
OMB APPROVAL

OMB Number 3235-0145
Expires: December 31, 1997
Estimated average burden
hours per response14.90

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

NEOPROBE CORPORATION

(Name of Issuer)

Common Stock, \$.001 per share

(Title of Class of Securities)

640518106

(CUSIP Number)

Mr. Stanley Knowlton	John E. Osnato, Esq
Knowlton Brothers, Inc.	Kavanagh Maloney &
530 Fifth Avenue	Osnato LLP
New York NY 10036	415 Madison Avenue
(212) 764-3602	New York, NY 10017
	(212) 207-8400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 14, 1998

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3), or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7)

Note: Six Copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 640518106

Page 2 of 37 Pages

1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Family Partnership, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 234,400

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 234,400

PERSON

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

234,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.02%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION.

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Frontier Partnership, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 167,400

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 167,400

PERSON

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

167,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.73%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Darwin Partnership, L.P

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 232,700

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 232,700

PERSON 10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

232,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.01%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Flagship Partners, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER

NUMBER OF 90,000

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 90,000

PERSON

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.39%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Darwin Offshore Partners, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER

NUMBER OF 17,800

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 17,800

PERSON

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.07%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSONS
S.S. or S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barker, Lee & Co., Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Connecticut

7 SOLE VOTING POWER

NUMBER OF 152,000

SHARES _____

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER _____

REPORTING 152,000

PERSON _____

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

152,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.66%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J.M.R. Barker Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF 120,400

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 120,400

PERSON

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.53%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Quaker Hill Associates, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 36,900

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

36,900

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.16%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS
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Upland Associates L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 86,400

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 86,400

PERSON

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.38%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Namakagon Associates, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 229,200

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 229,200

PERSON

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

229,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.01%

14 TYPE OF REPORTING PERSON*

PN

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SCHEDULE 13D

CUSIP No. 640518106

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Family Partners & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES _____

8 SHARED VOTING POWER
BENEFICIALLY
234,400
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON _____

10 SHARED DISPOSITIVE POWER
WITH
234,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

234,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.02%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Frontier Partners & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF
SHARES _____
8 SHARED VOTING POWER
BENEFICIALLY
167,400
OWNED BY

EACH _____ 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON _____
10 SHARED DISPOSITIVE POWER
WITH
167,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

167,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.73%

14 TYPE OF REPORTING PERSON*

PN

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(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Knowlton Brothers, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

10 SHARED DISPOSITIVE POWER
WITH
509,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

509,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.22%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Knowlton Associates, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

10 SHARED DISPOSITIVE POWER
WITH

167,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

167,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.73%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hugh Knowlton Trust For The Benefit of Erica Knowlton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF 30,000

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 30,000

PERSON _____
10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
30,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.13%

14 TYPE OF REPORTING PERSON*
00

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Winthrop Knowlton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 16,060

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 16,060

PERSON

10 SHARED DISPOSITIVE POWER

WITH

788,360

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

788,360

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.44%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stanley Knowlton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 16,900

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 16,900

PERSON

10 SHARED DISPOSITIVE POWER
WITH 759,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

759,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

The aggregate amount in row (11) excludes shares deemed to be held by
Stanley Knowlton's wife

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.31%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Christopher Knowlton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 3,000

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 3,000

PERSON

10 SHARED DISPOSITIVE POWER
WITH
235,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

235,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.02%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert R. Barker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF
SHARES _____

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY
EACH _____

REPORTING
PERSON _____

10 SHARED DISPOSITIVE POWER
WITH
591,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

591,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.58%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 640518106

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1 NAME OF REPORTING PERSONS
S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Dwight E. Lee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC and PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 21,800

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 21,800

PERSON

10 SHARED DISPOSITIVE POWER
WITH 999,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

999,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.37%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION.

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AMENDMENT NO. 3 TO SCHEDULE 13D

Item 1. Security and Issuer

The class of equity securities to which this Amendment No. 3 to Schedule 13D relates is the Common Stock, \$.001 par value ("Common Stock") of Neoprobe Corporation, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 425 Metro Place North, Suite 400, Dublin, Ohio 43017.

