

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 02/05/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|-------------------------|
| Accuray Incorporated | | 02/03/2007 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------|
| Name: | Accuray Incorporated |
| Street Address: | 1310 Chesapeake Terrace |
| City: | Sunnyvale |
| State/Country: | CALIFORNIA |
| Postal Code: | 94089 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------|
| Registration Number: | 2159142 | CYBERKNIFE |
| Registration Number: | 3121089 | SYNCHRONY |
| Registration Number: | 3181425 | MULTIPLAN |
| Registration Number: | 3298517 | XSIGHT |
| Registration Number: | 3465111 | CYBERKNIFE UNIVERSITY |
| Registration Number: | 3496392 | XSIGHT |
| Registration Number: | 3303434 | ROBOCOUCH |
| Registration Number: | 3053432 | AXUM |
| Registration Number: | 3177967 | INVIEW |
| Registration Number: | 3306634 | ACCURAY |
| Registration Number: | 3306635 | |
| Registration Number: | 3378543 | ACCURAY |
| Registration Number: | 3631869 | XCHANGE |

CH \$365.00 2159142

Serial Number:

78971829

OUR BUSINESS BEGINS WITH PATIENTS

CORRESPONDENCE DATA

Fax Number: (310)820-5270

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 310.207.3800

Email: daniel_russell@bstz.com

Correspondent Name: Lori N. Boatright

Address Line 1: 12400 Wilshire Blvd

Address Line 2: 7th Floor

Address Line 4: Los Angeles, CALIFORNIA 90025-1040

ATTORNEY DOCKET NUMBER:

007291.G053

NAME OF SUBMITTER:

Daniel J. Russell

Signature:

/djr/

Date:

06/30/2009

Total Attachments: 4

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ACCURAY INCORPORATED" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 4:24 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 4:39 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF FEBRUARY, A.D. 2007, AT 7:04 O'CLOCK P.M.

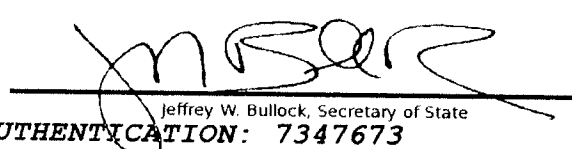
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ACCURAY INCORPORATED".

3358338 8100H

090597455



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7347673

DATE: 06-08-09

TRADEMARK
REEL: 004013 FRAME: 0965

**CERTIFICATE OF MERGER
OF
ACCURAY INCORPORATED
(a California corporation)
with and into
ACCURAY INCORPORATED
(a Delaware corporation)**

*UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE*

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Accuray Incorporated, a Delaware corporation (the "Corporation"), hereby certifies that:

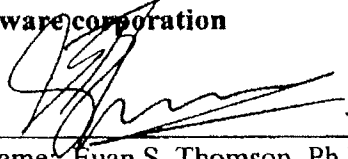
1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Accuray Incorporated, a Delaware corporation
 - (b) Accuray Incorporated, a California corporation ("Parent")
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Corporation and Parent in accordance with Subsection 252(c) of the General Corporation Law of the State of Delaware (and, with respect to the Corporation, by the written consent of its sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware).
3. At the effective time of the merger of Parent with and into the Corporation (the "Merger"), the name of the surviving corporation shall be "Accuray Incorporated" (the "Surviving Corporation").
4. The Certificate of Incorporation of the Corporation immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the principal executive offices of the Surviving Corporation. The address of the principal executive offices of the Surviving Corporation is 1310 Chesapeake Terrace, Sunnyvale, California 94089.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Parent or the Corporation.
7. The authorized capital stock of Parent consists of Eighty-Seven Million Four Hundred Nineteen Thousand Three Hundred Thirty-One (87,419,331) shares, of which Seventy Million (70,000,000) are designated "Common Stock," and Seventeen Million Four

Hundred Nineteen Thousand Three Hundred Thirty-One (17,419,331) are designated "Preferred Stock." None of such shares has any par value. Four Million Five Hundred Thousand (4,500,000) of the authorized shares of Preferred Stock are designated "Series A Preferred Stock", One Million Seventy Thousand Six Hundred Sixty-Six (1,070,666) of the authorized shares of Preferred Stock are designated "Series A-1 Preferred Stock", Six Hundred Sixty-Six Thousand Six Hundred Sixty-Five (666,665) of the authorized shares of Preferred Stock are designated "Series B Preferred Stock" and Eleven Million One Hundred Eighty-Two Thousand (11,182,000) of the authorized shares of Preferred Stock are designated "Series C Preferred Stock".

IN WITNESS WHEREOF, ACCURAY INCORPORATED has caused
this Certificate of Merger to be executed on this 3rd day of FEBRUARY, 2007.

ACCURAY INCORPORATED
a Delaware corporation

By: _____


Name: Euan S. Thomson, Ph.D.

Title: President and Chief Executive Officer

SV535939.3

RECORDED: 06/30/2009

TRADEMARK
REEL: 004013 FRAME: 0968