

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
MediSpectra, Inc.	08/30/2007
RECEIVING PARTY DATA	
Name:	EuclidSR Partners, LP, Collateral Agent
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:	6818903
CORRESPONDENCE DATA	
Fax Number:	(858)314-1501
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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:	37631-536001US
NAME OF SUBMITTER:	SEAN M. COUGHLIN
Total Attachments: 13 source=MediSpectra-EuclidSR#page1.tif source=MediSpectra-EuclidSR#page2.tif source=MediSpectra-EuclidSR#page3.tif source=MediSpectra-EuclidSR#page4.tif source=MediSpectra-EuclidSR#page5.tif	

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NOTIFICATION OF DISPOSITION OF COLLATERAL

To: MediSpectra, Inc.
45 Hartwell Avenue
Lexington, Massachusetts 02421

From: EuclidSR Partners, LP, Collateral Agent
45 Rockefeller Plaza, Suite 3240
New York, New York 10111
Telephone: (212) 218-6880
Facsimile: (212) 218-6877
Attention: Stephen Reidy

Date: August 15, 2007

Name of Debtor: Medispectra, Inc.

EuclidSR Partners, LP, Collateral Agent ("Secured Party") is the present holder of a security interest pursuant to Security Agreement dated as of May 6, 2004, as amended and restated by an Amended and Restated Security Agreement dated as of January 21, 2005, by a Second Amended and Restated Security Agreement dated as of May 10, 2005, by a Third Amended and Restated Security Agreement dated as of October 31, 2005, by a Fourth Amended and Restated Security Agreement dated as of April 10, 2006, by a Fifth Amended and Restated Security Agreement dated as of July 18, 2006, by a Sixth Amended and Restated Security Agreement dated as of March 14, 2007 and by a Seventh Amended and Restated Security Agreement dated as of April 27, 2007 (the "Security Agreement").

Secured Party will sell the personal property described on attached Exhibit A to the highest qualified bidder in a public sale as follows:

Date: August 30, 2007

Time: 12 o'clock noon. (The premises will open at 9 o'clock a.m. for inspection of equipment by prospective buyers.)

Place: MediSpectra, Inc., 45 Hartwell Avenue, Lexington, Massachusetts 02421

Sincerely,

EuclidSR Partners, LP, Collateral Agent
By: Euclid SR Associates, LP, its
General Partner

By: 
Stephen K. Reidy, Its General Partner

EXHIBIT A
To
Notification of Disposition of Collateral

Property:

Secured Party's rights in and to the following property of MediSpectra, Inc. (the "Company"), and all proceeds of such property.

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 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, including, without limitation, those described on Schedule A-1 attached hereto.

Trademarks, trade names, 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 mask work 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..

Secured Party reserves the right to exclude items from the sale.

SCHEDULE A-1
Patents; Patent Applications, etc.

1. Pat. No. 5,022,757
Issued June 11, 1991
Title "Heterodyne System and Method for Sensing a Target Substance"
2. Pat. No. 5,713,364
Issued February 3, 1998
Title "Spectral Volume Microprobe Analysis of Materials"
3. Pat. No. 5,813,987
Issued September 29, 1998
Title "Spectral Volume Microprobe for Analysis of Materials"
4. Pat. No. 6,104,945
Issued August 15, 2000
Title "Spectral Volume Microprobe Arrays"
5. Pat. No. D453,832
Issued February 19, 2002
Title "Sheath for Cervical Optical Probe Design"
6. Pat. No. D453,962
Issued February 26, 2002
Title "Sheath for Cervical Optical Probe Design"
7. Pat. No. D453,963
Issued February 26, 2002
Title "Sheath for Cervical Optical Probe Design"
8. Pat. No. D453,964
Issued February 26, 2002
Title "Sheath for Cervical Optical Probe Design"
9. Pat. No. 6,385,484
Issued May 7, 2002
Title "A Spectroscopic System Employing a Plurality of Data Types"
10. Pat. No. 6,411,835
Issued June 25, 2002
Title "Spectral Volume Microprobe Arrays"

11. Pat. No. 6,411,838
Issued June 25, 2002
Title "Systems and Methods for Optical Examination of Samples"
12. Pat. No. 6,421,553
Issued July 16, 2002
Title "Spectral Data Classification of Samples"
13. Pat. No. 6,427,082
Issued July 30, 2002
Title "Optical Methods and Systems for Rapid Screening of the Cervix"
14. Pat. No. D460,821
Issued July 30, 2002
Title "Sheath for Cervical Optical Probe Design"
15. Pat. No. 6,760,613
Issued July 6, 2004
Title "Systems and Methods for Optical Examination of Samples"
16. Pat. No. 6,768,918
Issued July 27, 2004
Title "Fluorescent Fiberoptic Probe for Tissue Health Discrimination and Method of Use Thereof"
17. Pat. No. 6,818,903
Issued November 16, 2004
Title "Method and Apparatus for Identifying Spectral Artifacts"
18. Pat. No. 6,826,422
Issued November 30, 2004
Title "Spectral Volume Microprobe Arrays"
19. Pat. No. D500,134
Issued December 21, 2004
Title "A Sheath for Cervical Optical Probe Design"
20. Pat. No. 6,839,661
Issued January 4, 2005
Title "System for Normalizing Spectra"
21. Pat. No. 6,847,490
Issued January 25, 2005
Title "Optical Probe Accessory Device for Use in In-Vivo Diagnostic Procedures"

- 22. Pat. No. 6,902,935
 Issued June 7, 2005
 Title "Methods of Monitoring Effects of Chemical Agents on a Sample"

- 23. Pat. No. D507,349
 Issued July 12, 2005
 Title "A Sheath for Cervical Optical Probe Design"

- 24. Pat. No. 6,933,154
 Issued August 23, 2005
 Title "Optimal Windows for Obtaining Spectral Data for Characterization of Tissue Samples"

- 25. Pat. No. 7,103,401
 Issued Sept 5, 2006
 Title "Tissue Health Discrimination by Fluorescence and Fiberoptic Probe and Method of Use Thereof"

- 26. Pat. No. 7,127,282
 Issued October 24, 2006
 Title "Optical Methods and Systems for Rapid Screening of the Cervix"

- 27. Pat. No. 7,136,518
 Issued November 14, 2006
 Title "Methods and Apparatus for Displaying Diagnostic Data"

- 28. Pat. No. 7,187,810
 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