Item 2. Identity and Background

(a) - (c) and (f). The persons filing this statement are: The Family Partnership, L.P., a Delaware limited partnership (the "Family Partnership"), The Frontier Partnership, L.P., a Delaware limited partnership (the "Frontier Partnership"), The Darwin Partnership, L.P., a Delaware limited partnership (the "Darwin Partnership"), Flagship Partners, Ltd., a British Virgin Islands corporation ("Flagship"), Darwin Offshore Partners, Ltd., a British Virgin Islands corporation ("Darwin, Ltd."), Barker, Lee & Co., Limited Partnership, a Connecticut limited partnership ("Barker, Lee & Co."), the J.M.R. Barker Foundation, a New York not-for-profit corporation (the "Foundation"), Quaker Hill Associates, L.P., a Delaware limited partnership ("Quaker Hill"), Upland Associates, L.P. a Delaware limited partnership ("Upland"), Namakagon Associates, L.P., a Delaware limited partnership ("Namakagon"), Family Partners & Co., a New York general partnership (the "Family GP"), Frontier Partners & Co., a New York

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general partnership (the "Frontier GP" and, together with the Family GP, the "GPs"), Knowlton Brothers, Inc., a New York corporation ("KBI"), Knowlton Associates, Inc., a New York corporation ("KAI"), Hugh Knowlton Trust For The Benefit of Erica Knowlton (the "Trust"), Winthrop Knowlton ("WK"), Stanley Knowlton ("SK"), Christopher Knowlton ("CK"), Robert R. Barker ("RB") and Dwight E. Lee ("DL") (collectively, the "Reporting Persons"). Attached as Schedule 1 and incorporated by reference is a table setting forth changes in the executive officers and directors of each Reporting Person that is a corporation since the last filing.

Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons own beneficially an aggregate amount of 1,454,960 shares of Common Stock, constituting approximately 6.36% of the shares of the Common Stock outstanding, as reflected in information obtained directly from the Issuer.

The Family Partnership is the beneficial owner of 234,400 shares of Common Stock owned by it directly. The Frontier Partnership is the beneficial owner of 167,400 shares of Common Stock owned by it directly. The Darwin Partnership is the beneficial owner of 232,700 shares of Common Stock owned by it directly. Flagship is the beneficial owner of 90,000 shares of Common Stock owned by it directly. Darwin, Ltd. is the owner of 17,800 shares of Common Stock owned by it directly. Barker, Lee & Co. is the owner of 152,000 shares of Common Stock owned by it directly. The Foundation is the owner of 120,400 shares of Common Stock owned by it directly. Quaker Hill is the owner of 36,900

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shares of Common Stock owned by it directly. Upland is the owner of 86,400 shares of Common Stock owned by it directly. Namakagon is the owner of 229,200 shares of Common Stock owned by it directly.

The Family GP, the sole general partner of the Family Partnership, may be deemed to be the beneficial owner of all the 234,400 shares of Common Stock owned by the Family Partnership. The Family GP disclaims beneficial ownership of those shares of Common Stock that represent the interests of the limited partners of the Family Partnership.

The Frontier GP, the sole general partner of the Frontier Partnership, may be deemed to be the beneficial owner of all the 167,400 shares of Common Stock owned by the Frontier Partnership. The Frontier GP disclaims beneficial ownership of those shares of Common Stock that represent the interests of the limited partners of the Frontier Partnership.

KBI may be deemed to be the beneficial owner of 509,600 shares of Common Stock. KBI may be deemed to be the beneficial owner of (i) 401,800 shares owned by the Family Partnership and the Frontier Partnership because it jointly controls the GPs, (ii) 90,000 shares owned by Flagship because it is the investment advisor to Flagship, and (iii) 17,800 shares owned by Darwin, Ltd. because it is the investment advisor to Darwin, Ltd. KBI disclaims beneficial ownership of those shares of Common Stock that represent the interest of KAI in the Frontier GP, the interests of the limited partners of the Family Partnership and the Frontier

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Partnership, the interests of the members of Flagship and the interests of the members of Darwin, Ltd.

KAI may be deemed to be the beneficial owner of 167,400 shares of Common Stock which are owned by the Frontier Partnership because it jointly controls the Frontier GP. KAI disclaims beneficial ownership of those shares of Common Stock that represent the interest of KBI in the Frontier GP and the interests of the limited partners of the Frontier Partnership.

