



102661296

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

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): William A. Marquard MRD 8-22-03
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation- State:
[] Other
Additional name(s) of conveying party(ies) attached? [X] Yes [] No

2. Name and address of receiving party(ies)
Name: InfraReDx, Inc.
Internal Address:
Street Address: 125 Cambridge Park Drive
City: Cambridge State: MA Zip: 02140
[] Individual(s) citizenship:
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation- Delaware
[] 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

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
AUG 22 11:10:59

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[X] Other Release of security interest
Execution Date: 07/21/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached [] Yes [X] No

B. Trademark Registration No.(s)
2,532,547

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

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

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
Name of Person Signing Signature Date 8/22/03

Total number of pages including cover sheet, attachments, and document: 31

08/26/2003 ECOOPER 00000157 2532547 40.00 OP

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

ADDITIONAL CONVEYING PARTIES

<p>I. Name of conveying party(ies):</p> <p>William W. Priest</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Other _____</p>	<p>I. Name of conveying party(ies):</p> <p>526 Mission Street, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input checked="" type="checkbox"/> Other <u>limited liability company</u></p>
<p>I. Name of conveying party(ies):</p> <p>James C. Butler</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>I. Name of conveying party(ies):</p> <p>Robert M. Dewey, Jr.</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>I. Name of conveying party(ies):</p> <p>Elizabeth Dater</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>I. Name of conveying party(ies):</p> <p>Peter A. Flaherty</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>

ADDITIONAL CONVEYING PARTIES

<p>1. Name of conveying party(ies):</p> <p>DB Securities Inc Cust FBO Alan J. Zakon R-IRA Account # 235-85974-13</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input checked="" type="checkbox"/> Other <u>IRA Account</u></p>	<p>1. Name of conveying party(ies):</p> <p>Alfred Martinelli</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>1. Name of conveying party(ies):</p> <p>The Rosston Family Revocable Trust u/a dated 9/24/94 John W. Rosston & Barbara H. Rosston as Trustees</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input checked="" type="checkbox"/> Other <u>Trust</u></p>	<p>1. Name of conveying party(ies):</p> <p>The Osterweis Revocable Trust u/a dated 9/13/93 John S. Osterweis as Trustee</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input checked="" type="checkbox"/> Other <u>Revocable Trust</u></p>
<p>1. Name of conveying party(ies):</p> <p>William Holland</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>1. Name of conveying party(ies):</p> <p>Kettle Family Limited Partnership</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>1. Name of conveying party(ies):</p> <p>Somu Subramaniam</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>1. Name of conveying party(ies):</p> <p>Paul F. Muller Living Trust dated September 12, 1997</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input checked="" type="checkbox"/> Other <u>Trust</u></p>

ADDITIONAL CONVEYING PARTIES

<p>1. Name of conveying party(ies): Richard B. Denning</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>1. Name of conveying party(ies): Pierre Gloutney</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>1. Name of conveying party(ies): David C. Pauli</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>1. Name of conveying party(ies): Mark and Heidi Silverstein</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>1. Name of conveying party(ies): W. David Wood</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	<p>1. Name of conveying party(ies): Lynn Wilhelm</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>
<p>1. Name of conveying party(ies): John J. McGarty</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- <input type="checkbox"/> Other _____</p>	

CONVERSION ELECTION AND RELEASE

THIS CONVERSION ELECTION AND RELEASE, dated as of July 21, 2003, is entered into by and among InfraReDx, Inc., a Delaware corporation (the "Company"), and the entities and persons listed on the signature pages hereto (the "Noteholders"). All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Note Purchase Agreement (as defined below).

WHEREAS, the Company and the Noteholders are parties to an Secured Convertible Promissory Note Purchase Agreement, dated as of December 20, 2002 (the "Note Purchase Agreement"), pursuant to which the Company issued 15% Secured Convertible Promissory Notes (the "Notes") in the aggregate principal amount of \$2,008,000.00 to the Noteholders;

WHEREAS, pursuant to Section 1.02(b)(i) of the Note Purchase Agreement, the undersigned holders of at least a majority of the aggregate principal amount of all Notes then outstanding (the "Requisite Holders") may elect to convert any or all of the principal of and interest due on any Note into shares of Non-Qualifying Securities at a conversion price equal to the per share purchase price of the securities, and on the additional terms and conditions applicable generally to such Non-Qualifying Financing;

WHEREAS, pursuant to Section 1.02(a)(ii) of the Note Purchase Agreement, upon the election of such Requisite Holders to convert their Notes into Non-Qualifying Securities, all outstanding Notes will be automatically converted into Non-Qualifying Securities;

