

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
EuclidSR Partners, LP, Collateral Agent	09/07/2007

RECEIVING PARTY DATA

Name:	EuclidSR Partners, L.P.
Street Address:	45 Rockefeller Plaza, Suite 3240
City:	New York
State/Country:	NEW YORK
Postal Code:	10111

Name:	EuclidSR Biotechnology Partners, L.P.
Street Address:	45 Rockefeller Plaza, Suite 3240
City:	New York
State/Country:	NEW YORK
Postal Code:	10111

Name:	EuclidSR Partners IV, L.P.
Street Address:	45 Rockefeller Plaza, Suite 3240
City:	New York
State/Country:	NEW YORK
Postal Code:	10111

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	7310547

CORRESPONDENCE DATA

Fax Number: (858)314-1501

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

501449386

PATENT  
REEL: 025864 FRAME: 0254

CH \$40.00 7310547

Phone: 8583141500  
Email: kteuk@mintz.com  
Correspondent Name: SEAN COUGHLIN  
Address Line 1: 3580 CARMEL MOUNTAIN ROAD SUITE 300  
Address Line 4: San Diego, CALIFORNIA 92130

ATTORNEY DOCKET NUMBER:	37631-535C01US
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NAME OF SUBMITTER:	SEAN M. COUGHLIN
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**Total Attachments: 18**

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## BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT:

EuclidSR Partners, L.P., Collateral Agent, with a principal place of business at 45 Rockefeller Plaza, Suite 3240, New York, NY 10111 (the "Grantor"), pursuant to Massachusetts General Laws, Chapter 106, § 9-610, for and in consideration of Two Million One Hundred Thousand and 00/100 Dollars (\$2,100,000) (the "Purchase Price"), the receipt whereof is hereby acknowledged, hereby grants, sells, assigns, transfers, bargains, conveys and delivers unto EuclidSR Partners, L.P., EuclidSR Biotechnology Partners, L.P., and Euclid Partners IV, L.P., each a Delaware limited partnership and each with a principal place of business at 45 Rockefeller Center, Suite 3240, New York, New York 10111, as tenants in common (collectively, the "Grantee"), without recourse except for the warranties given below, the right, title and interest of MEDISPECTRA, INC., ("Debtor") in the property listed and described on Exhibit A attached hereto (the "Assets"). The respective interests of each entity comprising the Grantee are as follows: Euclid SR Partners, L.P., 59.5% EuclidSR Biotechnology Associates, L.P., 25.5% and Euclid Partners IV, L.P., 15%. All payments made by the Grantee to the Grantor shall be paid by means of an application of indebtedness of Debtor.

The Grantee acknowledges that the Grantor is a secured party holding a security interest in the Assets and this Secured Party Bill of Sale evidences the disposition of the Assets by a secured party, after default, in accordance with the

Section 9-610 of the Uniform Commercial Code. By accepting this bill of sale and paying the Purchase Price, Grantee hereby represents and warrants that it is paying a fair and reasonable purchase price. Grantor will execute such other documents as shall reasonably be required to give effect to the sale herein provided. Nothing contained in this Bill of Sale is intended to impose any obligations or liabilities on either Grantor or Grantee beyond any provided expressly herein.

IN WITNESS WHEREOF, the Grantor and the Grantee have executed this Secured Party Bill of Sale as an instrument under seal this 7th day of September, 2007.

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## signature page to EuclidSR Partners, L.P. Bill of Sale

EUCLIDSR PARTNERS, L.P.  
Collateral AgentBy: EuclidSR Associates, L.P., its general  
partnerWitness: Walter J. PayneBy: Stephen K. Reidy  
Its GENERAL PARTNER

EUCLIDSR PARTNERS, L.P.

By: EuclidSR Associates, L.P., its general  
partnerWitness: Walter J. PayneBy: Stephen K. Reidy  
Its GENERAL PARTNEREUCLIDSR BIOTECHNOLOGY  
PARTNERS, L.P.By: EuclidSR Biotechnology  
Associates, L.P.,  
its General PartnerWitness: Walter J. PayneBy: Stephen K. Reidy  
Its GENERAL PARTNER

EUCLID PARTNERS IV, L.P.

By: Euclid Associates IV,  
its General PartnerWitness: Walter J. PayneBy: Stephen K. Reidy  
Its GENERAL PARTNER

**Exhibit A**

Inventory, including, without limitation, merchandise raw materials, parts, supplies, packing and shipping materials, work in process and finished products, including inventory temporarily out of the possession of MediSpectra, Inc. (the "Company") or in transit, and all proceeds including insurance proceeds, and any documents of title representing any inventory.

