/2009   CONSUMERS WITH   11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6/15/2007   DOCUMENTING   REMOTE   ENGAGEMENTS   US-2009-0089096-A1   2/27/2008   CONSUMER   INTERACTIONS WITHIN   AMEDICAL   12/098,669   BROKERAGE SYSTEM   CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   TOO INTERACTION					
12/031,018   SERVICE PROVIDERS   US-2008-0133511-A1   2 /14/2008	11/763,680	SERVICE PROVIDERS	7,590,550	US-2008-0065726-A1	6 /15/2007
12/031,018   SERVICE PROVIDERS   US-2008-0133511-A1   2 /14/2008		CONNECTING			0/15/2007
CONNECTING	ļ				
12/264,524   SERVICE PROVIDERS   US-2009-0063188-A1   11/4 /2008	12/031,018	SERVICE PROVIDERS		US-2008-0133511-A1	2 /14/2008
12/264,524   SERVICE PROVIDERS   US-2009-0063188-A1   11/4 /2008	İ	CONNECTING	7		271-72000
12/270,224   FINANCIAL SERVICES   US20090138317-A1   11/13/2008					
12/270,224   FINANCIAL SERVICES   US20090138317-A1   11/13/2008	12/264,524	SERVICE PROVIDERS		US-2009-0063188-A1	11/4 /2008
12/270,224   FINANCIAL SERVICES   US20090138317-A1   11/13/2008		CONNECTING		76.01 N	11//2000
12/348,642   SERVICES   US-2009-0113312-A1   I /5 /2009     12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8 /26/2009     11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6 /15/2007     12/038,110   DOCUMENTING REMOTE   ENGAGEMENTS   US-2009-0089096-A1   2 /27/2008     12/038,110   ENGAGEMENTS   US-2009-0089096-A1   2 /27/2008     12/098,669   BROKERAGE SYSTEM   7,653,558   US-2009-0089088-A1   4 /7 /2008     12/098,669   BROKERAGE SYSTEM   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   CONSOLIDATION OF CONSUMER   CONSOLI					
12/348,642   SERVICES   US-2009-0113312-A1   1 /5 /2009     12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8 /26/2009     11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6 /15/2007     11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6 /15/2007     12/038,110   ENGAGEMENTS   US-2009-0089096-A1   2 /27/2008     12/038,110   ENGAGEMENTS   US-2009-0089096-A1   2 /27/2008     12/098,669   BROKERAGE SYSTEM   7,653,558   US-2009-0089088-A1   4 /7 /2008     12/098,669   BROKERAGE SYSTEM   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   CONSOLIDATION OF CONSUMER   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   CONSOLIDATION OF CONSUMER   CONSOLIDATION OF CONS	12/270,224	FINANCIAL SERVICES		US20090138317-A1	11/13/2008
12/348,642   SERVICES   CONNECTING   CONSUMERS WITH     12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8/26/2009     CONNECTING   CONSUMERS WITH     11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6/15/2007     DOCUMENTING   REMOTE   US-2009-0089096-A1   2/27/2008     12/038,110   ENGAGEMENTS   US-2009-0089096-A1   2/27/2008     CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   A MEDICAL   BROKERAGE SYSTEM   CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   INTERACTIONS WITHIN   CONSUMER   INTERACTIONS WITHIN   INTERACTIONS WITHIN   CONSUMER   INTERACTIONS WITHIN   INT		_		777-74.	
12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8 /26/2009		3			
12/548,021   SERVICE PROVIDERS   US-2009-0313043-A1   8 /26/2009	12/348,642	1100		US-2009-0113312-A1	1 /5 /2009
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CONNECTING	12/548,021			US-2009-0313043-A1	8 /26/2009
11/763,700   SERVICE PROVIDERS   US-2008-0065414-A1   6 /15/2007     DOCUMENTING   REMOTE					V 10
DOCUMENTING   REMOTE     US-2009-0089096-A1   2 /27/2008     CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   A MEDICAL   BROKERAGE SYSTEM   CONSOLIDATION OF   CONSUMER   INTERACTIONS WITHIN   CONSUMER		1			
DOCUMENTING   REMOTE   US-2009-0089096-A1   2 /27/2008   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   A MEDICAL   BROKERAGE SYSTEM   CONSOLIDATION OF CONSUMER   INTERACTIONS WITHIN   CONSUMER   CONSUMER	11/763,700	<del></del>		US-2008-0065414-A1	6/15/2007
12/038,110   ENGAGEMENTS				· · · · · · · · · · · · · · · · · · ·	
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12/098,669   A MEDICAL   BROKERAGE SYSTEM   7,653,558   US-2009-0089088-A1   4 /7 /2008   CONSUMER   INTERACTIONS WITHIN		1			
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CONSUMER INTERACTIONS WITHIN	12/098,669		7,653,558	US-2009-0089088-A1	4 /7 /2008
INTERACTIONS WITHIN					
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	10/500 000	A MEDICAL			
12/638,380 BROKERAGE SYSTEM US-2010-0094659-A1 12/15/2009	12/638,380			US-2010-0094659-A1	12/15/2009
IDENTIFYING					
CLINICAL TRIAL	10/11/2004				
12/117,324   CANDIDATES   US-2009-0089098-A1   5 /8 /2008	12/11/,324			US-2009-0089098-A1	5 /8 /2008
AUCTIONING	10/050 15-		-		
12/059,165   PROVIDER PRICES   US-2009-0089084-A1   3 /31/2008	12/059,165		v **********	US-2009-0089084-A1	3 /31/2008
MANAGING 12/050 202	10/050 000	1		·-	
12/059,292   UTILIZATION   US-2009-0089085-A1   3/31/2008	12/059,292	UTILIZATION		US-2009-0089085-A1	3 /31/2008