WHEREAS, the Requisite Holders desire to convert their Notes into shares of a newly-created series of preferred stock of the Company designated as "Series A Preferred Stock," \$.01 par value per share (the "New Series A Preferred Stock"), which shares are being offered and sold by the Company to certain existing stockholders of the Company and their affiliates and other interested parties (the "Financing") at a per share purchase price of \$0.12;

WHEREAS, the Company and the Noteholders are parties to a Security Agreement dated as of December 20, 2002 (the "Security Agreement"), pursuant to which the Company granted a security interest to the Noteholders in all of the assets of the Company, including those items identified on Exhibit A attached hereto and made a part hereof (the "Collateral");

WHEREAS, in connection with the execution of the Security Agreement, a Notice of Security Agreement and Security Interest was recorded in the United States Patent and Trademark Office; and

WHEREAS, in connection with the automatic conversion of the Notes in shares of New Series A Preferred Stock, the Noteholders desire to terminate the Security Agreement and to execute and deliver to the Company all deeds, assignments and other instruments as may be reasonably necessary to re-vest in the Company full title to the Collateral.

NOW, THEREFORE, in consideration of the premises and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto intend to be legally bound and agree as follows:

1. In accordance with Section 1.02(b)(i) of the Note Purchase Agreement, the undersigned Requisite Holders intend to participate in the Financing by converting their Notes (including any outstanding principal and interest as of the time of such conversion) into the number of shares of New Series A Preferred Stock as set forth on Exhibit B attached hereto, at a price per share of \$0.12, effective immediately prior to the consummation of the Financing.
2. In accordance with Section 1.02(a)(ii) of the Note Purchase Agreement and subject to the Requisite Holders becoming a party to this Conversion Election and Release, each outstanding Note (including any outstanding principal and interest as of the time of such conversion) shall automatically convert, effective immediately upon the consummation of the Financing, into shares of New Series A Preferred Stock.
3. The Security Agreement is terminated effective immediately upon the conversion of the Notes into shares of New Series A Preferred Stock.
4. The Noteholders release and discharge any and all security interests in and/or liens against the Collateral granted to them pursuant to the Security Agreement.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Conversion Election and Release as of the date first above written.

INFRAREDX, INC.

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

NOTEHOLDERS:

William A. Marquard

William W. Priest

562 MISSION STREET, LLC

By: _____
Name:
Title:

James C. Butler

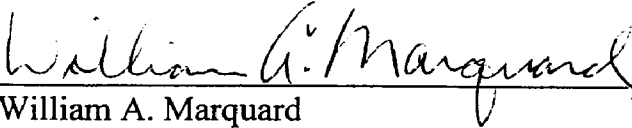
Elizabeth Dater

IN WITNESS WHEREOF, the undersigned have executed this Conversion Election and Release as of the date first above written.

INFRAREDX, INC.

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

NOTEHOLDERS:



William A. Marquard

William W. Priest

562 MISSION STREET, LLC

By: _____
Name:
Title:

James C. Butler

Elizabeth Dater

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Daniel E. McNulty
President and Chief Executive Officer

NOTEHOLDERS:

William A. Marquard



William W. Priest

562 MISSION STREET, LLC

By: _____
Name:
Title:

James C. Butler

Elizabeth Dater

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INFRAREDX, INC.

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

NOTEHOLDERS:

William A. Marquard

William W. Priest

562 MISSION STREET, LLC

By: Al Paduete
Name: Robert Branstern
Title: Chairman

James C. Butler

Elizabeth Dater

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INFRAREDX, INC.

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

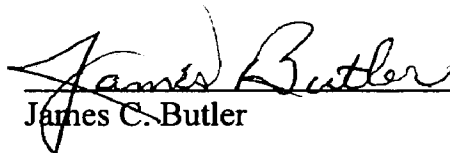
NOTEHOLDERS:

William A. Marquard

William W. Priest

562 MISSION STREET, LLC

By: _____
Name:
Title:



James C. Butler

Elizabeth Dater

By: _____
Name:
Title:

Richard B. Denning

Robert M. Dewey, Jr.

Robert M. Dewey, Jr.

Peter A. Flaherty

Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: _____
Name:
Title:

Alfred Martinelli

John J. McGarty

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INFRAREDX, INC.

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

NOTEHOLDERS:

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William W. Priest

562 MISSION STREET, LLC

By: _____
Name:
Title:

James C. Butler

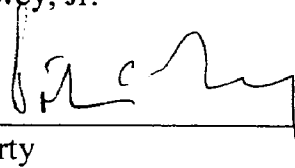


Elizabeth Dater

By: _____
Name:
Title:

Richard B. Denning

Robert M. Dewey, Jr.