Patents and patent applications and the inventions and improvements described and claimed therein, patentable inventions, including, without limitation, those described on Schedule A-1 attached hereto.

Trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, internet domain names, service marks, logos, other business identifiers, prints and labels on which any of the foregoing appear, all registrations and recordings thereof, and all applications in connection therewith, including, without limitation, those described on Schedule A-2 attached hereto.

Copyright rights, copyright registrations and like protections in each work of authorship and derivative work thereof, whether published or unpublished, including, without limitation, those described on Schedule A-3 attached hereto. All trade secret rights, including all rights to unpatented inventions, know-how, customer lists, operating manuals, license rights and agreements and confidential information, including, without limitation, those described on Schedule A-4 attached hereto; all maskwork or similar rights available for the protection of semiconductor chips.

All claims for damages by way of any past, present or future infringement of any of the foregoing.

Other general intangibles, including, without limitation, goodwill, trademarks, servicemarks, trade styles, trade names, patents, patent applications, license agreements, franchise agreements, blueprints, drawings, infringements, claims, computer programs, computer discs, computer tapes, literature, reports, catalogs and design rights, leases, purchase orders, customer lists, insurance payments and rights to payment of any kind, any other

general intangible as described in the UCC, including all of the Company's rights in and to (a) agreements, leases (including purchase options with respect thereto), licenses and contracts to which the Company is a party; (b) all obligations and other indebtedness owed to the Company (other than accounts) from whatever source arising; (c) all tax refunds and right to receive tax refunds; (d) all rights to refunds to indemnification (including, without limitation, all amounts refunded or paid to the Company as a result of such amounts being deemed voidable transfers in any insolvency or bankruptcy proceeding), contribution and subrogation; and (e) all causes of action, choses in action and judgments.

All documents, securities entitlements, securities accounts, investment property, financial assets, letter of credit rights, certificates of deposit, instruments, documents and chattel paper (whether tangible or electronic).

All accounts, contract rights, royalties, license rights and all other forms of obligations owing to the Company arising out of the sale or lease of goods or otherwise, the licensing of technology or the rendering of services by the Company, whether or not earned by performance, and any and all credit insurance, guaranties and other security therefore, as well as merchandise returned to or reclaimed by the Company.

Books and records relating to the foregoing, and any and all claims, rights and interest in any of the above and all substitutions for, additions and accessions to and proceeds thereof and any supporting obligations..

**SCHEDULE A-1**  
**Patents; Patent Applications, etc.**

1. Pat. 5,022,757  
No.  
Issued June 11, 1991  
Title "Heterodyne System and Method for Sensing a Target Substance"
2. Pat. 5,713,364  
No.  
Issued February 3, 1998  
Title "Spectral Volume Microprobe Analysis of Materials"
3. Pat. 5,813,987  
No.  
Issued September 29, 1998  
Title "Spectral Volume Microprobe for Analysis of Materials"
4. Pat. 6,104,945  
No.  
Issued August 15, 2000  
Title "Spectral Volume Microprobe Arrays"
5. Pat. D453,832  
No.  
Issued February 19, 2002  
Title "Sheath for Cervical Optical Probe Design"
6. Pat. D453,962  
No.  
Issued February 26, 2002  
Title "Sheath for Cervical Optical Probe Design"
7. Pat. D453,963  
No.  
Issued February 26, 2002  
Title "Sheath for Cervical Optical Probe Design"
8. Pat. D453,964  
No.  
Issued February 26, 2002  
Title "Sheath for Cervical Optical Probe Design"
9. Pat. 6,385,484



No.  
Issued May 7, 2002  
Title "A Spectroscopic System Employing a Plurality of Data Types"

