

**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
OPHTHONIX, INC.		05/30/2008	CORPORATION:

**RECEIVING PARTY DATA**

Name:	COMERICA BANK
Street Address:	75 EAST TRIMBLE ROAD
Internal Address:	M/C 4770
City:	SAN JOSE
State/Country:	CALIFORNIA
Postal Code:	95131
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Serial Number:	78612317	!.ZON
Serial Number:	77055071	I-ZON HIGH RESOLUTION LENSES
Serial Number:	78848390	!.ZON CUSTOMIZED PROGRESSIVES
Serial Number:	78635084	!.ZON EYEGLASSES ME, MYSELF AND EYE.
Serial Number:	78808260	INSTALENS
Serial Number:	78837128	IPRINT
Serial Number:	77077393	IZON
Serial Number:	78976578	IZON
Serial Number:	78648669	IZONIK
Serial Number:	78615275	ME, MYSELF AND EYE
Serial Number:	78888190	NEAR, FAR AND IN-BETWEEN
Serial Number:	78270043	OPHTHONIX
Serial Number:	78976949	OPHTHONIX

CH \$540.00 78612317

Serial Number:	77012958	OPHTHONIX
Serial Number:	76218642	OPHTHONIX
Serial Number:	76218638	OPHTHONIX
Serial Number:	77028576	PUBLICIZE
Serial Number:	77337784	WOW
Serial Number:	78270026	Z VIEW
Serial Number:	78612332	Z·VIEW
Serial Number:	76218640	OPHTHONIX

**CORRESPONDENCE DATA**

Fax Number: (858)638-5033  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8586386733  
Email: karen.johanson@dlapiper.com  
Correspondent Name: DLA PIPER US LLP  
Address Line 1: 4365 Executive Drive, Suite 1100  
Address Line 2: ATTN: KAREN JOHANSON  
Address Line 4: SAN DIEGO, CALIFORNIA 95054-1191

ATTORNEY DOCKET NUMBER:	329034-124
NAME OF SUBMITTER:	Troy Zander
Signature:	/Troy Zander/
Date:	06/16/2008

**Total Attachments: 12**  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this "IP Security Agreement") is entered into as of May 30, 2008 by and between COMERICA BANK ("Bank") and OPTHONIX, INC., a Delaware corporation ("Grantor").

### RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the "Loans") in the amounts and manner set forth in that certain Second Amended and Restated Loan and Security Agreement by and between Bank and Grantor dated as of November 15, 2005, as amended from time to time including by that certain First Amendment to Second Amended and Restated Loan and Security Agreement dated as of May 11, 2007 and that certain Second Amendment to Second Amended and Restated Loan and Security Agreement dated as of the date hereof (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Grantor and Bank, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Bank and Grantor hereby agree that if at any time in the future, there are no other Liens on the Intellectual Property Collateral, Bank shall release its Liens on the Intellectual Property Collateral and this IP Security Agreement shall terminate and be of no further force or effect.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable, as of the date hereof.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

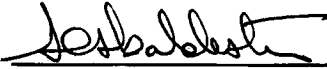
Address of Grantor:

1491 Poinsettia Avenue  
Vista, CA 92081

Attn: Chief Executive Officer

GRANTOR:

OPHTHONIX, INC.

By: 

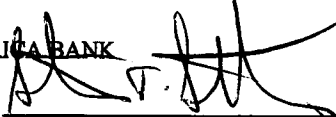
Title: CHIEF EXECUTIVE OFFICER

Address of Bank:

75 East Trimble Road, M/C 4770  
San Jose, California 95131  
Attn: Manager

BANK:

COMERICA BANK

By: 

Title: Senior Vice President

EXHIBIT A

Copyrights

	<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
	None.		