Peter A. Flaherty

Pierre Gloutney


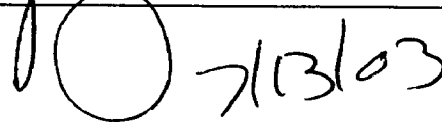
William Holland

Kettle Family Limited Partnership

By: _____
Name:
Title:

Alfred Martinelli

John J. McGarty

By: 
Name: _____
Title: 

Richard B. Denning

Robert M. Dewey, Jr.

Peter A. Flaherty

Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: _____
Name: _____
Title: _____

Alfred Martinelli

John J. McGarty

By: _____
Name:
Title:

Richard B. Denning

Robert M. Dewey, Jr.

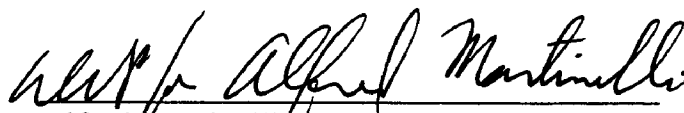
Peter A. Flaherty

Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: _____
Name:
Title:



Alfred Martinelli

John J. McGarty

John S. Osterweis, Trustee for The
Osterweis Revocable Trust u/a dated
9/13/93

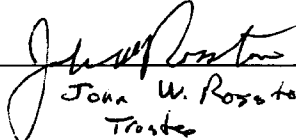
By: _____
Name:
Title:

Paul F. Muller Living Trust dated
September 25, 1997

By: _____
Name:
Title:

David C. Pauli

The Rosston Family Revocable Trust u/a
dated 9/22/94, John W. Rosston & Barbara
H. Rosston as Trustees

By:  _____
Name: John W. Rosston
Title: Trustee

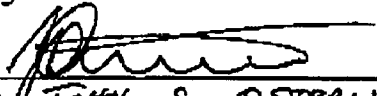
Mark and Heidi Silverstein

Somu Subramaniam

Lynn Wilhelm

W. David Wood

John S. Osterweis, Trustee for The
Osterweis Revocable Trust u/a dated
9/13/93

By: 
Name: JOHN S. OSTERWEIS
Title: TRUSTEE

Paul F. Muller Living Trust dated
September 25, 1997

By: _____
Name:
Title:

David C. Pauli

The Rosston Family Revocable Trust u/a
dated 9/22/94, John W. Rosston & Barbara
H. Rosston as Trustees

By: _____
Name:
Title:

Mark and Heidi Silverstein

Somu Subramaniam

Lynn Wilhelm

W. David Wood

DB Securities Inc Cust FBO Alan J. Zakon
R-IRA Account # 235-85974-13

By: _____

Name:

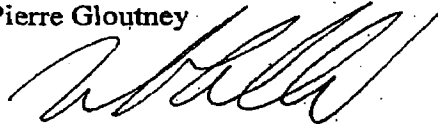
Title:

Richard B. Denning

Robert M. Dewey, Jr.

Peter A. Flaherty

Pierre Gloutney



William Holland

Kettle Family Limited Partnership

By: _____

Name:

Title:

Alfred Martinelli

John J. McGarty

By: _____
Name:
Title:

Richard B. Denning

Robert M. Dewey, Jr.

Peter A. Flaherty

Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: George Kettle
Name: GEORGE KETTLE
Title: TRUSTEE

Alfred Martinelli

John J. McGarty

John S. Osterweis, Trustee for The
Osterweis Revocable Trust u/a dated
9/13/93

By: _____
Name:
Title:

Paul F. Muller Living Trust dated
September 25, 1997

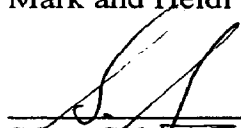
By: _____
Name:
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David C. Pauli

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By: _____
Name:
Title:

Mark and Heidi Silverstein



Somu Subramaniam

Lynn Wilhelm

W. David Wood

John S. Osterweis, Trustee for The
Osterweis Revocable Trust u/a dated
9/13/93

By: _____
Name:
Title:

Paul F. Muller Living Trust dated
September 25, 1997

By: *Paul F. Muller Living Trust*
Name: *Trustee*
Title: *Dated Sept 25, 1997*

David C. Pauli

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H. Rosston as Trustees

By: _____
Name:
Title:

Mark and Heidi Silverstein

Somu Subramaniam

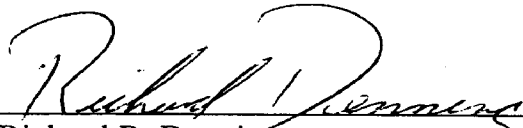
Lynn Wilhelm

W. David Wood

By: _____

Name:

Title:



Richard B. Denning

Robert M. Dewey, Jr.

