

RECORDATION FORM

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PATENTS C



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To the Honorable Assistant Commissioner for Patents and Trademarks. P

1. Name of conveying party(ies):

David A. Benaron, Yair Talmi, Ilian H. Parachikov

Additional name(s) of conveying party(ies) attached?

[] Yes [x] No

3. Nature of Conveyance:

[X] Assignment

[] Security Agreement

[] Other

[] Merger

[] Change of Name

Execution Date: June 12, 2000

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

Name: Spectros Corporation

Internal Address:

Street Address: 4370 Alpine Road, Suite 108

City: Portola Valley

State: CA

Zip: 94028

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

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

If this document is being filed together with a new application, the execution date of the application is: June 12, 2000

A. Patent Application No.(s)

HEREWITH

B. Patent No.(s)

Additional numbers attached? [] Yes [X] No

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

Name: Aldo J. Test

Internal Address: FLEHR HOHBACH TEST
ALBRITTON & HERBERT LLP

Street Address: SUITE 3400

FOUR EMBARCADERO CENTER

City: SAN FRANCISCO

State: CA

Zip: 94111-4187

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$40.00

[x] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number: 06-1300

Please debit any underpayment or credit any overpayment to the above deposit account.

Our Order No. A-69377/AJT

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Aldo J. Test

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: [4]

OMB No. 0651-0011 (exp. 4/94)

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06/23/2000 All items to be recorded with required cover sheet information to:

04 FC:561 Honorable Commissioner of Patents and Trademarks, Box Assignments
Washington, DC 20231

File No. A-69377/AJT

40.00

(1012046)

ASSIGNMENT

WHEREAS, the undersigned, David A. Benaron, a resident of Portola Valley, California; Yair Talmi, a resident of Newtown Pennsylvania, and Ilian H. Parachikov, a resident of Fremont, California; (hereinafter termed "Inventors"), have invented certain new and useful improvements in *OPTICAL IMAGING OF INDUCED SIGNALS IN VIVO UNDER AMBIENT LIGHT CONDITIONS*, the specification of which is being filed herewith; and

WHEREAS, Spectros Corporation, a corporation of the State of California, and having its principal place of business at 4370 Alpine Road, Suite 108, Portola Valley, California 94028, (hereinafter referred to as "Assignee") is desirous of acquiring the entire right, title, and interest in and to said invention, said application and the Letters Patent to be obtained therefor;

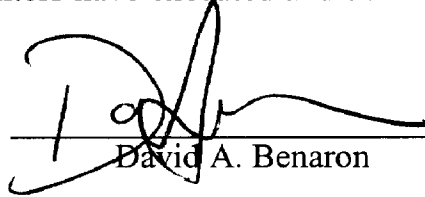
NOW, THEREFORE, for and in consideration of One Dollar and other good and valuable considerations, to us in hand paid, the receipt and sufficiency whereof is hereby acknowledged, we have sold, assigned, and set over and by these presents do hereby sell, assign, and set over unto the said **Spectros Corporation** and said assignee's legal representatives, successors and assigns, the entire right, title, and interest in and to said invention, said application, and the Letters Patent, both foreign and domestic, that may or shall issue thereon; and we do hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to the above-mentioned assignee agreeably with the terms of this assignment.

Upon said consideration, we convey to said assignee the right to make application in its own behalf for protection of said invention in countries foreign to the United States and where expedient to claim under the International Convention or other international arrangement for any such application the date of the said United States application (or other application if any there be) in priority to other applications; and do hereby covenant and agree with the said assignee that we will not execute any writing or do any act whatsoever conflicting with these presents, and that we will at any time upon request, without further or additional consideration, but at the expense of the said assignee, execute such additional assignments and other writings and do such additional acts as said assignee may deem necessary or desirable to perfect the assignee's enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, divisional renewal, reissued or extended Letters Patent of the United States or of any and all foreign countries on said invention, and in enforcing any rights or chose in action accruing as a result of such application or patents, by giving testimony in any proceedings or transactions involving such applications or patents, and by executing preliminary statements and other affidavits, it being understood that the foregoing covenant and

agreement shall bind, and inure to the benefit of the assigns and legal representatives of both parties.

IN WITNESS WHEREOF, said Inventors have executed and delivered this instrument to said assignee on:

Date: 12 June 00


David A. Benaron

County of San Mateo)
State of California) SS.

On June 12, 2000, before me, Beatrice Morin, a Notary Public of the State of California, personally appeared David A. Benaron, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

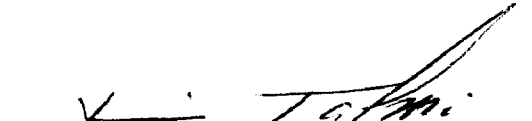
WITNESS my hand and official seal.



Signature Beatrice Morin
Notary Public

(Seal)

Date: 6/8/00



Yair Talmi

County of MERCER)
State of N.J.) SS.

On JUNE 8, 2000, before me, JOANNE GROCHALA, a Notary Public of the State of NEW JERSEY, personally appeared Yair Talmi, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Joanne Grochala
Notary Public



(Seal)

Date: 6/12/00

I. Parachikov
Ilian H. Parachikov

County of San Mateo,
State of California) SS.

On June 12, 2000, before me, Beatrice Morin, a
Notary Public of the State of California, personally appeared Ilian H. Parachikov,
~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be
the person whose name is subscribed to the within instrument, and acknowledged to me
that he executed the same in his authorized capacity, and that by his signature on the
instrument, the person or the entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.



Signature Beatrice Morin
Notary Public

(Seal)