

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings => => =>

02-05-2003



EET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents

102356608

Documents or copy thereof.

1. Name of conveying party(ies): InfraReDx, Inc. 1-31-03
Individual(s) Association
General Partnership Limited Partnership
Corporation- Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: 562 Mission Street, LLC Internal Address: Street Address: 71 Stevenson Street, Suite 1115 City: San Francisco State: CA Zip: 94105
Individual(s) citizenship: Association General Partnership Limited Partnership Corporation-State Other limited liability company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No (5 pages)

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 01/31/03

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,532,547
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 20-0531
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Trademark Administrator Internal Address: Testa, Hurwitz & Thibault, LLP Street Address: 125 High Street City: Boston State: MA Zip: 02110

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. Daniel A. Wilson, Reg. No. 45,508 Signature Date 1/31/03

Total number of pages including cover sheet, attachments, and document: 50

02/04/2003 LMUELLER 00000171 2532547 40.00

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

ADDITIONAL RECEIVING PARTIES

<p>2. Name and address of receiving party(ies) Name: <u>James C. Butler</u> Internal Address: _____ Street Address: <u>5800 White Oak Court</u> City: <u>Indianapolis</u> State: <u>IN</u> Zip: <u>46220</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Robert M. Dewey, Jr.</u> Internal Address: _____ Street Address: <u>211 West Mountain Road</u> City: <u>Ridgefield</u> State: <u>CT</u> Zip: <u>06877</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>2. Name and address of receiving party(ies) Name: <u>Elizabeth Dater</u> Internal Address: _____ Street Address: <u>555 Park Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10021</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Peter A. Flaherty</u> Internal Address: _____ Street Address: <u>130 East 95th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10128</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>2. Name and address of receiving party(ies) Name: <u>DB Securities Inc Cust FBO Alan J. Zakon</u> Internal Address: <u>R-IRA Account # 235-85974-13</u> Street Address: <u>PO Box 1346</u> City: <u>Baltimore</u> State: <u>MD</u> Zip: <u>21203</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>IRA Account</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Alfred Martinelli</u> Internal Address: <u>c/o William W. Priest</u> Street Address: <u>2 East 70th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10021</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

ADDITIONAL RECEIVING PARTIES

2. Name and address of receiving party(ies)
 Name: John J. McGarty
 Internal
 Address: _____
 Street Address: 2239 Mickle Avenue
 City: Bronx State: NY Zip: 10469

Individual(s) citizenship: United States
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

2. Name and address of receiving party(ies)
 Name: The Osterweis Revocable Trust u/a dated 9/13/93
 Internal
 Address: John S. Osterweis as Trustee
 Street Address: One Maritime Plaza, Suite 800
 City: San Francisco State: CA Zip: 94111

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Revocable trust

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

2. Name and address of receiving party(ies)
 Name: The Rosston Family Revocable Trust u/a dated 9/22/94
John W. Rosston & Barbara H. Rosston as Trustees
 Internal
 Address: _____
 Street Address: 1661 Pine Street, Apartment 926
 City: San Francisco State: CA Zip: 94108

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other trust

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

2. Name and address of receiving party(ies)
 Name: William Holland
 Internal
 Address: _____
 Street Address: 14 Knightswood Road
 City: Toronto State: Ontario, Canada Zip: M4N 2H1

Individual(s) citizenship: Canada
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

ADDITIONAL RECEIVING PARTIES

<p>2. Name and address of receiving party(ies) Name: <u>Kettle Family Limited Partnership</u> Internal Address: _____ Street Address: <u>1420 Beverly Road #150</u> City: <u>McLean</u> State: <u>VA</u> Zip: <u>22101</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Paul F. Muller Living Trust dated September 25, 1997</u> Internal Address: _____ Street Address: <u>10902 Crooked Stick Lane</u> City: <u>Carmel</u> State: <u>IN</u> Zip: <u>46032</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Trust</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>2. Name and address of receiving party(ies) Name: <u>Somu Subramaniam</u> Internal Address: _____ Street Address: <u>90 East End Avenue, Apt. 18A</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10028</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>India</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Richard B. Denning</u> Internal Address: _____ Street Address: <u>21 Elm Street</u> City: <u>Wellesley</u> State: <u>MA</u> Zip: <u>02481</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