Peter A. Flaherty

Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: _____

Name:

Title:

Alfred Martinelli

John J. McGarty

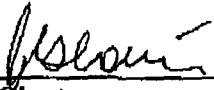
DB Securities Inc Cust FBO Alan J. Zakon
R-IRA Account # 235-85974-13

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Name: _____
Title: _____

Richard B. Denning

Robert M. Dewey, Jr.

Pcter A. Flaherty



Pierre Cloutney

William Holland

Kettle Family Limited Partnership

By: _____
Name: _____
Title: _____

Alfred Martinelli

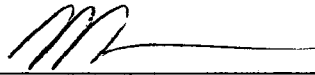
John J. McGarty

John S. Osterweis, Trustee for The
Osterweis Revocable Trust u/a dated
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Name:
Title:



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Title:

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dated 9/22/94, John W. Rosston & Barbara
H. Rosston as Trustees

By: _____
Name:
Title:



Mark and Heidi Silverstein

Somu Subramaniam

Lynn Wilhelm

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Somu Subramaniam



Lynn Wilhelm

W. David Wood

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Title:

Richard B. Denning

Robert M. Dewey, Jr.

Peter A. Flaherty

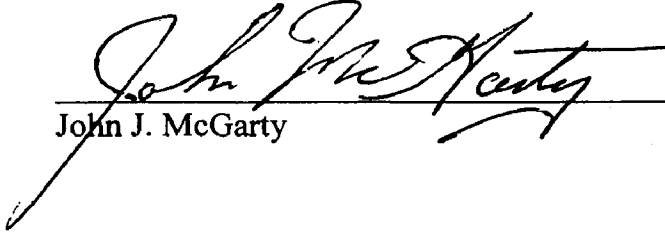
Pierre Gloutney

William Holland

Kettle Family Limited Partnership

By: _____
Name:
Title:

Alfred Martinelli



John J. McGarty

EXHIBIT A

PATENT APPLICATIONS

<u>Serial Number</u>	<u>Title</u>	<u>Filing Date</u>
09/768,920	METHODS AND APPARATUS FOR IN VIVO IDENTIFICATION AND CHARACTERIZATION OF VULNERABLE ATHEROSCLEROTIC PLAQUES	01/24/2001
09/871,759	REFERENCING OPTICAL CATHETERS	05/31/2001
US02/14790	REFERENCING OPTICAL CATHETERS	05/10/2002
09/871,771	BALLOON CATHETER	05/31/2001
US02/15118	BALLOON CATHETER	05/14/2002
09/871,770	MULTI-PATH OPTICAL CATHETER	05/31/2001
US02/15090	MULTI-PATH OPTICAL CATHETER	05/14/2002
10/212,845	NEAR-INFRARED SPECTROSCOPIC ANALYSIS OF BLOOD VESSEL WALLS	08/05/2002
60/401,394	NEAR-INFRARED SPECTROSCOPIC ANALYSIS OF BLOOD VESSEL WALLS	08/05/2002
10/269,698	PHASE DISCRIMINATION FOR DETECTION OF VULNERABLE-PLAQUE	10/11/2002
10/218,939	OPTICAL CATHETER WITH DOUBLE-CLAD FIBER	08/14/2002
10/164,721	MULTI-CHANNEL OPTICAL COUPLER FOR SPINNING CATHETER	06/07/2002
10/175,479	MULTI-CHANNEL CATHETER TIP	06/19/2002
US02/17202	APPARATUS AND METHOD FOR THE OPTICAL IMAGING OF TISSUE SAMPLES	05/30/2002
10/289,741	SPECTROSCOPE WITH MODIFIED FIELD-OF-VIEW	11/07/2002
10/309,477	OPTICAL COUPLER FOR ROTATING CATHETER	12/04/2002
10/037306	CATHETER PROBE ARRANGEMENT FOR TISSUE ANALYSIS BY RADIANT ENERGY DELIVERY AND RADIANT ENERGY COLLECTION	12/31/2001
09/871578	APPARATUS AND METHOD FOR THE OPTICAL IMAGING OF TISSUE SAMPLES	5/31/2001

<u>Serial Number</u>	<u>Title</u>	<u>Filing Date</u>
10/037307	MULTI-FIBER CATHETER PROBE ARRANGEMENT FOR TISSUE ANALYSIS OR TREATMENT	12/31/2001

TRADEMARKS

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

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