EXHIBIT B

Patents

<b>Title of Invention</b>	<b>Date of Filing</b>	<b>Publication No.</b>	<b>Issue No.</b>	<b>Application Type</b>
Wavefront Aberrator And Method Of Manufacturing	June 4, 2001	2002/0080464	6,813,082	Regular US
Custom Eyeglass Manufacturing Method	Oct. 25, 2001	2003/0081173	6,682,195	Regular US
Eyeglass Manufacturing Method Using Variable Index Layer	Oct. 25, 2001	2003/0081172	6,712,466	Regular US
System And Method For Wavefront Measurement	Dec. 10, 2001	2003/0231298	6,781,681	Regular US
Apparatus And Method For Determining Objective Refraction Using Wavefront Sensing	Feb. 13, 2002	2003/0151721	6,761,454	Regular US
Apparatus And Method Of Correcting Higher Order Aberrations Of The Human Eye	Aug. 12, 2002	2003/0003295	7,293,871	Regular US (CIP)
Optical Elements And Method Of Making Them	Sept. 24, 2002	2004/0008319	6,836,371	Regular US
Apparatus and Method of Fabricating a Compensating Element For Wavefront Correction Using Spatially Localized Curing of Resin Mixtures	Oct. 3, 2002	2003/0143391	7,217,375	Regular US (CIP)
Custom Eyeglass Manufacturing Method	Oct. 23, 2002	WO 03/079097		PCT
Custom Eyeglass Manufacturing Method	Oct. 23, 2002			AU Application
Custom Eyeglass Manufacturing Method	Oct. 23, 2002	1446694		EP Application
Custom Eyeglass Manufacturing Method	Oct. 23, 2002	2005520205		JP Application
Eyeglass Manufacturing Method Using Variable Index Layer	Oct. 23, 2002	WO 03/035377		PCT

<b>Title of Invention</b>	<b>Date of Filing</b>	<b>Publication No.</b>	<b>Issue No.</b>	<b>Application Type</b>
Eyeglass Manufacturing Method Using Variable Index Layer	Oct. 23, 2002			AU Application
Eyeglass Manufacturing Method Using Variable Index Layer	Oct. 23, 2002	1439946		EP Application
Eyeglass Manufacturing Method Using Variable Index Layer	Oct. 23, 2002	2005507092		JP Application
System And Method For Wavefront Measurement	Dec. 9, 2002	2003/0214647	7,034,949	Regular US (CIP)
System And Method For Wavefront Measurement	Dec. 9, 2002	WO 03/050472		PCT
System And Method For Wavefront Measurement	Dec. 9, 2002			AU Application
System And Method For Wavefront Measurement	Dec. 9, 2002	1451523		EP Application
System And Method For Wavefront Measurement	Dec. 9, 2002	2005-513425		JP Application
Apparatus And Method For Determining Objective Refraction Using Wavefront Sensing	Feb. 13, 2003	WO 03/068059		PCT
Apparatus And Method For Objective Characterization Of Vision Based On Wavefront Sensing	Feb. 13, 2003			AU Application
Apparatus And Method For Objective Characterization Of Vision Based On Wavefront Sensing	Feb. 13, 2003	1480551		EP Application
Apparatus And Method For Objective Characterization Of Vision Based On Wavefront Sensing	Feb. 13, 2003	2005516717		JP Application
Optical Elements And Method Of Making Them	June 24, 2003	WO 2004/008189		PCT
Optical Elements And Method Of Making Them	June 24, 2003			AU Application
Optical Elements And Method Of Making Them	June 24, 2003	1540383		EP Application



Title of Invention	Date of Filing	Publication No.	Issue No.	Application Type
Optical Elements And Method Of Making Them	June 24, 2003			IL Application
Optical Elements And Method Of Making Them	June 24, 2003	2005532598		JP Application
Apparatus And Method Of Correcting Higher Order Aberrations Of The Human Eye	July 30, 2003	WO 2004/015481		PCT
Apparatus And Method Of Correcting Higher Order Aberrations Of The Human Eye	July 30, 2003			AU Application
Apparatus And Method Of Correcting Higher Order Aberrations Of The Human Eye	July 30, 2003	1535104		EP Application
Apparatus And Method Of Correcting Higher Order Aberrations Of The Human Eye	July 30, 2003	2005535921		JP Application
Apparatus And Method For Determining Responses Using Objective Characterization of Vision Based On Wavefront Sensing	Sept. 2, 2003	2005/0174535		Regular US
Apparatus And Method Of Fabricating Waveplate For Wavefront Correction Using Spatially Localized Curing Of Resin Mixtures	Sept. 4, 2003	WO 2004/034095		PCT
Apparatus And Method Of Fabricating Waveplate For Wavefront Correction Using Spatially Localized Curing Of Resin Mixtures	Sept. 4, 2003			AU Application
Apparatus And Method Of Fabricating Waveplate For Wavefront Correction Using Spatially Localized Curing Of Resin Mixtures <sup>2</sup>	Sept. 4, 2003	1549976		EP Application
Apparatus And Method Of Fabricating Waveplate For Wavefront Correction Using Spatially Localized Curing Of Resin Mixtures	Sept. 4, 2003			IL Application