The Trust is the beneficial owner of 30,000 shares of Common Stock owned by it directly.

WK may be deemed to be the beneficial owner of 788,360 shares of Common Stock, (i) 401,800 shares of which are owned by the Family Partnership and the Frontier Partnership and may be deemed to be owned by WK because he jointly controls the GPs, (ii) 232,700 shares of which are owned by the Darwin Partnership and may be deemed to be owned by WK because he is a general partner of the Darwin Partnership, (iii) 107,800 shares of which are owned by Flagship and Darwin, Ltd. and may be deemed to be owned by him because he is a managing director of KBI, the investment advisor to Flagship and Darwin Ltd., (iv) 30,000 shares of which are owned by the Trust and may be deemed to be owned by WK because WK is one of the two trustees of the Trust, and (v) 16,000 shares of which are owned directly by WK through an IRA account and 60 shares of which are owned directly by WK in his individual account. WK disclaims beneficial ownership of those shares of Common Stock which represent the interests of the other partners of the Family

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Partnership, the Frontier Partnership and the Darwin Partnership, the interests of the members of Flagship and Darwin, Ltd. and the interests of the Trust.

SK may be deemed to be the beneficial owner of 759,200 shares of Common Stock, (i) 401,800 shares of which are owned by the Family Partnership and the Frontier Partnership and may be deemed to be owned by SK because he jointly controls the GPs, (ii) 232,700 shares of which are owned by the Darwin Partnership and may be deemed to be owned by SK because he is a general partner of the Darwin Partnership, (iii) 107,800 shares of which are owned by Flagship and Darwin, Ltd. and may be deemed to be owned by him because he is a managing director of KBI, the investment advisor to Flagship and Darwin, Ltd., (iv) 16,700 shares of which are owned directly by SK in his own account and through an IRA account, and (v) 200 shares of which are owned by Calvin Fowler Knowlton, his son, and may be deemed to be owned by him because they are held in an account over which he is custodian. The amount of beneficial ownership reported with respect to SK on row (11) of Page No. 18 excludes shares of Common Stock deemed to be owned by Margaret Knowlton, his wife, by virtue of her limited partnership interest in the Family Partnership. SK disclaims beneficial ownership of those shares of Common Stock which represent the interests of the other partners of the Family Partnership, the Frontier Partnership and the Darwin Partnership the interests of the members of Flagship and Darwin, Ltd. and those shares owned by his son.

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CK may be deemed to be the beneficial owner of 235,700 shares of Common Stock, (i) 232,700 shares of which are owned by the Darwin Partnership and may be deemed to be owned by CK because he is a general partner of the Darwin Partnership, and (ii) 3,000 shares of which are owned directly by CK through an IRA account. CK disclaims beneficial ownership of those shares of Common Stock which represent the interests of the other partners of the Darwin Partnership.

RB may be deemed to be the beneficial owner of 591,500 shares of Common Stock, (i) 471,100 shares of which are owned by the Darwin Partnership, Barker, Lee & Co. and Upland and may be deemed to be owned by RB because he is a general partner of each such entity, and (ii) 120,400 shares of which are owned by the Foundation and may be deemed to be owned by RB because he is the President of the Foundation. RB disclaims beneficial ownership of those shares of Common Stock which represent the interests of the other partners of the Darwin Partnership, Barker, Lee & Co. and Upland and all of the shares of Common Stock owned by Foundation.

DL may be deemed to be the beneficial owner of 999,800 shares of Common Stock, (i) 857,600 shares of which are owned by the Darwin Partnership, Barker,

Lee & Co., Quaker Hill, Upland and Namakagon and may be deemed to be owned by DL because he is a general partner of each such entity, (ii) 120,400 shares of which are owned by the Foundation and may be deemed to be owned by DL because he is a Vice President of the Foundation, and (iii) 21,800 of which are owned directly by DL through IRA accounts. DL

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disclaims beneficial ownership of those shares of Common Stock which represent the interests of the other partners of the Darwin Partnership, Barker, Lee & Co., Quaker Hill, Upland and Namakagon and all of the shares of Common Stock owned by the Foundation.

