

07-27-1998

Attorney Docket No.: 04799/002004

2 SHEET



Assistant Commissioner for Patents

100776941

f an original document.

1. Name of conveying party(ies):
Baylor College of Medicine

2. Name and address of receiving party(ies):
**Non-Invasive Technology, Inc.
4014 Pine Street
Philadelphia, PA 19104**

Additional name(s) attached? Yes No

Additional names/addresses attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

7-20-98

Execution Date: **April 28, 1998**

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

If this document is being filed with a new application, the execution date of the application is:

A. Patent Application No.(s):
08/150,084

B. Patent No.(s):

Additional numbers attached? Yes No

5. Name/address of party to whom correspondence concerning document should be mailed:

**John N. Williams
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804**

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

7. Total fee (37 CFR 3.41): **\$40**

Enclosed
 Authorized to charge deposit account

8. Deposit account number: **06-1050**

If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

DO NOT USE THIS SPACE

07/24/1998 DNGUYEN 00000104 08150084

01 FC:381

40.00 UP

9. Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

John N. Williams

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **3**

Date of Deposit

July 20, 1998

I hereby certify under 37 CFR 3.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Suzanne C. Kelly
PATENT

REEL: 9337 FRAME: 0472

04799/002004

ASSIGNMENT AND RATIFICATION

For valuable consideration, Baylor College of Medicine, a Texas nonprofit corporation having a place of business at One Baylor Plaza, Houston, Texas 77030, and its successors and assigns (collectively hereinafter called "the Assignor"), hereby assigns to Non-Invasive Technology, Inc., a Delaware corporation having a place of business at 4014 Pine Street, Philadelphia, PA 19104 and its successors and assigns (collectively hereinafter called the "Assignee") its entire right, title and interest throughout the world in the inventions and improvements which are subject of an application for United States Patent, entitled Lateralization Spectrophotometer (as amended) (Serial No. 08/150,084 filed November 15, 1993);

this assignment including said application, any and all United States and foreign patents, utility models, and design registrations granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application, under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and we authorize the Assignee to apply in all countries in our name or in its own name for patents, utility models, and design registrations and like rights of exclusion and for inventors' certificates for said inventions and improvements and ratify any such applications made previous to the date of this assignment; and we agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this assignment and ratification, this assignment and ratification including all rights held by Assignor by virtue of the assignment by Claudia Robertson dated November 4, 1997 and recorded on November 17, 1997 at Reel/Frame 8805/0873.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be signed by its duly authorized officer and attested by its Secretary and its corporate seal to be affixed on this 28th day of APRIL, 1998.

BAYLOR COLLEGE OF MEDICINE

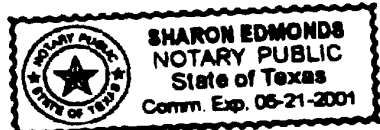
By: [Signature]
Its: SR, Vice President and General Counsel

Attest:

By: _____
Its:

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged by H. Dalton Jones, on the
28th day of April, 1998



Sharon Edmonds
Notary Public in and for
the State of Texas

My Commission Expires:

5-21-2001