10. Pat. 6,411,835  
No.  
Issued June 25, 2002  
Title "Spectral Volume Microprobe Arrays"

11. Pat. 6,411,838  
No.  
Issued June 25, 2002  
Title "Systems and Methods for Optical Examination of Samples"
12. Pat. 6,421,553  
No.  
Issued July 16, 2002  
Title "Spectral Data Classification of Samples"
13. Pat. 6,427,082  
No.  
Issued July 30, 2002  
Title "Optical Methods and Systems for Rapid Screening of the Cervix"
14. Pat. D460,821  
No.  
Issued July 30, 2002  
Title "Sheath for Cervical Optical Probe Design"
15. Pat. 6,760,613  
No.  
Issued July 6, 2004  
Title "Systems and Methods for Optical Examination of Samples"
16. Pat. 6,768,918  
No.  
Issued July 27, 2004  
Title "Fluorescent Fiberoptic Probe for Tissue Health Discrimination and Method of Use Thereof"
17. Pat. 6,818,903  
No.  
Issued November 16, 2004  
Title "Method and Apparatus for Identifying Spectral Artifacts"
18. Pat. 6,826,422  
No.  
Issued November 30, 2004  
Title "Spectral Volume Microprobe Arrays"
19. Pat. D500,134  
No.  
Issued December 21, 2004  
Title "A Sheath for Cervical Optical Probe Design"

20. Pat. 6,839,661  
No.  
Issued January 4, 2005  
Title "System for Normalizing Spectra"
21. Pat. 6,847,490  
No.  
Issued January 25, 2005  
Title "Optical Probe Accessory Device for Use in In-Vivo Diagnostic Procedures"
22. Pat. 6,902,935  
No.  
Issued June 7, 2005  
Title "Methods of Monitoring Effects of Chemical Agents on a Sample"
23. Pat. D607,349  
No.  
Issued July 12, 2005  
Title "A Sheath for Cervical Optical Probe Design"
24. Pat. 6,933,154  
No.  
Issued August 23, 2005  
Title "Optimal Windows for Obtaining Spectral Data for Characterization of Tissue Samples"
25. Pat. 7,103,401  
No.  
Issued Sept 5, 2006  
Title "Tissue Health Discrimination by Fluorescence and Fiberoptic Probe and Method of Use Thereof"
26. Pat. 7,127,282  
No.  
Issued October 24, 2006  
Title "Optical Methods and Systems for Rapid Screening of the Cervix"
27. Pat. 7,136,518  
No.  
Issued November 14, 2006  
Title "Methods and Apparatus for Displaying Diagnostic Data"
28. Pat. 7,187,810

No.  
Issued March 6, 2007  
Title "Methods and Systems for Correcting Image Misalignment"

**U.S. Patent Applications with a Notice of Allowance Issued**

1. Title "Image Processing Using Measures of Similarity"  
Filed March 15, 2002  
Status Notice of Allowance: 4/26/06
2. Title "Methods and Apparatus for Processing Spectral Data for Use  
in Tissue Characterization"  
Filed April 18, 2003  
Status Notice of Allowance: 5/2/07

**U.S. Patent Applications Pending**

1. Title "Methods of Diagnosing Disease"  
Filed December 15, 2000  
Status Application Filed
2. Title "Spectral Volume Microprobe Arrays"  
Filed April 24, 2001  
Status Application Filed
3. Title "Methods for Processing Sequential Images of a Sample"  
Filed February 5, 2002  
Status Application Filed
4. Title "A Spectroscopic System Employing a Plurality of Data Types"  
Filed February 8, 2002  
Status Application Filed
5. Title "Methods of Diagnosing Disease"  
Filed April 11, 2003  
Status Application Filed
6. Title "Methods and Apparatus for Characterization of Tissue  
Samples"  
Filed April 18, 2003  
Status Application Filed
7. Title "Methods and Apparatus for Visually Enhancing Images"  
Filed April 18, 2003

- |     | Status | Application Filed   |
|-----|--------|---|
| 8.  | Title  | "Methods and Apparatus for Characterization of Tissue Samples"                                |
|     | Filed  | April 18, 2003  |
|     | Status | Application Filed   |
| 9.  | Title  | "Methods and Apparatus for Processing Image Data for Use in Tissue Characterization"          |
|     | Filed  | April 18, 2003  |
|     | Status | Application Filed   |
| 10. | Title  | "Methods and Apparatus for Evaluating Image Focus"  |
|     | Filed  | April 18, 2003  |
|     | Status | Application Filed   |
| 11. | Title  | "Methods and Apparatus for Calibrating Spectral Data"   |
|     | Filed  | April 18, 2003  |
|     | Status | Application Filed   |
| 12. | Title  | "Spectral Volume Microprobe Arrays"   |
|     | Filed  | November 4, 2003  |
|     | Status | Application Filed   |
| 13. | Title  | "Optimal Windows for Obtaining Optical Data for Characterization of Tissue Samples"           |
|     | Filed  | April 21, 2004  |
|     | Status | Application Filed   |
| 14. | Title  | "Method and Apparatus for Identifying Spectral Artifacts"                                     |
|     | Filed  | May 19, 2004  |
|     | Status | Application Filed   |
| 15. | Title  | "Substantially Monostatic, Substantially Confocal Optical Systems for Examination of Samples" |
|     | Filed  | June 17, 2004   |
|     | Status | Application Filed   |
| 16. | Title  | "System for Normalizing Spectra"  |
|     | Filed  | June 18, 2004   |
|     | Status | Application Filed   |
| 17. | Title  | "Fluorescent Fiberoptic Probe for Tissue Health Discrimination"                               |
|     | Filed  | July 19, 2004   |
|     | Status | Application Filed   |

