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FINANCE SECTION

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Mark B. Abelson George W. Ousler, III Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: August 13, 2002</p>		<p>2. Name and address of receiving party(ies) Name: Ophthalmic Research Associates, Inc. Internal Address: Street Address: 863 Turnpike Street N. Andover, MA 01845 Additional name(s) & addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>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) 10/080,873 B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence Concerning document should be mailed: Name: C. Eric Schulman, Esq. Address: MINTZ, LEVIN, COHN, FERRIS GLOVSKY and POPEO, P.C. One Financial Center Boston, MA 02111</p>		<p>6. Total number of applications and patents involved: [1] 7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No: 50-0311; Ref. No. 24895-010.</p>	
<p>DO NOT USE THIS SPACE</p>			
<p>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. C. Eric Schulman, Esq. (Reg. No. 43,350) Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: [3]</p>			

Mail documents to be recorded with required cover sheet information to:

08/30/2002 TBIAZ1 00000175 10000073

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40.00 DP

Box Assignment
Commissioner for Patents
Washington, DC 20231

ASSIGNMENT

We, **Mark B. Abelson of Andover, MA and George W. Ousler, III of Andover, MA** the undersigned, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby assign, sell and transfer to **Ophthalmic Research Associates, Inc.**, a Massachusetts corporation, with offices at **863 Turnpike Street, N. Andover, MA 01845**, and its successors, assigns and legal representatives, all hereinafter referred to as the ASSIGNEE: (1) my entire right, title and interest for the United States and in all countries, in and to any and all inventions, discoveries and applications which are disclosed in the application for United States Letters Patent entitled:

INSTILLATION TECHNIQUES FOR OPHTHALMIC AGENTS TO ENHANCE TREATMENT EFFECT

filed with the U.S. Patent and Trademark Office on **February 22, 2002** and assigned **Serial No. 10/080,873**, including any renewals, revivals, reissues, reexaminations, extensions, continuations, continuations-in-part and divisions thereof and any substitute applications therefor; and any legal equivalent thereof in a foreign country (2) the full and complete right to file patent applications in the name of the ASSIGNEE, its designee, or in my/our names at the ASSIGNEE, or its designee's election, on the aforesaid inventions, discoveries and applications in all countries of the world; (3) the entire right, title and interest in and to any Letters Patent which may issue thereon in the United States or any legal equivalent thereof in any country, and any renewals, revivals, reissues, reexaminations and extensions thereof, and any patents of confirmation, registration and importation of the same; and (4) the entire right, title and interest in all Convention and Treaty Rights of all kinds thereon, including without limitation all rights of priority in any country of the world, in and to the above inventions, discoveries and applications.

We hereby authorize and request the competent authorities to grant and to issue any and all such Letters Patent in the United States and throughout the world to the ASSIGNEE of the entire right, title and interest therein, as fully and entirely as the same would have been held and enjoyed by me/us had this assignment, sale and transfer not been made.

We agree, at any time, upon the request of the ASSIGNEE, to execute and to deliver to the ASSIGNEE any additional applications for patents for said inventions and discoveries, or any part or parts thereof, and any applications for patents of confirmation, registration and importation based on any Letters Patent issuing on said inventions, discoveries, or applications and divisions, continuations, renewals, revivals, reissues, reexaminations and extensions thereof.

We further agree at any time to execute and to deliver upon request of the ASSIGNEE such additional documents, if any, as are necessary or desirable to secure patent protection on said inventions, discoveries and applications throughout all countries of the world, and otherwise to do the necessary to give full effect to and to perfect the rights of the ASSIGNEE under this Assignment, including the execution, delivery and procurement of any and all further documents evidencing this assignment, transfer and sale as may be necessary or desirable.

We hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

We further covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

Date: 8/13/02

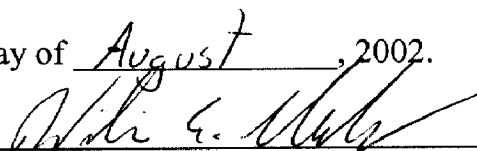


Mark B. Abelson

State of Massachusetts
Country of Essex

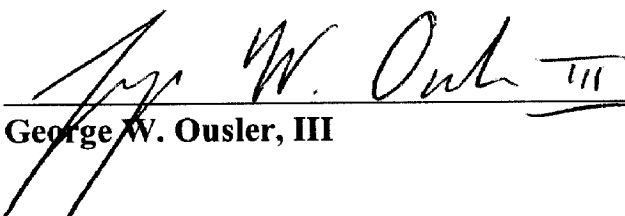
Subscribed and sworn to before me this 13th day of August, 2002.

SEAL



Notary Public William E. Nabozny
My commission expires 2/05/2004

Date: 8/13/02

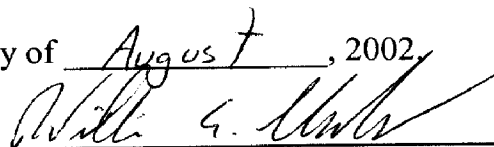


George W. Ousler, III

State of Massachusetts
Country of Essex

Subscribed and sworn to before me this 13th day of August, 2002.

SEAL



Notary Public William E. Nabozny
My commission expires 2/05/2004

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