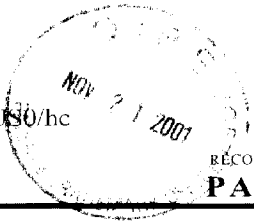


11-27-2001

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Atty Docket No.: 210602U30/hc



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Sergei Nikolaevich BAGROV
Tamara Ilinichna RONKINA
Irina Alexandrovna MAKLAKOVA
Andrei Valentinovich ZOLOTOREVSKY

11-21-01

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

Name: OBSHESTVO S OGRANICHENNOI
OTVETSTVENNOSTIJU
"NAUCHNO-EXPERIMENTALNOE
PROIZVODSTVO MIKROKHIRURGIA
GLAZA"

Address: Beskudnikovsky bulvar, 59A
127486, Moscow, Russia

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 15, 2001

Additional name(s) and 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)
09/897,953

B. Patent No.(s)

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



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6. Total applications and patents involved: 1

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09/09/95

ASSIGNMENT

WHEREAS, we,
BAGROV Sergei Nikolaevich
Russia, 129335, Moscow, ulitsa Startovaya, 9, korpus 2, kv.236

RONKINA Tamara Ilinichna
Russia, 125445, Moscow, Valdaisky proezd, 11, kv.56

MAKLAKOVA Irina Alexandrovna
Russia, 127247, Moscow, ulitsa 800-letia Moskvy, 6, kv. 213

ZOLOTOREVSKY Andrei Valentinovich
Russia, 107113, Moscow, Sokolnichesky val, 50, korpus 2, kv. 156

have made new and useful improvements in "**METHOD OF RESTORING ENDOTHELIUM OF CORNEA**", for which an application for Letters Patent

was filed on _____ as United States Application Serial No. _____, and

WHEREAS **OBSHESTVO S OGRANICHENNOI OTVETSTVENNOSTIJU "NAUCHNO-EXPERIMENTALNOE PROIZVODSTVO MIKROKHIRURGIJA GLAZA"**, having a place of business at **Russia, 127486, Moscow, Beskudnikovsky bulvar, 59A** and who, 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 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 of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries, including all divisional, renewal, substitute, continuation, and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, 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 for any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest 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; that we have good right to assign the same to Assignee without encumbrance; and that we are aware of no claim to the contrary.

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 the said inventions and discoveries, the said patent applications, and the said Letters Patent 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; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with 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; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 15 day of May 2001

Багров Сергей Николаевич
BAGROV/SERGEI NIKOLAEVICH

Ронкина Тамара Ильинична
RONKINA TAMARA ILINICHNA

Маклакова Ирина Александровна
MAKLAKOVA IRINA ALEXANDROVNA

Золоторевский Андрей Валентинович
ZOLOTOREVSKY ANDREI VALENTINOVICH