

## PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AMENDED AND RESTATED BILL OF SALE
CONVEYING PARTY DATA	
Name	Execution Date
Verium Diagnostics, Inc. (f/k/a Spinematrix Inc.)	05/14/2012
RECEIVING PARTY DATA	
Name:	VDI Acquisition Corp.
Street Address:	c/o Psilos Group Managers, LLC
Internal Address:	140 Broadway, 51st Floor
City:	New York,
State/Country:	NEW YORK
Postal Code:	10005
PROPERTY NUMBERS Total: 13	
Property Type	Number
Patent Number:	6004312
Patent Number:	6002957
Patent Number:	6047202
Patent Number:	6745062
Patent Number:	6915148
Patent Number:	6973344
Patent Number:	6856833
Patent Number:	6917825
Patent Number:	7127279
Patent Number:	7363069
Patent Number:	7627358
Patent Number:	7912526
Patent Number:	8032210
CORRESPONDENCE DATA	

501933432

PATENT  
 REEL: 028275 FRAME: 0020

CH \$520.00 6004312

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*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: WINSTON & STRAWN LLP - Huu Nguyen

Address Line 1: 1700 K Street N.W.

Address Line 2: Patent Department

Address Line 4: Washington, DISTRICT OF COLUMBIA 200063817

ATTORNEY DOCKET NUMBER:

11756-4 AMENDED B OF SALE

NAME OF SUBMITTER:

ALLAN A. FANUCCI

Total Attachments: 8

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## AMENDED AND RESTATED BILL OF SALE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, pursuant to Section 9-610 of the Ohio Uniform Commercial Code (Section 1309.610 of the Ohio Revised Code) (the "UCC") and that certain Securities Purchase Agreement, dated as of September 22, 2010 (as subsequently amended, modified and supplemented, the "SPA") between Verium Diagnostics, Inc., formerly known as Spinematrix, Inc. ("Verium"), a Delaware corporation, as borrower, and the lenders party thereto ("Lenders"; the Lenders being represented pursuant to the terms of the SPA by Psilos Group Managers, LLC, as Lender Representative (the "Lender Representative")), Lender Representative hereby sells, assigns, transfers and conveys *nunc pro tunc* as of March 9, 2012 to the Lender Representative those assets of Verium set forth on Schedule I hereto (collectively, the "Subject Assets"), free and clear of all liens, claims, encumbrances, charges and security interests, except as set forth herein, which assets are Collateral pursuant to (i) the SPA and (ii) that certain Security Agreement dated as of September 22, 2010 (the "Security Agreement" and together with the Security Agreement, the "Foreclosure Documents") between Verium, as grantor, and the Lender Representative, as grantee, and the Lender Representative has designated VDI Acquisition Corp., a Delaware Corporation ("VDI Acquisition") to receive all of its right, title and interest to the Subject Assets in accordance with Section 11.12 of that certain Asset Purchase Agreement dated as of February 21, 2012 (the "APA") among the Lender Representative, the Director of Development of the State of Ohio and, solely for the purposes of Section 11.12 thereof, VDI Acquisition.

This sale is made by Lender Representative, as secured creditor of Verium pursuant to its rights under the Foreclosure Documents, and certain other documents, instruments and

agreements executed pursuant thereto or in connection therewith, and applicable law, including, without limitation, Section 9-610 of the UCC. Verium has defaulted on its obligations under the SPA, which obligations are secured by the Collateral. Lender Representative has exercised its post-default remedies with respect to the Collateral available under the UCC.

THE LENDER REPRESENTATIVE AGREES (ON BEHALF OF ITSELF AND VDI ACQUISITION, AS DESIGNEE)) THAT IT WILL BE ACQUIRING THE ASSETS IN AN “AS IS – WHERE IS” CONDITION “WITH ALL FAULTS” AND SPECIFICALLY AND EXPRESSLY WITHOUT ANY RECOURSE, WARRANTIES, REPRESENTATIONS OR GUARANTEES, EITHER EXPRESS OR IMPLIED, AND WITHOUT ANY WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT, OR THE LIKE, IN THIS SALE, OF ANY KIND OR NATURE FROM THE LENDER REPRESENTATIVE EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES EXPRESSLY SET FORTH IN THE APA.

This Amended and Restated Bill of Sale replaces, amends and supersedes in its entirety that certain Bill of Sale executed as of March 9, 2012 by the Lender Representative concerning the Subject Assets.

*(Signatures on next page)*

IN WITNESS WHEREOF, the undersigned have caused this Amended and Restated Bill  
of Sale to be duly executed as of the 14<sup>th</sup> day of MAY, 2012.

