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To the Honorable Commission of P:

ached original documents or copy thereof.

1. Name of conveying party(ies):
 Vahid Saadat
 Richard C. Ewers
 Eugene G. Chen

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

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

Execution Date: 09/04/02; 08/19/02; 08/19/02

9-16-02

2. Name and address of receiving party(ies)
 Name: USGI MEDICAL, INC.
 Internal Address: _____
 Street Address: 940 Calle Amanecer, Suite A&B
 City: San Clemente State: CA ZIP: 92673
 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)
10/173,227 filed June 13, 2002
 Additional numbers attached? Yes No

B. Patent No.(s)

 Additional numbers attached? Yes No

FINANCE SECTION
SEP 16 AM 9:01
RECORDS

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nicola A. Pisano
 Internal Address: _____
 Street Address: Fish & Neave
1251 Avenue of the Americas
 City: New York State: NY ZIP: 10020

6. Total number of applications and patents involved: 1

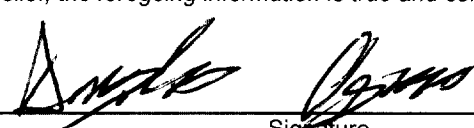
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Additional fees are authorized to be charged to deposit account

8. Deposit account number:
06-1075
 (Attach duplicate copy of this page if paying by deposit account)

09/16/2002 DBYRNE 00000213 10173227
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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.

Douglas A. Oguss  9-9-02
 Name of Person Signing Signature Date

Reg. No. 48,469 Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

ASSIGNMENT

WHEREAS, we, Vahid Saadat, Richard C. Ewers and Eugene G. Chen residing respectively at 12679 Kane Drive, Saratoga, California 95070; 1437 West Malvern Avenue, Fullerton, California 92833 and 3600 Corte Castillo, Carlsbad, California 92009, have made an invention entitled:

**SHAPE LOCKABLE APPARATUS AND METHOD FOR
ADVANCING AN INSTRUMENT THROUGH UNSUPPORTED ANATOMY**

and have made an application for United States Letters Patent therefor, the same being assigned U.S. patent application Serial No. 10/173,227 with a filing date of June 13, 2002; and

WHEREAS, USGI Medical, Inc., a corporation organized and existing under the laws of the State of Delaware and having an address of 940 Calle Amanecer, Suites A&B, San Clemente, California 92673, is desirous of acquiring the entire interest in said invention, said United States patent application and in any Letters Patent which may issue thereon;

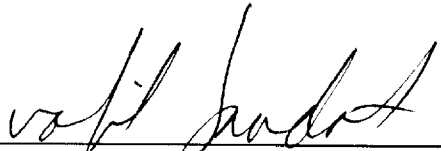
NOW, THEREFORE, be it known that for and in consideration of the sum of One Dollar (\$1.00) paid, and other good and valuable consideration, the receipt of sufficiency of which is hereby acknowledged, we do hereby sell, assign and transfer unto the said USGI Medical, Inc., its successors, assigns and legal representatives, all right, title and interest in and to said invention and any improvements thereon for all countries of the world, and in and to said United States patent application, including any continuations, continuations-in-part and divisions thereof, and any substitute applications therefor, and including the right to claim priority under the International Convention based on said patent application, and any patent which may issue thereon, and any reissues of the same; and all right, title and interest in and to every patent application filed or to be filed on said invention in any other country, including renewals, revivals,

continuations and divisions thereof, and any substitute applications therefor, and any and all patents which may issue thereon, and any reissues and extensions of the same;

and we hereby authorize and request competent authorities to grant and issue any and all patents on said invention to the said USGI Medical, Inc. as the assignee of the entire interest therein; and we further agree to execute upon request of the assignee such additional documents, if any, as are necessary and proper to secure patent protection on said invention throughout all countries of the world, and to otherwise give full effect to and perfect the rights of the assignee under this Assignment.

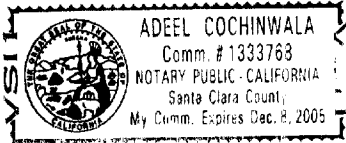
IN TESTIMONY WHEREOF, we have hereunto signed our names on the dates indicated hereinafter.

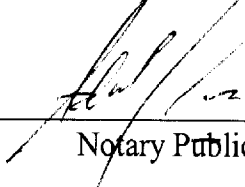
9.4.02
Date


Vahid Saadat

STATE OF CA)
COUNTY OF Santa Clara) ss.:
(larg)

On this 4th day of September, 2002,
appeared before me in person the above-named Vahid Saadat and acknowledged the above to be his signature and that he signed, sealed and delivered the above instrument as his voluntary act and deed, and for the uses and purposes therein set forth.




Notary Public

(Notarial seal)

My Commission expires:
12/8/05

8/19/02

Date

Richard C. Ewers

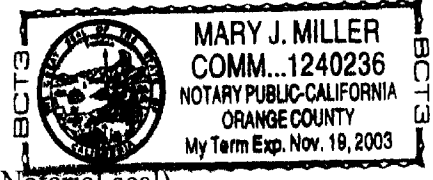
Richard C. Ewers

STATE OF California)

: ss.:

COUNTY OF Orange)

On this 19th day of August, 2002,
appeared before me in person the above-named Richard C. Ewers and acknowledged the above to be his signature and that he signed, sealed and delivered the above instrument as his voluntary act and deed, and for the uses and purposes therein set forth.



(Notarial seal)

Mary J. Miller
Notary Public

My Commission expires:

11/19/03

8/19/02
Date

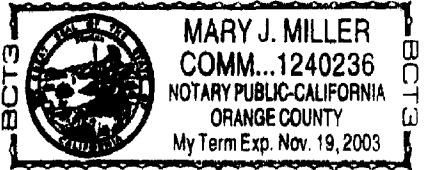
Eugene G. Chen
Eugene G. Chen

STATE OF California)

: ss.:

COUNTY OF Orange)

On this 19th day of August, 2002,
appeared before me in person the above-named Eugene G. Chen and acknowledged the above to be his signature and that he signed, sealed and delivered the above instrument as his voluntary act and deed, and for the uses and purposes therein set forth.



(Notarial seal)

Mary J. Miller
Notary Public

My Commission expires:

11/19/03