ADDITIONAL RECEIVING PARTIES

<p>2. Name and address of receiving party(ies) Name: <u>Pierre Gloutney</u> Internal Address: _____ Street Address: <u>147 1st Boulevard</u> City: <u>Terrasse Vandreuil</u> State: <u>Quebec, Canada</u> Zip: <u>J7V 5T2</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>Canada</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>David C. Pauli</u> Internal Address: _____ Street Address: <u>1935 Hartland Drive</u> City: <u>Mississauga</u> State: <u>Ontario, Canada</u> Zip: <u>L5J 1M7</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>Canada</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>2. Name and address of receiving party(ies) Name: <u>Mark and Heidi Silverstein</u> Internal Address: _____ Street Address: <u>77 Woodridge Drive</u> City: <u>New Canaan</u> State: <u>CT</u> Zip: <u>06840</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>W. David Wood</u> Internal Address: _____ Street Address: <u>1924 Mississauga Road North</u> City: <u>Mississauga</u> State: <u>Ontario, Canada</u> Zip: <u>L5H 4C8</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship: <u>Canada</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

ADDITIONAL RECEIVING PARTIES

2. Name and address of receiving party(ies)

Name: Lynn Wilhelm

Internal
Address: _____

Street Address: 617 Lansdowne Avenue

City: Woodstock State: Ontario, Canada Zip: N4T 1J9

Individual(s) citizenship: Canada

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

2572471

2572471

Exhibit B

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraRedx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003



(Signature)

Name: 562 Mission St, LLC

Address: 71 Stevenson St, Suite 1115
San Francisco, CA
94105

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

EXPRESS MAIL MAILING LABEL

No. EV192309677US

TRADEMARK

REEL: 002665 FRAME: 0308

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

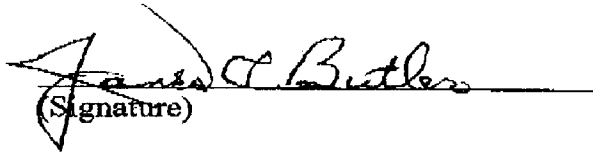
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SECURITY AGREEMENT

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January 31, 2003


(Signature)

JAMES C BUTLER
Name:

Address: 5800 WHITE OAK CT.
INDIANAPOLIS, IN 46220

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraRedx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

Exhibit B

SECURITY AGREEMENT

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January 31, 2003

Elizabeth J. Dater
(Signature)

ELIZABETH J. DATER
Name:

1555 Park Avenue
New York, NY
Address:

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

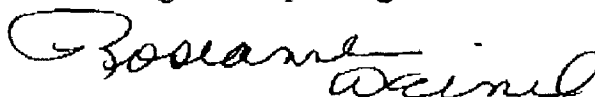
By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

Exhibit B

SECURITY AGREEMENT

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Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraRedx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

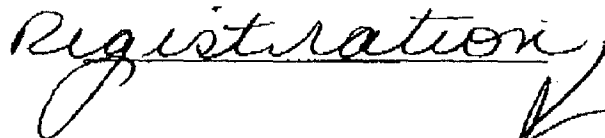


January 31, 2003

POWER OF ATTORNEY
DEUTSCHE BANK SECURITIES INC.
(Signature)

Name: _____

Address: _____



ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

TAX ID #52-2208880
DB SECURITIES INC CUST FBO
ALAN J ZAKON R-IRA
AC # 235-85974-13
PO BOX 1346
BALTIMORE MD 21203

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

Exhibit BSECURITY AGREEMENT**ADDITIONAL SECURED PARTY SIGNATURE PAGE**

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

Robert M. Dewey, Jr.
(Signature)

Robert M. DEWEY, JR.
Name:

Address: 211 West Mountain Rd
Ridgefield, CT 06877

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

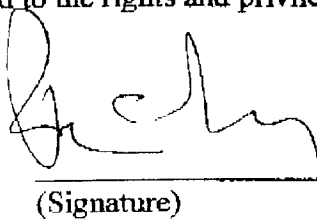
Exhibit B

SECURITY AGREEMENT

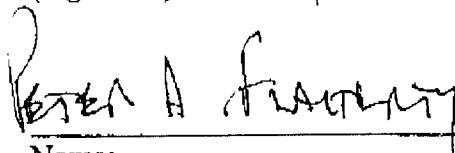
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January 31, 2003



(Signature)



Name:

Address: 130 East 95th Street
NY, NY 10128

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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Address: _____

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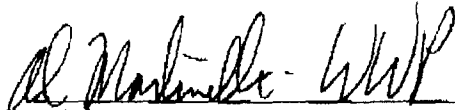
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January 31, 2003



(Signature)

Alfred Martinelli
Name:

Address: cto William w. Priest
2 East 70th St.
New York NY
10021

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003


(Signature)

John J. McGarty
Name:

Address: 2239 Mickle Avenue
BRONX, N.Y. 10469

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDIX, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

Exhibit B

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January 31, 2003

John W. Rosston Trustee
(Signature)

The Rosston Family Revocable Trust
v/a dtd 9/22/04 John W. Rosston &
Barbara H. Rosston Trustees
Name:

Address: 1661 Pine St, Apt 926
San Francisco CA 94109

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

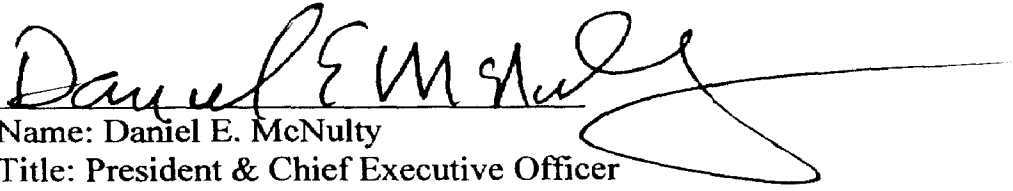
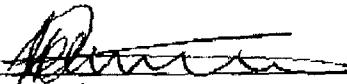
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Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003


 (Signature)

John S. Osterweis, Trustee for
 the Osterweis Revocable Trust
 wa dated 9/13/93
 Name:

Address: One Maritime Plaza, Suite 800
San Francisco, CA 94111

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
 Name: Daniel E. McNulty
 Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

Name:

Address: _____

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INFRAREDx, INC


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Name: Daniel E. McNulty
Title: President & Chief Executive Officer


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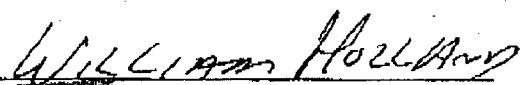
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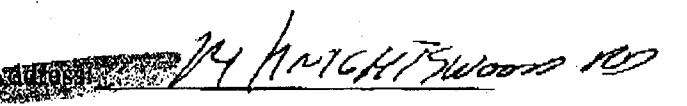
January 31, 2003




(Signature)








TON ONT 11410-211

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

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Address: _____

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By: 
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January 31, 2003

KETTLE FAMILY L.P.
(Signature) Limited
Kettle Family Partnership
George J. Kettle
Name:

Address: 1420 Beverly Rd #150
McLean, VA 22101

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer


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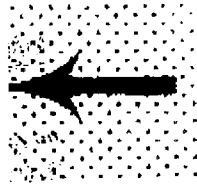
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January 31, 2003



(Signature)

SOMU SUBRAMANIAM
Name:



Address: 90 - EAST END AVENUE, APT 15A
NEW YORK NY 10022

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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Address: _____

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January 31, 2003

Paul F. Muller, Trustee
Living Trust
Dated Sept 25, 1997
(Signature)

Paul F. Muller
Trustee
Dated Sept 25, 1997
Name:

Address: *10902 Crooked Stick*
Cornel IN 46032

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

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January 31, 2003

Richard B. Denning
(Signature)

Richard B. Denning
Name:

Address: 23 Elm St.
Wellesley, MA 02481

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer


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January 31, 2003


(Signature)

PIERRE GLOUTNEY
Name:

Address: 147 1st Boulevard

Terrace Vancouver BC.

CANADA

V7V-5T2

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

ADDITIONAL SECURED PARTY SIGNATURE PAGE

Reference is hereby made to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"). Pursuant to Section 1.04 of the Secured Convertible Promissory Note Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2002, by and among the Company and the persons listed in Schedule I thereto, the undersigned hereby agrees to become a party to the Security Agreement, as if such person or entity had been originally listed on Exhibit A thereto, and to be added to Exhibit A as a "Secured Party." Upon execution of this instrument, (i) the undersigned shall be deemed to be a "Secured Party" for all purposes of the Security Agreement and (ii) the undersigned shall be subject to the terms of the Security Agreement and bound by the obligations and responsibilities and entitled to the rights and privileges of a Secured Party as set forth therein.