18. Title "Methods for Processing Sequential Images of a Sample"  
Filed August 5, 2004  
Status Application Filed
19. Title "An Optical Probe Accessory Device for Use in In-Vivo  
Diagnostic Procedures"  
Filed December 21, 2004  
Status Application Filed
20. Title "Methods for Identifying, Displaying, Marking, and Treating  
Suspect Regions of Tissue"  
Filed April 7, 2005  
Status Application Filed
21. Title "Analysis of Volume Elements for Tissue Characterization"  
Filed May 11, 2005  
Status Application Filed

22. Title "Methods and Systems for Correcting Image Misalignment"  
Filed December 4, 2006  
Status Application Filed

**SCHEDULE A-2**  
**Trademarks, etc.**

Mark: LUMA  
Serial Number: 76/406,413  
Reg. No.: 3,114,559



**SCHEDULE A-3**  
**Copyrights, etc.**

1. LUMA product Labeling
2. LUMA development documents, including software code

**SCHEDULE A-4**  
**Trade Secrets, etc.**

- I. Proprietary Studies, Findings & Know-how**
  - 1. LUMA Pivotal clinical trials: protocols, data, findings
  - 2. LUMA ancillary clinical studies: protocols, data, findings
  - 3. Research designs, prototypes and clinical evaluation findings
- II. LUMA FDA Premarket Approval (PMA)**
  - A. Pivotal & Ancillary Clinical Trials
    - 1. Study design and execution documents
    - 2. Clinical data on approximately 5000 patients
    - 3. Research and statistical analysis of clinical data
- III. LUMA Design & Development**
  - B. Hardware design & development documents
    - 1. Product requirements
    - 2. Design specifications
    - 3. Risk analysis
    - 4. Design documents
    - 5. Design verification
    - 6. Design validation
  - C. Software design & development documents [same categories as above]
  - D. Disposable Probe Cover design & development documents [same categories as above]
- IV. LUMA & Disposable Manufacturing & Service**
  - A. Product Manufacturing Files
    - 1. Bill of materials
    - 2. Design history file
    - 3. Device master record
  - B. Manufacturing Procedures
    - 1. Materials suppliers
    - 2. Incoming inspection
    - 3. Assembly procedures
    - 4. Calibration materials and procedures
    - 5. Testing procedures
    - 6. Shipping procedures

- C. Service Procedures & Documents
  - 1. Service manual
  - 2. Service procedures
- V. LUMA FDA Labeling
  - A. User's Manual
  - B. Instructions for Use
  - C. Information for Prescribers
  - D. Product labels
- VI. LUMA Clinical Data
  - A. 5000 (approx) Clinical Patients' Data
  - B. Video & spectroscopy optical measurements
  - C. Spectra categorized by tissue type with both colposcopy and pathology findings
    - 1. Major Disease states
      - a. No disease, CIN 1, CIN 2, CIN 3, cancer
    - 2. Miscellaneous states
      - a. Metaplasia, Cervicitis, Necrosis
- VII. Technology Development Programs
  - A. Screening/Triage Technology
    - 1. Design concepts
    - 2. Performance modeling
  - B. Endocervical Probe Prototype
    - 1. Designs
    - 2. Prototype parts
  - C. LUMA with Integrated Colposcope
    - 1. Prototype designs
  - D. Colonoscope Prototype
    - 1. Design
    - 2. Clinical study findings
  - E. Cystoscope Prototype
    - 1. Design
    - 2. Clinical study findings
  - F. Video Acetowhitening Prototypes
    - 1. Prototypes designs
    - 2. Clinical study findings
  - G. LUMA Prototypes
    - 1. Designs
    - 2. Clinical study findings

## **SCHEDULE B**

### **Distribution of Shares**

<b>Contributor</b>	<b>Number of Shares</b>
Euclid Partners IV, L.P.	13.5
EuclidSR Partners, L.P.	53.55
EuclidSR Biotechnology Partners, L.P.	22.95