Title of Invention	Date of Filing	Publication No.	Issue No.	Application Type
Apparatus And Method Of Fabricating Waveplate For Wavefront Correction Using Spatially Localized Curing Of Resin Mixtures	Sept. 4, 2003	2004-543274		JP Application
Custom Eyeglass Manufacturing Method	Jan. 13, 2004			Regular US (CIP)
Eyeglass Manufacturing Method Using Variable Index Layer	Feb. 6, 2004	2004/0160574	6,840,619	Regular US
Apparatus And Method For Curing Of UV-Protected UV Curable Monomers	May 18, 2004	2004/0235974		Regular US
Apparatus And Method For Curing Of UV-Protected UV Curable Monomers	May 19, 2004	WO 2004/106990		PCT
Method Of Fabricating Wavefront Sensor With Surface Boundary Scanning	May 21, 2004	2005/0260388		Regular US
Apparatus And Method For Determining Objective Refraction Using Wavefront Sensing	July 12, 2004	2005/0030477	7,114,808	Regular US
Optical Elements And Method Of Making Them	Sept. 7, 2004	2005/0046957		Regular US
System For Manufacturing an Optical Lens	Sept. 7, 2004	2005/0105048	7,234,810	Regular US
Stabilized Photopolymer Materials And Methods	Sept. 7, 2004	2006/0052547	7,371,804	Regular US
Method of Manufacturing an Optical Lens	Sept. 7, 2004	2005/0104240		Regular US
Method For Stabilizing Refractive Index Profiles Using Polymer Mixtures	Sept. 7, 2004	2006/0050228		Regular US
Eyeglass Dispensing Method	Sept. 7, 2004	2005/0105043	7,188,950	Regular US

<b>Title of Invention</b>	<b>Date of Filing</b>	<b>Publication No.</b>	<b>Issue No.</b>	<b>Application Type</b>
Eyeglass Manufacturing Method Using Variable Index Layer	Sept. 20, 2004	2005/0036106	7,021,764	Regular US
Wavefront Aberrator And Method Of Manufacturing	Sept. 20, 2004	2005/0052747	6,989,938	Regular US
Optical Elements And Method Of Making Them	Oct. 5, 2004	2005/0057815	6,934,088	Regular US
Optical Elements And Method Of Making Them	Oct. 5, 2004	2005/0064105	6,976,641	Regular US
Ophthalmic Diagnostic Instrument	Oct. 22, 2004	2005/0225725		Regular US
Lensometer and Wavefront Sensor and Methods of Measuring Aberrations	Oct. 22, 2004	2005/0105044		Regular US
System for Manufacturing an Optical Element	Oct. 29, 2004	WO 2005/050290		PCT
Ophthalmic Diagnostic Instrument	Oct. 29, 2004	WO 2005/048829		PCT
Lensometer and Wavefront Sensor and Methods of Measuring Aberrations	Oct. 29, 2004	WO 2005/052538		PCT
Eyeglass Manufacturing Method	Oct. 29, 2004	WO 2005/050289		PCT
Eyeglass Manufacturing Method Using Variable Index Layer	Dec. 2, 2004	2005/0083481	6,942,339	Regular US
Custom Eyeglass Manufacturing Method	Dec. 14, 2004	WO 2005/071468		PCT
System And Method For Analyzing Wavefront Aberrations	Feb. 22, 2005	2005/0200809		Regular US
System And Method For Analyzing Wavefront Aberrations	Feb. 22, 2005	WO 2005/079546		PCT
Apparatus And Method Of Fabricating An Ophthalmic Lens For Wavefront Correction Using Spatially Localized Curing Of Photo-Polymerization Materials	May 23 2005	WO 2005/114302		PCT

