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102259711

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Name of conveying party(ies):

Vision-Ease Lens, Inc.

MRD
10-21-02

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas
(formerly known as Bankers Trust Company), as agent
Internal Address: _____

Street Address: 90 Hudson St.

City: Jersey City State: NJ ZIP: 07302

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State MN
- Other _____

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

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Grant of Security Interest in US
Trademarks and Patents

Execution Date: September 27, 2002

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

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

10/23/2002 DRYRNE 00000170 2484304

01 FC:8521 40.00 BP
02 FC:8522 925.00/OP

DO NOT USE THIS SPACE

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 965.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLIC RECORDS
2002 OCT 21 PM 3:13
FINANCE SECTION

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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.

Laura Konrath
Name of Person Signing

Laura Konrath
Signature

10/16/02
Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Continuation
Item 4

SCHEDULE A

U.S. Trademark Registration

Trademark Name	Registration #
SUNSPORT	2484384
SUNRX	1742188
THINDEX	1816690
ASPHEREYES	1715373
VERSALITE	1493953
VISION-EASE	1020990
ON GUARD	2102049
TEGRA	2324836
DIAMONEX	2195306
AN UNCOMPROMISING COMBINATION	2561544
DEFY GLARE	2558416
THE CHOICE IS INFINITELY CLEAR	2492656
WHERE SCIENCE MEETS SERVICE	2492655
VISION-EASE LENS	2567040
FOCALITE	2571137
SUNRX	2377557
TEGRA SUNRX	2569678
ARC-901	1290857
POLAR POLY	2084545
DATALITE	1441874
FOCALITE	1740185
A BREED APART	2573240
TEGRA ACTUALEYES	2587761
TEGRA OUTLOOK SUNRX	2597318
PREMIER PLUS	2587759
ACTUALEYES	2610408
TEGRA OUTLOOK	2603904

U.S. Trademarks - Pending

Trademark Name	Application #
CONTINUA	75/806,060
OUTLOOK	75/499,503
PATENTED FOR FUN	76/171,461
SRC	76/172,271

CHI:1080228.6

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SUNSPORT	75/788,027
TEGRA OUTLOOK EXPRESS	76/174,386
UNCOMPROMISING TECHNOLOGY	76/171,178
VIVID	76/172,272
WHERE SCIENCE MEETS SERVICE	76/171,294
VISTA-EZ	78/159,598
CONTINUA TINTABLE	78/159,606

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**GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Vision-Ease Lens, Inc., a Minnesota corporation (the "Grantor") with principal offices at One Meridian Crossings, Suite 850, Minneapolis, Minnesota 55423 hereby grants to Deutsche Bank Trust Company Americas (formerly named Bankers Trust Company), as Administrative Agent, with principal offices at 90 Hudson Street 5th Floor Jersey City, New Jersey, 07302 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Amended and Restated Subsidiary Guarantor Security Agreement between the Grantor, certain other parties and the Grantee, dated as of September 27, 2002 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver

to the Grantor an instrument or instruments in writing releasing the security interest granted herein.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are subject to the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security

Interest as of the 27th day of September, 2002.

VISION-EASE LENS, INC.
as Grantor

By *Bradley D. Carlson*

Name: BRADLEY D. CARLSON

Title: TREASURER

DEUTSCHE BANK TRUST COMPANY AMERICAS
(formerly named Bankers Trust Company),
as Grantee

By _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security

Interest as of the 27th day of September, 2002.

VISION-EASE LENS, INC.
as Grantor

By _____

Name: _____

Title: _____

DEUTSCHE BANK TRUST COMPANY AMERICAS
(formerly named Bankers Trust Company),
as Grantee

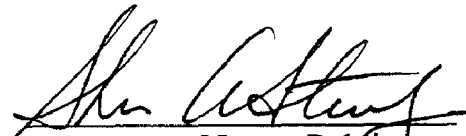
By  _____

Name: **MARY JO JOLLY**
ASSISTANT VICE PRESIDENT

Title: _____

STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

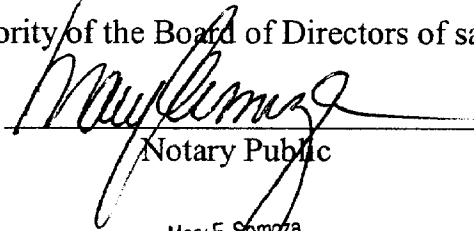
On this 27th day of September, 2002 before me personally came BRADLEY D. CARLSON who being duly sworn, did depose and say that he is TREASURER of Vision-Ease Lens, Inc., that he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said Corporation.