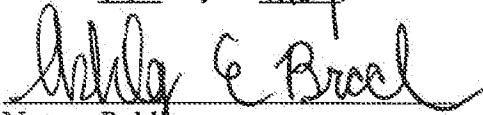
PSILOS GROUP MANAGERS, LLC

By: 

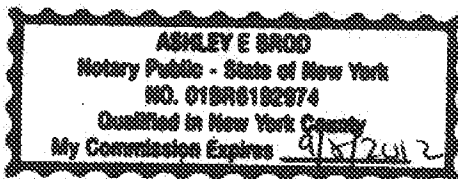
Printed Name: David A. Eichler

Title: Managing Member

Subscribed and sworn to before me  
on this 14 day of May, 2012.

  
Notary Public

My Seal Expires: 9/8/2012



VDI ACQUISITION CORP.

By: David A. Eichler

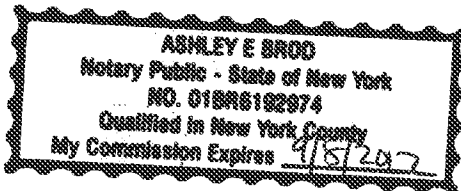
Printed Name: David A. Eichler

Title: President

Subscribed and sworn to before me  
on this 14 day of May, 2012.

Ashley E. Brod  
Notary Public

My Seal Expires: 9/5/2012



VERIUM DIAGNOSTICS, INC.

By: *David Eichler*

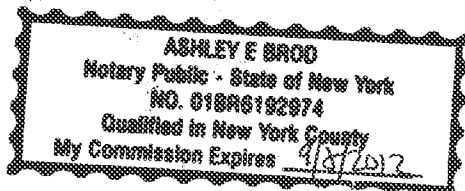
Printed Name: DAVID EICHLER

Title: CHAIRMAN & SECRETARY

Subscribed and sworn to before me  
on this 14 day of May, 2012.

*Ashley E Brod*  
Notary Public

My Seal Expires: 9/8/2012



## EXHIBIT 1

The term "Subject Assets" means all assets and properties of Verium (other than any "Excluded Assets" as that term is defined below) used or useful in connection with, or otherwise relating to, the current business (the "Business") of Verium, including, without limitation, all accounts, chattel paper, equipment, fixtures, general intangibles, inventory, "Intellectual Property" (as that term is defined below), Intellectual Property licenses, all untitled vehicles, office equipment, computer equipment, furniture, machinery, tools, dies, jigs, test equipment, raw materials, parts, work in progress, finished goods, displays, supplies, spare parts, books and records (other than minute books and other corporate records of Verium), ledgers, files, documents, correspondence, originals and duplicates, accounting records, customer lists, lists of prospective customers, vendor, dealer and distributor lists, sales literature, brochures, inventory records, purchase orders and invoices, sale orders and sale order logbooks, customer information, sales commission records, correspondence, outstanding proposals, data, confidential business information, price lists, product demonstrations, catalogs, rights to trade rebates, refunds, credits and allowances, all insurance benefits and proceeds arising from or relating to the Subject Assets prior to the date hereof, all claims of Verium against third parties relating to the Subject Assets, all rights of Verium relating to deposits and prepaid expenses, and all other items of personal property, whether tangible or intangible, owned by Verium that is or may be the Collateral (as defined in the Security Agreement) of Lender Representative, whether or not in the possession of Verium, except for the Excluded Assets.

The term "Intellectual Property" means throughout the world all (a) patents and patent applications, including all provisionals, reissues, divisions, continuations, continuations-in-part, reexaminations, and extensions thereof, inventions and invention disclosures (whether or not patentable and whether or not reduced to practice) as well as the rights to file for and to claim priority to any such rights throughout the world; (b) trademarks, service marks, certification marks, trade names, trade dress, logos, slogans, corporate names together with the goodwill symbolized by any of the foregoing, and all applications and registrations thereof throughout the world; (c) all domain names and registrations thereof; (d) copyrights, works of authorship and design rights, other copyrightable works, and all registrations, applications, renewals, extensions and reversions thereof throughout the world; (e) confidential and proprietary information, including know-how and trade secret rights, technologies, techniques, processes, discoveries, concepts, ideas, research and development, formulae, patterns, compilations, compositions, manufacturing and production processes, programs, devices, methods, technical data, procedures, designs, recordings, graphs, drawings, reports, analyses, and specifications; (f) the right to sue and recover for past, present and future infringements of any of the foregoing as well as royalties, damages, and payments now and hereafter due or payable; and (f) any similar or equivalent rights to any of the foregoing throughout the world, including but limited, to those assets specifically identified on Schedule A.

