

05-10-1999

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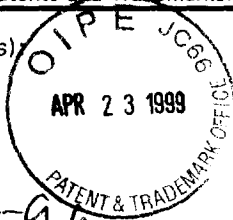


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Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Medtrain, Inc.



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

Name: Nephros, Inc.

Internal Address: 3960 Broadway, 4th Floor
New York, New York 10032

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 4/13/99

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

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

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

A. Patent Application No.(s) Serial No. 09/083,781

B. Patent No. 419199 (DATE OF DEPOSIT) 4/19/99

I HEREBY CERTIFY THAT THIS PAPER OR IF BY PAPER IS A TRANSMITTAL LETTER, EVERY OTHER... FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: COMMISSIONER OF PATENTS & TRADEMARKS WASHINGTON, DC 20231

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Name: Darby & Darby P.C.

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6. Total number of applications and patents involved:

1

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ASSIGNMENT AND AGREEMENT

For value received, Medtrain, Inc., a corporation of the State of New York, having offices at 177 Ft. Washington Avenue, New York, New York 10032, U.S.A., hereby sell, assign and transfer to Nephros, Inc., a corporation of the State of New York having an office at 3960 Broadway, New York, New York 10032, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to **METHOD FOR HIGH EFFICIENCY HEMOFILTRATION** in an application for Letters Patent of the United States, Serial No. 09/083,781, filed May 22, 1998, and all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Nephros, Inc. the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

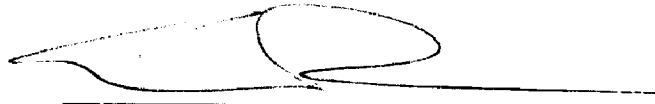
We authorize Nephros, Inc. to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Nephros, Inc. to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to Nephros, Inc. in the United States and in all countries foreign to the United States, or to such nominees as they may designate.

We agree that, when requested, we shall, without charge to Nephros, Inc. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Date: 4/13/99



Dr. Eric A. Rose, President
MEDTRAIN, INC.

United States of America)
State of NEW YORK) ss.:
City of NEW YORK)

On this 13 day of April, 19 99, before me personally came Dr. Eric A. Rose me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Notary Public

LINDA ASAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 31-4882803
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