(b) See pages 2 through 21 of this Schedule 13D.

(c) Within the period from August 15, 1998 through the date hereof, the Reporting Persons purchased shares of Common Stock and Warrants on the dates, in the amounts and at the prices per share set forth on Schedule 2 attached hereto and incorporated by reference herein. All such purchases were made through NASDAQ.

Item 7. Materials to be Filed as Exhibits

Exhibit A -- Joint Filing Agreement, dated October 16, 1998.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: October 16, 1998

THE FRONTIER PARTNERSHIP, L.P.

THE FAMILY PARTNERSHIP, L.P.

By: Frontier Partners & Co.,
as general partner

By: Family Partners & Co.,
as general partner

By: Knowlton Brothers, Inc.,
as general partner

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

THE DARWIN PARTNERSHIP, L.P.

DARWIN OFFSHORE PARTNERS, LTD.

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: General Partner

By: Knowlton Brothers, Inc.,
as Investment Advisor

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

BARKER, LEE & CO.

QUAKER HILL ASSOCIATES, L.P.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

J.M.R. BARKER FOUNDATION

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: Vice President

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UPLAND ASSOCIATES, L.P.

NAMAKAGON ASSOCIATES, L.P.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

FLAGSHIP PARTNERS, LTD.

FAMILY PARTNERS & CO.

By: Knowlton Brothers, Inc.,
as Investment Advisor

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

FRONTIER PARTNERS & CO.

KNOWLTON BROTHERS, INC.

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton
Title: Chairman

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton

Title: Chairman /s/ Winthrop Knowlton

WINTHROP KNOWLTON

KNOWLTON ASSOCIATES, INC.

/s/ Christopher Knowlton

By: /s/ Winthrop Knowlton CHRISTOPHER KNOWLTON

Name: Winthrop Knowlton
Title: Chairman

/s/ Robert R. Barker

/s/ Stanley Knowlton ROBERT R. BARKER

STANLEY KNOWLTON

/s/ Dwight E. Lee HUGH KNOWLTON TRUST FOR THE
----- BENEFIT OF ERICA KNOWLTON
DWIGHT E. LEE

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton
Title: Trustee

SCHEDULE 1

CHANGES TO
LIST OF DIRECTORS AND EXECUTIVE OFFICERS

Name, Position and Business Address*	Principal Occupation or Employment
---	---------------------------------------

A. KNOWLTON BROTHERS, INC.

New Officers:

Christopher Knowlton
Vice President
c/o Knowlton Brothers, Inc.
530 Fifth Avenue
New York NY 10036-3101

B. J.M.R. BARKER FOUNDATION

No longer Officers or Directors

Elizabeth S. Barker

New Officers or Directors

Margaret S. Barker Computer Software
 Director (U.S.A.)
 11310 Spicewood Club Drive #19
 Austin TX 78750-2868

 * Each director and executive officer listed herein is a citizen of the United States of America.

SCHEDULE 2

Transactions in Common Stock
 of Neoprobe Corp.
 Effected Since August 15, 1998

THE FAMILY PARTNERSHIP, L.P.

Trade Date	No. of Shares of Common Stock Sold	Cost (Sales Price) Per Share
-----	-----	-----
8/18/98	2,000	\$ 1.29
9/9/98	1,000	\$ 1.01
9/21/98	5,500	\$ 0.93
9/21/98	10,000	\$ 0.93
9/21/98	500	\$ 0.93
9/22/98	5,000	\$ 0.93
9/23/98	10,000	\$ 0.86
9/24/98	4,500	\$ 0.85
9/24/98	2,500	\$ 0.85
9/25/98	5,000	\$ 0.85
9/28/98	3,000	\$ 0.85
9/29/98	4,000	\$ 0.89
9/30/98	3,600	\$ 0.93
10/1/98	4,500	\$ 0.09

THE FRONTIER PARTNERSHIP, L.P.

