

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Dissolution of Hoya Optical Laboratories, Inc. and Plan of Distribution to Hoya Corporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hoya Optical Laboratories, Inc.		02/28/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Hoya Corporation
Street Address:	7-5, Nakaochiai 2-chome
City:	Shinjuku-ku, Tokyo
State/Country:	JAPAN
Postal Code:	161-8525
Entity Type:	CORPORATION: JAPAN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2351806	BENEDICT OPTICAL

CORRESPONDENCE DATA

Fax Number: (404)685-6929
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-815-3649
 Email: mbedsole@sgrlaw.com
 Correspondent Name: Coby S. Nixon
 Address Line 1: 1230 Peachtree Street, N.E.
 Address Line 2: Suite 3100, Promenade II
 Address Line 4: Atlanta, GEORGIA 30309-3592

ATTORNEY DOCKET NUMBER:	HOYA DISSOLUTION
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DOMESTIC REPRESENTATIVE

Name:
 Address Line 1:
 Address Line 2:

OP \$40.00 2351806

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Melissa M. Bedsole

Total Attachments: 6

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WRITTEN CONSENT
OF THE
SOLE STOCKHOLDER
OF
HOYA OPTICAL LABORATORIES, INC.

Pursuant to Section 228(a) of the General
Corporation Law of the State of Delaware

The undersigned, being the sole stockholder of Hoya Optical Laboratories, Inc., a Delaware corporation (the "Corporation"), does hereby consent to the taking of the following action without a meeting and approve and adopt the following resolutions in accordance with Section 275(c) of the General Corporation Law of the State of Delaware ("DGCL"):

RESOLVED, that in the judgment of the sole stockholder of the Corporation, it is deemed advisable and for the benefit of the Corporation that, following the dissolution or merger of each of its subsidiaries, the Corporation should be liquidated and dissolved;

RESOLVED, that the sole stockholder of the Corporation be and hereby is authorized to assume all liabilities, contingent and otherwise, and to post such security and take such action as required by the courts of the state of Delaware in accordance with Sections 280 and 281 of the DGCL;

RESOLVED, that, upon the effectiveness of the merger or dissolution of each subsidiary of the Corporation, the officers of the Corporation be and hereby are authorized to execute and file a Certificate of Dissolution with the Secretary of State of the State of Delaware in accordance with the General Corporation Law of the State of Delaware;

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to do and perform all such acts and things, to execute such documents and certificates, and to take such other steps as may be necessary or desirable to carry out the liquidation and dissolution of the Corporation and to effectuate fully the purposes of the foregoing resolutions; and


RESOLVED, that notwithstanding the authorization or consent of the stockholders of the Corporation to the proposed liquidation and dissolution of the Corporation, the Board of Directors of the Corporation may abandon such proposed liquidation and dissolution without any further action by the stockholders.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Consent to be
executed as of date set forth below.

HOYA CORPORATION

Dated: 2/15/01

By: 

Name: Kenji Ema

Title: Executive Managing Director/CFO

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "HOYA OPTICAL LABORATORIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2001, AT 3:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2897120 8100

010100945

AUTHENTICATION: 0996340

DATE: 02-28-01

TRADEMARK

REEL: 002921 FRAME: 0808

PLAN OF DISTRIBUTION

PLAN OF DISTRIBUTION (this "Plan of Distribution"), dated as of February 28, 2001, by and between Hoya Corporation ("HOYA"), and its wholly owned subsidiary, Hoya Optical Laboratories, Inc. ("HOLA").

WHEREAS, HOYA, as the sole stockholder of HOLA has, by written consent dated February 5, 2001, declared that it is advisable and in the best interests of HOLA and its sole stockholder that HOLA should be dissolved, would-up and liquidated;

WHEREAS, HOYA, as the sole stockholder of HOLA has also agreed to irrevocably assume all liabilities whatsoever, contingent and otherwise, of HOLA and to post such security and take such action as required by the courts of the state of Delaware in accordance with Sections 280 and 281 of the General Corporation Law of Delaware (the "DGCL");

WHEREAS, to effect such liquidation, winding-up and dissolution, the parties hereby agree to the following Plan of Distribution in accordance with Section 281(b) of the DGCL:

1. Distribution. HOLA does hereby distribute 100% of its assets to HOYA, its sole shareholder, and HOYA does hereby accept such assets.
2. Assignment of Liabilities. HOYA, pursuant to this Plan of Distribution, will irrevocably assume all liabilities whatsoever, whether contingent, determined or otherwise, and in furtherance thereof agrees to sign the Assumption Agreement in substantially the form attached hereto as Exhibit A.
3. Effectiveness. This Plan of Distribution shall be effective immediately upon the filing of a Certificate of Dissolution with the Secretary of State of the State of Delaware and the effectiveness of the dissolution of HOLA in accordance with the laws of the State of Delaware.

* * *

IN WITNESS WHEREOF, HOYA has caused its corporate name to be hereunder subscribed by its duly authorized officer, and HOLA has caused its name to be hereon subscribed by its duly authorized officer, all as of the day and year first above written.

HOYA CORPORATION

By Kenji Ema

Name: Kenji Ema

Title: Executive Managing Director/CFO

HOYA OPTICAL LABORATORIES, INC.

By B.C. Benedict

Name: B.C. Benedict

Title: President