Declaration Page 3 of 7

SERIAL#	al Jacoba Sur Children (1987)	DATENT #	TOT TENT, TO A CONTOUR TO	
	TITLE	PATENT#	PUBLICATION#	FILED,
	IDENTIFYING TRUSTED		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	, , , ,
12/034,797	PROVIDERS		US-2009-0089074-A1	2 /21/2008
	TRACKING THE		00030,4-711	272172000
	AVAILABILITY OF			
	SERVICE PROVIDERS			
	ACROSS MULTIPLE			
12/129,172	PLATFORMS		US-2009-0089090-A1	5 /29/2008
	IDENTIFICATION OF		munm : " and " - " minm	3/2/2008
	HEALTH RISKS AND			1
	SUGGESTED			
12/098,720			US-2009-0089097-A1	4 /7 /2008
12/061,338			US-2009-0089086-A1	4/2/2008
	CONNECTING		1881 1 118881 1181	''=''='
	CONSUMERS WITH			
12/256,216	100		US-2009-0112623-A1	10/22/2008
	CONNECTING SERVICE		· 11 mm ·	
	PROVIDERS AND			,
	CONSUMERS OF			
1	SERVICES			
	INDEPENDENT OF		,	
12/000 250	GEOGRAPHICAL			
12/098,/38	LOCATION		US-2009-0150252-A1	4 /7 /2008
	PROVIDER SUPPLY &			
10/104 047	CONSUMER DEMAND			
12/124,247	MANAGEMENT		US-2009-0089147-A1	5 /21/2008
10/009 720	CONTINUITY OF			· -
12/098,732	MEDICAL CARE		US-2009-0254361-A1	4 /7 /2008
	ESTABLISHMENT OF A			
12/105 794	TELEPHONE BASED ENGAGEMENT			
12/103,/04			US-2009-0262919-A1	4 /18/2008
12/140,760	ARRANGING REMOTE ENGAGEMENTS		TVA 2000 04	
12/140,700	REMOTE MEDICAL		US-2009-0313076-A1	6/17/2008
12/396,406	SERVICING			
12/7/0,700	VENDOR AND			3 /2 /2009
11/612,983	CONSUMER MATCHING		III 0007 01 50070 4 .	
	PATIENT DIRECTED	- ""	US 2007-0150372 A1	12/19/2006
	INTEGRATION OF			
	REMOTELY STORED			
	MEDICAL	ļ		
	INFORMATION WITH A			
12/486,637	BROKERAGE SYSTEM		TIO 2000 0210204 4:	C la glasses
12, 100,01/	PROPERTY DISTERS		US-2009-0319296-A1	6/17/2009

Declaration Page 4 of 7

SPRIAL#	THE B	10 % of 10 % o	PUBLICATION#	
	PROVIDER-TO-	PATERTA	PUBLICATION#	FIEDRE
	PROVIDER			
12/614,842	CONSULTATIONS			11/0 /2000
	PROVIDER DECISION		· · · · · · · · · · · · · · · · · · ·	11/9_/2009
12/782,193	SUPPORT			5 /18/2010
61/223,901	MEDICAL HOME	111111		7 /8 /2009
	CONNECTING		MIN	
	CONSUMERS WITH			
12/633,115	SERVICE PROVIDERS			12/8 /2009
61/256,843	COUPON CODES		THAT IN THE PROPERTY OF THE PR	10/30/2009
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	CONSUMERS WITH			
61/262,718	SERVICE PROVIDERS			11/19/2009
	ONLINE CARE FOR		11	""'
61/312,547	PROVIDER PRACTICES	1900-		3 /10/2010
<u> </u>	CONNECTING	ĺ		
61/200 100	CONSUMERS WITH			
61/320,100	PROVIDERS	.,,,,		4 /1 /2010