Notary Public



STATE OF New York)
COUNTY OF New York) ss.:

On this 27th day of September, 2002 before me personally came Mary Jo Foley who, being by me duly sworn, did state as follows: that s/he is A.V.P. of Deutsche Bank Trust Company Americas (formerly named Bankers Trust Company), that s/he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that s/he did so by authority of the Board of Directors of said corporation.



Notary Public

Mary E. Sompoza
Notary Public, State of New York
No. 4505761 Qual. in Kings Co.
Certificate Filed in New York County
Commission Expires Dec. 31, 2005

U.S. Trademark Registration

Trademark Name	Registration #
SUNSPORT	2484384
SUNRX	1742188
THINDEX	1816690
ASPHEREYES	1715373
VERSALITE	1493953
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WHERE SCIENCE MEETS SERVICE	2492655
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CHI:1080228.6

3/

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UNCOMPROMISING TECHNOLOGY	76/171,178
VIVID	76/172,272
WHERE SCIENCE MEETS SERVICE	76/171,294
VISTA-EZ	78/159,598
CONTINUA TINTABLE	78/159,606

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SCHEDULE OF PATENTS AND APPLICATIONS

Registered Patents:

Patent Title	Registration #
Aminosilane Coating Composition and Process for Producing Coated Articles	6,057,040
Lens Blanks for Ophthalmic Elements	6,242,065
Lamination and Apparatus and Process	6,355,124
Manufacture of Positive Power Ophthalmic Lens	6,390,621
Production of Optical Elements	6,328,446
Process for Making a Light Polarizing Spectacle Lens	5,286,419
Coating Composition and Process for Producing Coated Articles	5,786,032
Light Polarizing Spectacle Lens	5,412,505
Progressive Power Lens	5,446,508
Photochromic Naphthopyran Compound	6,337,409
Photochromic Spiro-naphthopyran Compounds	5,628,935
Photochromic Spiro-naphthopyran Compounds	5,679,805
Photochromic Naphthopyran Compound	5,531,935
Photochromic Spiro-naphthopyran Compounds	5,705,102
Production of Optical Elements	5,757,459
Photochromic Chromene Derivatives	5,702,645
Photochromic Articles	5,658,502
Photochromic Naphthopyran Compounds	5,759,450
Photochromic Benzopyran Compounds	5,869,662
Photochromic Articles	6,113,812
Multi-Focal Optical Elements	5,856,860
Photochromic Compound	5,847,168
Production of Optical Elements	5,827,614
Photochromic Articles	5,840,926
Progressive Addition Power Ophthalmic Lens	5,715,032
Aminosilane Coating Composition, Process and Coated Articles	6,403,227
Transparent Polysulfone Articles with Reduced Spurious Coloration	6,420,514

Patent Applications:

Patent Title	Application #
Photochromic Substituted Naphthopyran Compounds	09/224,004
Temporary Protective Layer on Polymeric Articles	09/305,586
Method for Applying Hydrophobic Anti-Reflection Coatings to Lenses and Lens Blanks	09/562,686
Production of Optical Elements	09/848,594
Lens Blanks for Ophthalmic Elements	09/850,707
Novel Naphthopyran Compounds, Photoresponsive Composition and Tenses	09/746,322
Production of Optical Elements	09/848,594
Controlled Tintability on Mar-Resistant Coatings	09/599,671

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Provision of Photochromic Layers on Polymeric Surfaces Background on the Invention	09/854,419
Aminosilane Coating Composition and Process for Producing Coated Articles	09/833,714
Oxygen-Containing Heterocyclic Fused Naphthopyrans	09/957,403
Photochromic Naphthopyran Compounds: Compositions and Articles Containing Those Naphthopyran Compounds	10/038,350
Photochromic Benzodioxine Fused Naphthopyrans Compounds, Compounds, Compositions and Articles Containing Those Naphthopyran Compounds	10/090,594
Foldable Lens Box Blank and Ophthalmic Lens Box Formed Therefrom	10/012,449
Novel Light Polarizing Film with Melanin	10/207,307
Production of Optical Elements	10/183,088
Dip Coating Process for Optical Elements	60/400,343
Injection Molding of Ophthalmic Lens	60/364,839
Organic Laminaes for Photochromic Lenses	60/400,345
Process for Making Optical Element by Injection Molding Against A Hard Coated Film	60/401,911
Spin Coating of Thermal Cured Hardcoates	60/400,309
Waterborne Ophthalmic Lens Ink	60/401,264

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CHI:1080228.6

RECORDED: 10/21/2002

TRADEMARK
REEL: 002604 FRAME: 0311