

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ABB/Con-Cise Optical Group LLC		04/02/2007	LIMITED LIABILITY COMPANY: DELAWARE

## RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	333 S. Grand Avenue, 9th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2043120	PROPLUS
Registration Number:	2048835	PROTHIN
Registration Number:	2040155	PROTORIC
Serial Number:	78283896	REVLENS
Serial Number:	78283912	BIOLENS
Registration Number:	2383917	BIONITE
Registration Number:	1083311	OXYFLOW
Registration Number:	1102574	PLIAFLEX
Registration Number:	2369463	OXYCON
Registration Number:	1683165	PRIMARY EYECARE NETWORK
Registration Number:	1700750	PRIMARY EYECARE NETWORK
Registration Number:	1950462	P.E.N.

## CORRESPONDENCE DATA

900074276

TRADEMARK  
REEL: 003521 FRAME: 0080

CH \$315.00 2043120

Fax Number: (213)612-2499

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 213-612-2020

Email: lpartmann@orrick.com, rgalvan@orrick.com

Correspondent Name: Ramon Galvan

Address Line 1: 777 South Figueroa Street, Suite 3200

Address Line 2: Orrick, Herrington & Sutcliffe LLP

Address Line 4: Los Angeles, CALIFORNIA 90017-5855

ATTORNEY DOCKET NUMBER:

1696-397/1640

NAME OF SUBMITTER:

Ramon Galvan

Signature:

/Ramon Galvan/

Date:

04/12/2007

Total Attachments: 4

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## **GRANT OF SECURITY INTEREST**

### **TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of April 2, 2007, is executed by ABB/CON-CISE OPTICAL GROUP LLC, a Delaware limited liability company (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of April 2, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ABB/Con-Cise Optical Group LLC, as the Borrower, the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into an Intellectual Property Security Agreement dated as of April 2, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

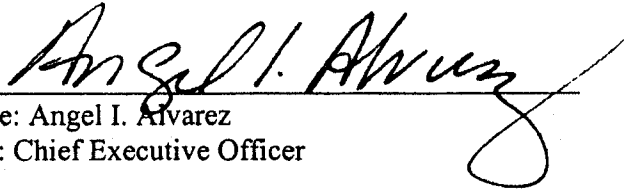
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association  
333 S. Grand Avenue, 9th Floor  
Los Angeles, California 90071  
Attention: Alex Kim  
Tel: (213) 253-6884  
Fax: (213) 628-1188

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**ABB/CON-CISE OPTICAL GROUP LLC,**  
**a Delaware limited liability company**

By:   
Name: Angel I. Alvarez  
Title: Chief Executive Officer

**SCHEDULE 1-A AND 1-B TO GRANT OF SECURITY INTEREST**

**TRADEMARKS and TRADEMARK APPLICATIONS**

<u>NAME</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ProPlus	USA	Registered	2043120	03/11/1997
ProThin	USA	Registered	2048835	04/01/1997
ProToric	USA	Registered	2040155	02/25/1997
Revlens	USA	Filed	78283896 (Serial #)	08/06/2003 (filing date)
Biolens	USA	Filed	78283912 (Serial #)	08/06/2003 (filing date)
Bionite	USA	Registered	2383917	09/05/2000
Oxyflow	USA	Registered	1083311	01/24/1978
Pliaflex	USA	Registered	1102574	09/19/1978
Oxycon	USA	Registered	2369463	07/18/2000
Primary Eyecare Network	USA	Registered	1683165	04/14/1992
Primary Eyecare Network	USA	Registered	1700750	07/14/1992
P.E.N.	USA	Registered	1950462	01/23/1996