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101710259

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

4-30-01

1. Name of conveying party(ies):

Biocompatibles Eyecare, Inc.
1215 Boissevain Avenue
Norfolk, Virginia 23507

- Individual(s)
- General Partnership
- Corporation-State: DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 7, 2000

2. Name and address of receiving party(ies):

Name: Wells Fargo Credit, Inc.

Internal Address: _____

Street Address: 119 West 40th Street

City: New York State: NY ZIP: 10018

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NY
- 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

4. Application Number(s) or registration number(s):

A. Trademark Application(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41): _____

\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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

Terrill J Roberts
Name of Person Signing

[Signature]
Signature

4-26-01
Date

Total number of pages including coversheet, attachments and document: _____

5

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

Schedule A

Schedule A to an Assignment of Security dated as of May 7, 2000, by and between
CENTURY BUSINESS CREDIT CORPORATION and WELLS FARGO CREDIT, INC.

Trademark	Goods/Services	Serial Number	Registration or Filing Date	Country
HYDROSIGHT	Contact Lenses	73-354,600 1,274,888	March 15, 1982 April 24, 1984	U.S.A.
EMBRYO	Container for Supporting Optical Lenses	73-169-422 1,144,805	May 8, 1978 December 30, 1980	U.S.A.
AMSOFTHIN	Contact Lenses	73-334,999 1,217,392	November 2, 1981 November 23, 1982	U.S.A.

ASSIGNMENT OF SECURITY

WHEREAS, Biocompatibles Eyecare Inc. ("Borrower") is obligated to Century Business Credit Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement dated as of June 25, 1999, as amended, modified, restated or supplemented from time to time, the "Loan Agreement") by and between Borrower and Lender; and (ii) a certain Trademark Collateral Security Agreement dated as of July 9, 1999 made by Borrower in favor of Lender (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Borrower and Lender entered into a certain Trademark Assignment of Security dated as of July 9, 1999 (the "Assignment of Security") pursuant to which Borrower assigned unto Lender and granted to Lender a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "P&T Office") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefor and the goodwill of the business to which each of the Trademarks relate;

WHEREAS, the Assignment of Security was filed with the P&T Office at Reel 001933, Frame 0061;

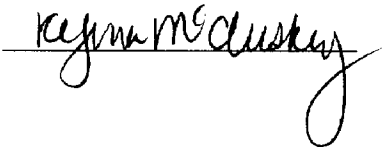
WHEREAS, Lender and Wells Fargo Credit, Inc. ("WFCI") have entered into an Agreement pursuant to which Lender assigned to WFCI all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

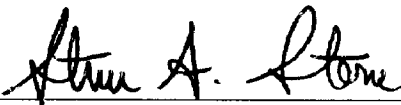
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender does hereby assign unto WFCI all of its right, title and interest in the Assignment of Security.

Dated as of: May 7, 2000

WITNESS:

CENTURY BUSINESS CREDIT CORPORATION



By: 
Title: STEVEN A. STONE
SR. VP

Address: 119 West 40th Street
New York, New York 10018

WITNESS:

Kyira McCuskey

WELLS FARGO CREDIT, INC.

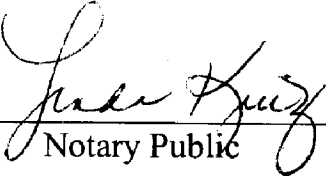
By: M. Balick
Title: 1st Vice President

Address: 119 West 40th Street
New York, New York 10018
Attention: Account Manager –
Biocompatibles Eyecare Inc.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27 day of Feb, 2001, before me personally came Steven Stone, to me known, who, being by me duly sworn, did depose and say that he is the Sr. V.P. of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02

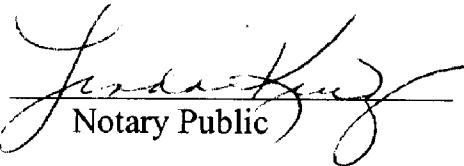


Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27 day of March, 2001, before me personally came Maryrose Balick, to me known, who, being by me duly sworn, did depose and say that he is the 1st V.P. of Wells Fargo Credit, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02



Notary Public