

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------------------|--------------------------------|--------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Ophthonix, Inc. | | 05/26/2011 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Comerica Bank | | |
| Street Address: | 75 East Trimble Road, M/C 4770 | | |
| City: | San Jose | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 95131 | | |
| Entity Type: | banking association: TEXAS | | |
| PROPERTY NUMBERS Total: 21 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78888190 | NEAR, FAR AND IN-BETWEEN | |
| Serial Number: | 78837128 | IPRINT | |
| Serial Number: | 78808260 | INSTALENS | |
| Serial Number: | 78648669 | IZONIK | |
| Serial Number: | 78848390 | !.ZON CUSTOMIZED PROGRESS!VES | |
| Serial Number: | 78612332 | Z-VIEW | |
| Serial Number: | 78976949 | OPHTHONIX | |
| Serial Number: | 78615275 | ME, MYSELF AND EYE | |
| Serial Number: | 78976578 | IZON | |
| Serial Number: | 78635084 | !.ZON EYEGLASSES ME, MYSELF AND EYE. | |
| Serial Number: | 78612317 | !.ZON | |
| Serial Number: | 78270026 | Z VIEW | |
| Serial Number: | 78270043 | OPHTHONIX | |
| Serial Number: | 77337784 | WOW | |

CH \$540.00 78888190

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 REEL: 004557 FRAME: 0001

| | | |
|----------------|----------|------------------------------|
| Serial Number: | 77077393 | IZON |
| Serial Number: | 77055071 | I-ZON HIGH RESOLUTION LENSES |
| Serial Number: | 77028576 | PUBLICIZE |
| Serial Number: | 77012958 | OPHTHONIX |
| Serial Number: | 76218642 | OPHTHONIX |
| Serial Number: | 76218640 | OPHTHONIX |
| Serial Number: | 76218638 | OPHTHONIX |

CORRESPONDENCE DATA

Fax Number: (415)693-2222
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4156932440
 Email: crhem@cooley.com
 Correspondent Name: Cooley LLP
 Address Line 1: 101 California Street, 5th Floor
 Address Line 4: San Francisco, CALIFORNIA 94111

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|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 036703-1181 OPHTHONIX |
|-------------------------|-----------------------|

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| NAME OF SUBMITTER: | C. Rhem |
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| Signature: | /CR/ |
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| Date: | 06/08/2011 |
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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 26, 2011 by and between COMERICA BANK ("Bank") and OPHTHONIX, 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 Third Amended and Restated Loan and Security Agreement by and between Bank and Grantor dated as of May 26, 2011 (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.

[Remainder of Page Intentionally Left Blank]

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.

GRANTOR:

Address of Grantor:

OPHTHONIX, INC.

1491 Poinsettia Avenue
Vista, CA 92081

By: 

Attn: Chief Executive Officer

Title: CEO

BANK:

Address of Bank:

COMERICA BANK

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

By: 

Title: VP

EXHIBIT A

Copyrights

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

EXHIBIT B**Patents**

| Title of Invention | Date of Filing | Publication No. | Issue No. | Application Type |
|--|-----------------------|------------------------|------------------|-------------------------|
| 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 |

| Title of Invention | Date of Filing | Publication No. | Issue No. | Application Type |
|--|-----------------------|------------------------|------------------|-------------------------|
| 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 ² | 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 |

| Title of Invention | Date of Filing | Publication No. | Issue No. | Application Type |
|--|-----------------------|------------------------|------------------|-------------------------|
| 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 |

| Title of Invention | Date of Filing | Publication No. | Issue No. | Application Type |
|--|----------------|-----------------|-----------|------------------|
| Method For Stabilizing Refractive Index Profiles Uinsg 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 |

| Title of Invention | Date of Filing | Publication No. | Issue No. | Application Type |
|--|-----------------------|------------------------|------------------|-------------------------|
| 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. OPTHONI | 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. OPTHONI | 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. OPTHONIX | 77012958 | 10/3/06 |
| 19. OPTHONIX | 76218642 | 3/2/01 |
| 20. OPTHONIX | 76218640 | 3/2/01 |
| 21. OPTHONIX | 76218638 | 3/2/01 |