Declaration Page 5 of 7

### Foreign Patents and Patent Applications

SERIAL#	TITLE	FILED	COUNTRY	PUBLICATION #
	CONNECTING			T OTSTATEMENT TOTA BO
	CONSUMERS WITH			
2007292359	SERVICE PROVIDERS	9 /5 /2007	AU	
	CONNECTING			
	CONSUMERS WITH			
2662786	SERVICE PROVIDERS	9 /5 /2007	CA	,
	CONNECTING			
	CONSUMERS WITH			
07841870.4	SERVICE PROVIDERS	9 /5 /2007	EP	2062215
	CONNECTING			- VI ALL
	CONSUMERS WITH			
09111060.3	SERVICE PROVIDERS	9 /5 /2007	HK	1132067
	CONNECTING	1111 33.		
İ	CONSUMERS WITH			
2009-527534	SERVICE PROVIDERS	9 /5 /2007	JP	2010-503122
	AUCTIONING	1 10 11 11 11 11 11 11 11 11 11 11 11 11		
2701257	PROVIDER PRICES	10/1 /2008	CA	
	AUCTIONING	· · · · · · · · · · · · · · · · · · ·		† · ·
08836297.5	PROVIDER PRICES	10/1 /2008	EP	
	TRACKING THE	- 7 1111	- www	v u
	AVAILABILITY OF			
	SERVICE PROVIDERS			
į.	ACROSS MULTIPLE			
2701259	PLATFORMS	10/1 /2008	CA	
	TRACKING THE		<u> </u>	
	AVAILABILITY OF			
	SERVICE PROVIDERS			
	ACROSS MULTIPLE			
08835498.0	PLATFORMS	10/1 /2008	EP	
	CONNECTING	,	1	
	SERVICE PROVIDERS			
	AND CONSUMERS OF			
 	SERVICES			
	INDEPENDENT OF			
DOTATOA AAA AAA AAA	GEOGRAPHICAL			
PCT/US2008/086194	LOCATION	12/10/2008	CA	

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SERIAL#	TELE	ELED	COUNTRY	PUBLICATION #-
	CONNECTING	<u> </u>		G. Luk - Halvalahar Serbank (Ber )
	SERVICE PROVIDERS			
	AND CONSUMERS OF			
	SERVICES			
	INDEPENDENT OF			
	GEOGRAPHICAL			
08859307.4	LOCATION	12/10/2008	EP	
	PROVIDER SUPPLY &			
	CONSUMER			
	DEMAND			
2701267	MANAGEMENT	10/1 /2008	CA	
	PROVIDER SUPPLY &		·	
	CONSUMER			
	DEMAND			
08836541.6	MANAGEMENT	10/1 /2008	EP	
	ESTABLISHMENT OF			
	A TELEPHONE			
	BASED			
PCT/US2009/036908	ENGAGEMENT	3 /12/2009	WO/PCT	WO2009/137164
	REMOTE MEDICAL			
PCT/US2010/025330	SERVICING	2 /25/2010	WO/PCT	
	PATIENT DIRECTED	- 111 111111 -		
	INTEGRATION OF			
	REMOTELY STORED			
	MEDICAL			
	INFORMATION WITH			
	A BROKERAGE			
PCT/US2009/047649	SYSTEM	6 /17/2009	WO/PCT	WO 2009/155336

Declaration Page 7 of 7

Delaware Laws Online

Enlity Name:

Name Reservation

File UCC's

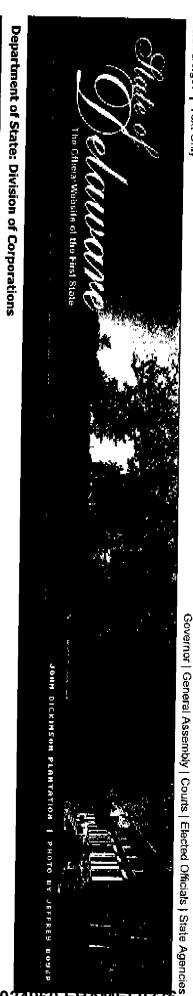
SERVICES Office Location

File Number

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**Entity Details** 

# THIS IS NOT A STATEMENT OF GOOD STANDING

4119617

Incorporation Date /

Formation Date:

06/01/2006 (mm/dd/yyyy)

Entity Type: GENERAL

Declaration

Page

8 of 8

024960

State: 

# REGISTERED AGENT INFORMATION

Name:

CORPORATION SERVICE COMPANY

Address:

2711 CENTERVILLE ROAD SUITE 400

S

Gel Corporate Status

https://delecorp.delaware.gov/thr/controller (1 of 2) [7/13/2010 10:03:36 AM]

& Authentication of Certifications, Apostilles Business Entity How to Form a New Submitting a Request

State

E

Postal Code:

19808

County:

**NEW CASTLE** 

**RECORDED: 09/03/2010** 

WILMINGTON

(302)636-5401

Phone:

UCC Forms and Fees

Service of Process

Taxes

Registered Agents

Expedited Services

Corporate Forms INFORMATION Customer Service Survey:

Validate Certificate

Residency:

DOMESTIC

CORPORATION

**AMERICAN WELL CORPORATION** 

Entity Search

Entity Kind:

Corporate Fees