<b>Title of Invention</b>	<b>Date of Filing</b>	<b>Publication No.</b>	<b>Issue No.</b>	<b>Application Type</b>
Method For Stabilizing Refractive Index Profiles Using Polymer Mixtures	Sep 7 2005	WO 2006/029260		PCT
Monomers And Polymers For Optical Elements	Sep 7, 2005	WO 2006/029264		PCT
Optical Elements and Methods For Making Thereof	Sep 7 2005	WO 2006/029268		PCT
Method Of Manufacturing An Optical Lens	Sep 7 2005	WO 2006/029281		PCT
Apparatus And Method For Determining Sphere And Cylinder Components Of Subjective Refraction Using Objective Wavefront Measurement	June 30, 2005	2006/0007397		Regular US
Eyeglass Manufacturing Method Using Variable Index Layer	Jan. 24, 2006	20060119792		Regular US
Eyeglass Manufacturing Method Using Variable Index Layer	Jan. 24, 2006	20060119791	7,249,847	Regular US
System And Methods For Wavefront Measurement	Mar 8 2006	20070002332		Regular US
System For Manufacturing An Optical Lens	Dec 6 2006	20070153232		Regular US
Eyeglass Manufacturing Method Using Variable Index Layer	Jan 5 2007	20070109494		Regular US
Apparatus And Method For Determining Objective Refraction Using Wavefront Sensing	Jan 12 2007	20070109498		Regular US
Eyeglass Dispensing Method	Feb 6 2007	20070195265		Regular US
Eyeglass Manufacturing Method Using Variable Index Layer	Feb 7 2007	20070171359		Regular US
Custom Monomers And Polymers For Spectacle Lenses	Mar 20 2007	20080071002		Regular US

<b>Title of Invention</b>	<b>Date of Filing</b>	<b>Publication No.</b>	<b>Issue No.</b>	<b>Application Type</b>
Monomers And Polymers For Optical Elements And Methods Of Making Same	Mar 20 2007			PCT
Apparatus And Method of Fabricating a Compensating Element For Wavefront Correction Using Spatially Localized Curing of Resin Mixtures	May 15, 2007	20080088938		Regular US
High-Order Abberation Correction For Optimization Of Human Visual Function	May 16 2007	20070279586		Regular US
High-Order Abberation Correction For Optimization Of Human Visual Function	May 16 2007	WO 2007/137100		PCT
Eyeglass Manufacturing Method Using Variable Index Layer	Jul 30 2007	20070268452		Regular US
Apparatus And Method of Correcting Higher Order Aberrations Of The Human Eye	Oct. 9, 2007			Regular US
Monomers And Polymers For Optical Elements	Nov 6 2007	20080068723		Regular US
Lensometers And Wavefront Sensors And Methods Of Measuring Aberration	Jan 24 2008			Regular US
Apparatus And Method Of Fabricating An Ophthalmic Lens For Wavefront Correction Using Spatially Localized Curing Of Photo-Polymerization Materials	Feb 7 2008			Regular US
Improving Vision in Macular Degeneration Patients	Mar 13 2008			Regular US

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial/ Application Number</u>	<u>Registration/ Application Date</u>
1. NEAR, FAR AND IN-BETWEEN	78888190	5/19/06
2. IPRINT	78837128	3/14/06
3. INSTALENS	78808260	2/6/06
4. IZONIK	78648669	6/10/05
5. ! Zon	78848390	3/28/06
6. Z view	78612332	4/19/05
7. OPHTHONi	78976949	7/2/03
8. ME, MYSELF AND EYE	78615275	4/22/05
9. IZON	78976578	7/20/04
10. !.ZON EYEGLASSES ME, MYSELF AND EYE	78635084	5/23/05
11. ! Zon	78612317	4/19/05
12. Z VIEW	78270026	7/2/03
13. OPHTHONi	78270043	7/2/03
14. WOW	77337784	11/27/07
15. IZON	77077393	1/5/07
16. ! Zon	77055071	12/1/06
17. Publicize	77028576	10/24/06
18. OPHTHONiX	77012958	10/3/06
19. OPHTHONIX	76218642	3/2/01
20. OPHTHONIX	76218640	3/2/01
21. OPHTHONIX	76218638	3/2/01