

FORM PTO-1618A
Expires 05/30/99
OMB 0651-0027

03-20-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101618098

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

*Resubmission
MAP 3-19-01
Original MAP 11-14-00*

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID # 101553539
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
10 27 00

Name Paragon Vision Sciences, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Walman Optical Company, The

DBA/AKA/TA _____

Composed of _____

Address (line 1) 801 12th Avenue North

Address (line 2) _____

Address (line 3) Minneapolis

Minnesota

USA

55411

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Minnesota

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

*65E
6E*

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002210 FRAME: 0469

FORM PTO-1618B
Expires 06/30/99
OMR 0851-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75656421"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2367197"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Timothy R. Ring
Name of Person Signing

Timothy R. Ring
Signature

3-16-01
Date Signed

ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY, is made as of this ~~27th~~ day of October, 2000, by PARAGON VISION SCIENCES, INC., a Delaware corporation ("Transferor"), and delivered to THE WALMAN OPTICAL COMPANY, a Minnesota corporation, and its successors and assigns (the "Transferee").

WHEREAS, Transferor and Transferee are parties to that certain Asset Purchase Agreement dated as of 10/27, 2000 (the "Agreement"), pursuant to which Transferor agreed to sell, transfer, assign and deliver to Transferee certain of its intellectual property, including, without limitation, the intellectual property as set forth below; and

WHEREAS, Transferor has adopted and used in its business the following intellectual property, including, without limitation, the trademarks, trademark applications, service marks, service mark applications and trade names set forth below (collectively, the "Intellectual Property"):

MARK	APPL DATE	USE DATE	SERIAL NO.	REG. NO.	COUNTRY
FLEXLENS	08/03/98	02/01/74	75530015	2367197	USA

WHEREAS, the Transferee desires to acquire the Intellectual Property.

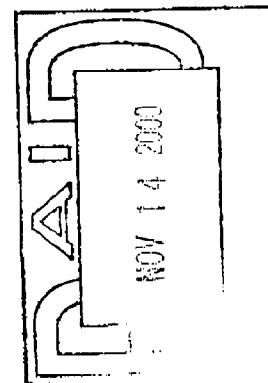
NOW, THEREFORE, in consideration of the Agreement and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Transferor hereby sells, assigns, transfers and sets over onto the Transferee, the Transferor's entire right, title and interest in and to and under the Intellectual Property together with the goodwill of the business connected with the use of and symbolized by the Intellectual Property, free and clear of all liens, claims and encumbrances, except as expressly permitted in the Agreement.

IN WITNESS WHEREOF, Transferor has caused this instrument to be duly executed by its duly authorized representative as of the day and year first set forth above.

PARAGON VISION SCIENCES, INC.

By: 

Its: President & CEO



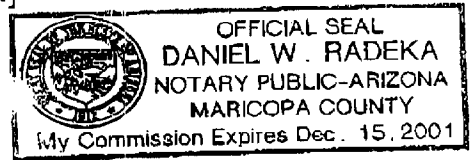
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STATE OF Arizona)
)SS.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me this 27 day of October, 2000, by M. J. Sicari the President, CEO of Paragon Vision Sciences, Inc., a Delaware corporation, on behalf of the corporation.

Daniel W. Radeka
Notary Public

My commission expires: Dec 15, 2001 [Notary Seal]



ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY, is made as of this 27th day of October, 2000, by **PARAGON VISION SCIENCES, INC.**, a Delaware corporation ("Transferor"), and delivered to **THE WALMAN OPTICAL COMPANY**, a Minnesota corporation, and its successors and assigns (the "Transferee").

WHEREAS, Transferor and Transferee are parties to that certain Asset Purchase Agreement dated as of 10/27, 2000 (the "Agreement"), pursuant to which Transferor agreed to sell, transfer, assign and deliver to Transferee certain of its intellectual property, including, without limitation, the intellectual property as set forth below; and

WHEREAS, Transferor has adopted and used in its business the following intellectual property, including, without limitation, the trademarks, trademark applications, service marks, service mark applications and trade names set forth below (collectively, the "Intellectual Property"):

<u>MARK</u>	<u>APPL DATE</u>	<u>USE DATE</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>COUNTRY</u>
POWERPAK	03/09/99	04/01/99	75656421	pending	USA

WHEREAS, the Transferee desires to acquire the Intellectual Property.

NOW, THEREFORE, in consideration of the Agreement and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Transferor hereby sells, assigns, transfers and sets over onto the Transferee, the Transferor's entire right, title and interest in and to and under the Intellectual Property together with the goodwill of the business connected with the use of and symbolized by the Intellectual Property, free and clear of all liens, claims and encumbrances, except as expressly permitted in the Agreement.

IN WITNESS WHEREOF, Transferor has caused this instrument to be duly executed by its duly authorized representative as of the day and year first set forth above.

PARAGON VISION SCIENCES, INC.

By: 

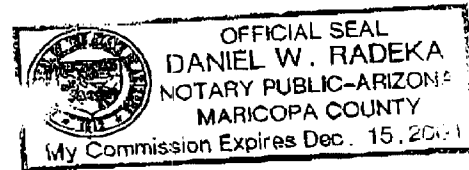
Its: President & CEO

STATE OF Arizona)
)SS.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me this 27th day of October, 2000, by Mr. J. Sicari the President, CEO of Paragon Vision Sciences, Inc., a Delaware corporation, on behalf of the corporation.

Daniel W. Radeka
Notary Public

My commission expires: Dec. 15, 2001 [Notary Seal]



KRASS MONROE, P.A.

ATTORNEYS AT LAW

■ Timothy R. Ring
Email timothy@krassmonroe.com
www.krassmonroe.com
Direct Dial (952) 885-4386

MR
11/14/00

12-15-2000



101553539

November 9, 2000

VIA CERTIFIED MAIL

Assistant Commissioner for Trademarks
Box: ASSIGNMENT / FEE
Under Secretary of Commerce for Intellectual
Property and Director of the United States
Patent and Trademark Office
Washington, DC 20231

Re: Assignment of Trademark – "FLEXLENS"
Assignment of Trademark – "POWERPAK"
Our File No. 9495-80

Dear Sir/Madam:

We represent The Walman Optical Company in connection with the referenced matter. On behalf of our client, enclosed please find an Assignment of Intellectual Property for the "FLEXLENS" trademark (Registration No. 2367197), and an Assignment of Intellectual Property for the "POWERPAK" trademark (Serial No. 75656421 / Registration No. pending), along with a check in the amount of \$65.00 (\$40.00 for first filing, \$25.00 for second filing) to cover the filing fees for the assignment of these marks.

Also enclosed is a self-addressed, stamped postcard for proof of filing. Upon acceptance of the enclosed documents and filing fees, please appropriately stamp the post card and return it to my attention.

Please direct any communication or questions to my attention at the number or address indicated hereon.

Very truly yours,

KRASS MONROE, P.A.

Timothy R. Ring

Timothy R. Ring
Attorney at Law

Enclosures

cc: Chuck Pillsbury (Walman Optical)
Marty Bassett (Walman Optical)
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