January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

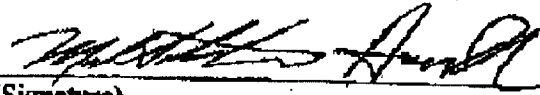
Exhibit B

SECURITY AGREEMENT

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January 31, 2003


(Signature)

MARK & HOWARD SILVERSTEIN
Name:

Address: 77 WOODSIDE DRIVE
NEW CANAAN, CT 06840

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

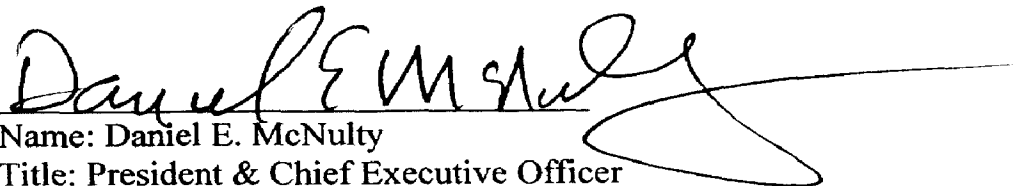
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Name: Daniel E. McNulty
Title: President & Chief Executive Officer


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January 31, 2003



(Signature)

DAVID C. PAULI

Name:

Address: 1935 HARTLAND DRIVE
MISSISSAUGA, ONTARIO
CANADA
L5T 1M7

ACKNOWLEDGED AND ACCEPTED:

INFRAREDIX, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

WD Wood
(Signature)

W. DAVID WOOD
Name:

Address: 1924 Mississauga Rd. N.
Mississauga, Ontario L5H 4C8
CANADA

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

SECURITY AGREEMENT

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January 31, 2003

(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC


By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003

Lynn Wilhelm
(Signature)

Lynn Wilhelm
Name:

Address: 617 Lansdowne Ave
Woodstock Ontario
Canada N4Y-1S9

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: _____
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

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January 31, 2003


(Signature)

Name:

Address: _____

ACKNOWLEDGED AND ACCEPTED:

INFRAREDx, INC

By: 
Name: Daniel E. McNulty
Title: President & Chief Executive Officer

NOTICE OF SECURITY AGREEMENT AND SECURITY INTEREST

Pursuant to the Security Agreement dated as of December 20, 2002 by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the parties identified as "Secured Parties" on Exhibit A attached thereto (the "Secured Parties") (the "Security Agreement"), the Company granted to the Secured Parties a security interest in all right, title and interest of the Company in certain property, whether then owned or thereafter acquired, including the property listed below. The Company acknowledges and affirms the rights and remedies of the Secured Parties with respect to the security interest in the property listed below as set forth in the Security Agreement.

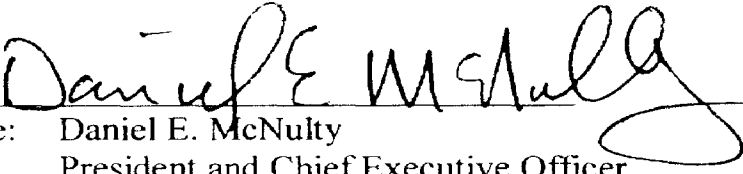
<u>Serial Number</u>	<u>Mark</u>	<u>Registration Date</u>
2,532,547	INFRAREDIX	1/22/2002

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Company and the Secured Parties, by their duly authorized representative, have executed this Notice of Security Agreement and Security Interest on the above-written date.

COMPANY:

InfraReDx, Inc.

By: 
Name: Daniel E. McNulty
Title: President and Chief Executive Officer

SECURED PARTIES:

William A. Marquard

Kettle Family Limited Partnership

By: _____

Name: _____

Title: _____

DB Securities Inc. Cust FBO Alan J. Zakon, IRA

By: _____

Name: _____

Title: _____

Exhibit E
(Page 2 of 3)

IN WITNESS WHEREOF, the Company and the Secured Parties, by their duly authorized representative, have executed this Notice of Security Agreement and Security Interest on the above-written date.

COMPANY:

InfraRedx, Inc.

By: _____
Name: Daniel E. McNulty
Title: President and Chief Executive Officer

SECURED PARTIES:

William A. Marquard
William A. Marquard

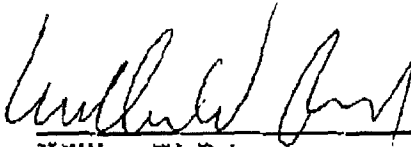
Kettle Family Limited Partnership

By: _____
Name: _____
Title: _____

DB Securities Inc. Cust FBO Alan J. Zakon, IRA

By: _____
Name: _____
Title: _____

Exhibit E
(Page 3 of 3)



William W. Priest

Robert M. Dewey, Jr.

EXPRESS MAIL MAILING LABEL

No. EV19230907745

RECORDED: 01/31/2003

TRADEMARK
REEL: 002665 FRAME: 0352