

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Invivo Research, Inc.		11/08/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Invivo Corporation
Street Address:	4900 Hopyard Road
Internal Address:	Suite 210
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Serial Number:	78219798	M12
Serial Number:	78219829	M6
Serial Number:	78290278	INVIVO)MDE
Registration Number:	2112384	QUADTRODE
Registration Number:	2128607	MILLENNIA
Registration Number:	2161521	OMEGA
Registration Number:	2531597	
Registration Number:	2633501	INVIVO RESEARCH, INC.
Registration Number:	2819878	MAGNITUDE

CORRESPONDENCE DATA	
Fax Number:	(212)294-4700
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212 294 6700
Email:	vrichard@winston.com
Correspondent Name:	Virginia R. Richard

CH \$240.00 78219798

Address Line 1: 200 Park Avenue
Address Line 4: New York, NEW YORK 10166

NAME OF SUBMITTER:	Virginia R. Richard
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Total Attachments: 3
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TRADEMARK ASSIGNMENT

This ASSIGNMENT is made this 8th day of November, 2004, by and between Invivo Research, Inc., an Oklahoma corporation, and Invivo Corporation, a Delaware corporation.

WHEREAS, Invivo Research, Inc. ("Assignor"), a corporation organized and existing under the laws of Oklahoma, with a principal place of business at 12601 Research Parkway, Orlando, Florida 32826, has adopted, owns, and is using certain marks which are the subject of registrations and applications for registration in the United States [and other countries], listed on the attached Schedule A, all of which are collectively referred to as the "Trademarks"; and

WHEREAS, Invivo Corporation ("Assignee"), a corporation organized and existing under the laws of Delaware, with a principal place of business at 4900 Hopyard Road, Suite 210, Pleasanton, California 94588, desires to acquire the Trademarks, the registrations and pending applications therefor, and that part of the goodwill of the business connected with the use of and symbolized by said Trademarks; and

WHEREAS, Assignor desires to convey all right, title and interest in the Trademarks to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, its successors and assigns, Assignor's entire right, title, and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the registrations and pending applications therefor. Assignor warrants that the aforementioned assets and property are free of all encumbrances, that good title to and right to sell the aforementioned assets and property are vested in the Assignor, and that the Assignor will defend the title to the same against the lawful claims of all persons.

Assignor agrees that upon request it will, without charge to Assignee, execute or arrange for execution such further assignment document or documents as may be required, if any, from Assignor and its predecessors or predecessors in title to permit Assignee to obtain recording of the assignment to Assignee of the aforementioned assets and property.

8th IN WITNESS WHEREOF, Assignor has caused this assignment to be executed this day of November, 2004.

INVIVO RESEARCH, INC.
an Oklahoma corporation

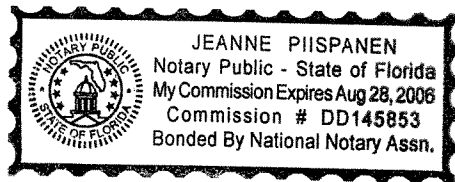
By: David E. Thielman
Name: DAVID E. THIELMAN
Title: Sr. Vice President & G.M.

STATE OF FLORIDA

COUNTY OF ORANGE

In the City of ORLANDO, in said County and State on this 8th day of November, 2004, before me personally appeared DAVID SR. V.P. THIELMAN, G.M. of Invivo Research, Inc., to me known and known by me to be the person executing the foregoing instrument and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of Invivo Research, Inc.

Jeanne Piispanen
Notary Public
My Commission Expires: 8.28.2006



SCHEDULE A

MARK	REG./APP. NO.	REG./APP. DATE
M12 & design	78/219,798	2/27/03
M6 & design	78/219,829	2/27/03
INVIVO)MDE	78/290,278	8/21/03
QUADTRODE	2,112,384	11/11/97
MILLENNIA	2,128,607	1/13/98
OMEGA	2,161,521	6/2/98
design	2,531,597	1/22/02
INVIVO RESEARCH, INC.	2,633,501	10/8/02
MAGNITUDE	2,819,878	3/2/04