Trade Date	No. of Shares of Common Stock Sold	Cost (Sales Price) Per Share
8/19/98	2,500	\$ 1.29
8/19/98	500	\$ 1.29
9/1/98	5,000	\$ 0.99
9/3/98	4,500	\$ 1.01
9/3/98	500	\$ 1.01
9/8/98	3,000	\$ 1.00
9/21/98	6,500	\$ 0.93
9/21/98	6,700	\$ 0.93
9/22/98	4,000	\$ 0.93

9/23/98	6,500	\$ 0.86
9/24/98	4,400	\$ 0.85
9/25/98	4,000	\$ 0.85
9/28/98	2,000	\$ 0.85
9/29/98	3,000	\$ 0.89
9/30/98	2,000	\$ 0.93
10/1/98	3,500	\$ 0.90
10/8/98	12,000	\$ 0.60
10/9/98	5,000	\$ 0.60

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FLAGSHIP PARTNERS, LTD.

Trade Date	No. of Shares of Common Stock Sold	Cost (Sales Price) Per Share
8/19/98	1,500	\$ 1.29
8/19/98	3,500	\$ 1.29
9/21/98	1,500	\$ 0.93
9/21/98	5,500	\$ 0.93
9/22/98	1,000	\$ 0.93
9/23/98	3,000	\$ 0.86
9/24/98	2,000	\$ 0.85
9/25/98	1,000	\$ 0.85
9/28/98	1,000	\$ 0.85
9/29/98	1,000	\$ 0.89
9/30/98	1,000	\$ 0.93
10/1/98	1,000	\$ 0.90
10/2/98	3,500	\$ 0.85
10/2/98	1,500	\$ 0.85

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EXHIBIT A

JOINT FILING AGREEMENT

The Family Partnership, L.P., The Frontier Partnership, L.P., The Darwin Partnership, L.P., Flagship Partners, Ltd., Darwin Offshore Partners, Ltd., Barker, Lee & Co., the J.M.R. Barker Foundation, Quaker Hill Associates, L.P., Upland Associates, L.P., Namakagon Associates, L.P., Family Partners & Co., Frontier Partners & Co., Knowlton Brothers, Inc., Knowlton Associates, Inc., Hugh Knowlton Trust For The Benefit of Erica Knowlton, Winthrop Knowlton, Stanley Knowlton, Christopher Knowlton, Robert R. Barker and Dwight E. Lee each hereby agree that the Schedule 13D filed herewith and any amendments thereto relating to the acquisition of shares of Common Stock of Neoprobe Corporation is filed jointly on behalf of each such person.

Dated: October 16, 1998

THE FAMILY PARTNERSHIP, L.P.

By: Family Partners & Co.,
as general partner

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

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THE FRONTIER PARTNERSHIP, L.P.

By: Frontier Partners & Co.,
as general partner

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

THE DARWIN PARTNERSHIP, L.P.

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: General Partner

BARKER, LEE & CO.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

J.M.R. BARKER FOUNDATION

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: Vice President

QUAKER HILL ASSOCIATES, L.P.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

UPLAND ASSOCIATES, L.P.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

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NAMAKAGON ASSOCIATES, L.P.

By: /s/ Dwight E. Lee

Name: Dwight E. Lee
Title: General Partner

FLAGSHIP PARTNERS, LTD.

By: Knowlton Brothers, Inc.,
as Investment Advisor

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

DARWIN OFFSHORE PARTNERS, LTD.

By: Knowlton Brothers, Inc.,
as Investment Advisor

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

FAMILY PARTNERS & CO.

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Stanley Knowlton

Name: Stanley Knowlton
Title: President

FRONTIER PARTNERS & CO.

By: Knowlton Brothers, Inc.,
as general partner

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton
Title: Chairman

KNOWLTON BROTHERS, INC.

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton

Title: Chairman

KNOWLTON ASSOCIATES, INC.

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton

Title: Chairman

HUGH KNOWLTON TRUST FOR THE
BENEFIT OF ERICA KNOWLTON

By: /s/ Winthrop Knowlton

Name: Winthrop Knowlton

Title: Trustee

/s/ Winthrop Knowlton

WINTHROP KNOWLTON

/s/ Stanley Knowlton

STANLEY KNOWLTON

/s/ Christopher Knowlton

CHRISTOPHER KNOWLTON

/s/ Robert R. Barker

ROBERT R. BARKER

/s/ Dwight E. Lee

DWIGHT E. LEE