



**ASSIGNMENT**

WHEREAS, we, David S. Zakim and Luis Chiriboga, being citizens of the United States, and residing at 15 Cole Drive, Armonk, New York 10504 and Gypsy Trail Road, Carmel, New York 10512, respectively; Max Diem, Ph.D., being a citizen of Germany, residing at 11 Ackerman Ct., Croton-On-Hudson, New York 10520; and Ping Xie, being a citizen of China, residing at 54 Jaque Avenue, Morris Plains, New Jersey 07950, are the inventors of certain new and useful inventions and discoveries, for which we have made an application for Letters Patent entitled "A SYSTEM AND METHOD FOR MAPPING THE DISTRIBUTION OF NORMAL AND ABNORMAL CELLS IN SECTIONS OF TISSUE," a declaration for which we have executed on an even day herewith; and

WHEREAS, InPhoCyte, Inc., a corporation of Delaware, whose address is 350 Main Street, White Plains, NY 10601, and which, together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for and in consideration of good and valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to ASSIGNEE the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, and convention applications based in whole, or in part, upon said inventions or discoveries, or upon said applications, and any and all Letters Patents, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent;

2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in our name or in the name of ASSIGNEE or otherwise as ASSIGNEE may deem advisable, under International Conventions or otherwise;

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patents to ASSIGNEE, as assignee of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patents shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to us relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our

conceptions, disclosures, and reduction to practice of said inventions and discoveries.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: 1/6/97

David S. Zakim  
David S. Zakim

WITNESSED BY:

Peter Hoffmeister  
PETER HOFFMEISTER

Name

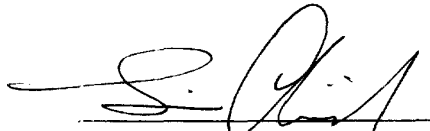
13 COLE DR.

ARMONK, NY 10504

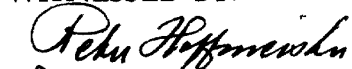
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IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: 1/6/97

  
Luis Chiriboga

WITNESSED BY:

  
PETER HOFFMEISTER

Name

13 COLE DR.

ARMONK, NY 10504  
Address

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: 1/6/97

Max Diem  
Max Diem, Ph.D.

WITNESSED BY:

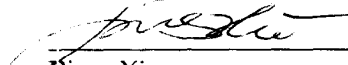
Peter Hoffmeister  
PETER HOFFMEISTER  
Name

13 COLE DR.


ARMONK, NY 10504  
Address

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: 11/6/97

  
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WITNESSED BY:

  
PETER HOFFMEISTER  
Name

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Address