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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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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): National Bank of Canada 1225 17th Street, Suite 1750 Denver, CO 80202 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Canadian Chartered Bank Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: PNC Bank, National Association Internal Address: One PNC Plaza Street Address: 249 Fifth Avenue City: Pittsburgh State: PA Zip: 15222 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other National Banking Association 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

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/15/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,204,456 2,209,663, 2,227,151, 2,235,002 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Vivian L. Polak Internal Address: Street Address: LeBoeuf, Lamb, Greene & MacRae, L.L.P. 125 West 55th Street City: New York State: N.Y. Zip: 10019

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 [x] 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. Vivian L. Polak Name of Person Signing Signature Date 3/22/02

04/11/2002 BYRNE 00000113 2204456 01 FC:481 02 FC:482

Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002481 FRAME: 0604

Assignment and Acceptance

Reference is made to the Trademark Security Agreement, dated as of February 14, 2000 (the "Security Agreement"), by and between Sun Optics and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 002045 Frame 0001.

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreement, including all interest in and to the collateral granted pursuant to the Security Agreement (which collateral includes the property listed on Exhibit A hereto).

2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Canada Finance LLC and the Assignee.

3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").

4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the State of Colorado.

5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this
document and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: *Loriann Curnyn*
Name: LORIANN CURNYN
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: _____
Name: _____
Title: _____

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

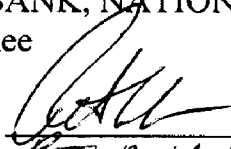
By: 
Name: PETER W. THOMPSON
Title: SENIOR VICE PRESIDENT

EXHIBIT A

Trademark or Tradename No.	Trademark or Tradename	Date Registered
2,204,456	Precision Reading Eyewear	November 17, 1998
2,209,663	I, Line	December 8, 1998
2,227,151	Insight	March 2, 1999
2,235,002	I,	March 23, 1999

CERTIFICATE OF MAILING

I hereby certify that I deposited this paper with the U.S. Postal Service, via "Express Mail Post Office to Addressee," addressed for delivery to:

Box ASSIGNMENTS

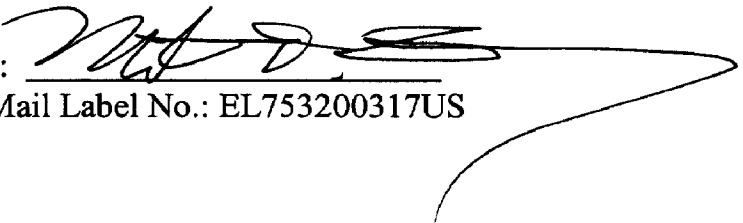
FEE

Assistant Commissioner for Trademarks

2900 Crystal Drive

Arlington, VA 22202-3513

Name: Matt Kennedy
Date: March 22, 2002

Signature: 
Express Mail Label No.: EL753200317US