The term "Excluded Assets" means all cash, cash equivalents, employment agreements, consulting agreements, collective bargaining agreements, employee pension benefit or welfare plans, charter documents and corporate minutes and record books and any particular records or information that Verium is required by applicable law to retain and the assets identified below,



and all additions, parts, accessories, attachments and accessions thereto and all other machinery, equipment and parts acquired as a replacement therefor:

Indexing Plate-Aluminum .5" x 18" x 18" used for holding arrays in place before entering conveyor and to carry through the conveyor system

C - 740 Century Selective Conformal Coating dispensing unit used for dispensing gel material onto circuit blanks

Fluid systems and accessories for C-740 coating unit

UV-6 Oven curing module used to cure the gel by applying heat and light to the liquid gel dispensed

Material handling conveyor system 20" used to transport the array from dispensing system to the oven module

Compact Counting Bench Scale with 310 gram capacity - used for weighing array components and finished product

Foot Operated Heat sealing unit used to seal pouches containing the finished array

Refrigeration unit for storing hydrogel

Hand held dispensing unit - allows operator to hand dispense gel onto circuit blanks

Air purifier necessary for keeping air quality consistent during the mfg process

ET-12P Electrode Tester used to test gel properties and conductivity of electrodes to assure that the finished array has a completed electrical circuit before being packaged

Shelving units for storage of raw materials and components

All Computerized Electrophysiological Reconstruction of Spiral Region systems with upgraded hardware, software and electronic components, including, but not limited to, the arrays

## Schedule A

### **Granted U.S. Patents**

<u>Docket</u>	<u>Granted</u>	<u>Patent No.</u>	<u>Subject Matter</u>
FDT-001	12/21/1999	6,004,312	Diagnostic system
FDT-001 Div II	12/14/1999	6,002,957	Electrode array Support
FDT-001 Div I	04/04/2000	6,047,202	Electrode with pyramid tips
FDT-002	06/01/2004	6,745,062 B1	Flexible electrode array
FDT-002 Div1	07/05/2005	6,915,148 B2	Electrode with conical tips
FDT-002 Div2	12/06/2005	6,973,344 B2	Electrode array support
FDT-002 Div3	02/15/2005	6,856,833 B2	Method of positioning array
FDT-002 Div4	07/12/2005	6,917,825 B2	Method of using flexible array
FDT-002 Div5	10/24/2006	7,127,279 B2	Method of using flexible array
FDT-002 Div6	04/22/2008	7,363,069 B2	Method of using release sheet
FDT-002 DIV7	12/01/2009	7,627,358	EMG ELECTRODE APPARATUS AND POSITIONING SYSTEM
FDT-002 DIV8	03/22/2011	7,912,526	EMG ELECTRODE APPARATUS AND POSITIONING SYSTEM
FDT-003 R	10/04/2011	8,032,210	EMG DIAGNOSTIC SYSTEM AND METHOD

### **Granted Foreign Patents**

<u>Docket</u>	<u>Granted</u>	<u>Patent No.</u>	<u>Country</u>	<u>Subject Matter</u>
FDT-001 AU	12/07/2000	723456	Australia	Diagnostic system
FDT-001 CA	08/26/2003	2,281,731	Canada	Diagnostic system
FDT-001 IL	02/25/2005	132305	Israel	Diagnostic system
FDT-001 JP	04/25/2003	3,423,324	Japan	Diagnostic system
FDT-001 MX	12/31/2005	232469	Mexico	Diagnostic system
FDT-001 GB	03/04/2009	0975260	UK	Diagnostic system
FDT-001 DE	03/04/2009	69840624.9	Germany	Diagnostic system
FDT-001 FR	03/04/2009	0975260	France	Diagnostic system
FDT-002 GB	06/17/2009	1119287	UK	Flexible electrode array
FDT-002 DE	06/17/2009	69941005.3	Germany	Flexible electrode array
FDT-002 FR	06/17/2009	1119287	France	Flexible electrode array

### **Trademarks**

<b>MARKS</b>	<b>APP. NO. FILING DATE</b>	<b>REG. NO. REG. DATE</b>	<b>COUNTRY</b>
CERSR	75529408 August 3, 1998	2,432,054 February 27, 2001	United States
SPINEMATRIX	77582461 September 30, 2008	3,615,785 May 5, 2009	United States
VERIUM DIAGNOSTICS	85203234 December 21, 2010	N/A	United States
VERIUM	85203243 December 21, 2010	N/A	United States