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
Insight Equity A.P. X, LP		10/31/2004	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	PNC Bank, National Association, as Agent
Street Address:	2121 San Jacinto
Internal Address:	Suite 1850
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	National Banking Association: TEXAS

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	2573240	A BREED APART
Registration Number:	2610408	ACTUALEYES
Registration Number:	2561544	AN UNCOMPROMISING COMBINATION
Registration Number:	1815373	ASPHEREYES
Registration Number:	2636311	CONTINUA
Registration Number:	1441874	DATALITE
Registration Number:	2558416	DEFY GLARE
Registration Number:	2571137	FOCALITE
Serial Number:	76507201	ILLUMINA
Registration Number:	2102049	ON GUARD
Registration Number:	2860447	OUTLOOK
Registration Number:	2658042	PATENTED FOR FUN
Registration Number:	2587759	PREMIER PLUS
Registration Number:	2676380	SRC

CH $815.00 2573240

Registration Number:	2377557	SUNRX
Registration Number:	1742188	SUN[PRESCRIPTION SYMBOL]
Serial Number:	76559168	SUNRX
Registration Number:	2484384	SUNSPORT
Registration Number:	2324836	TEGRA
Registration Number:	2587761	TEGRA ACTUALEYES
Registration Number:	2603904	TEGRA OUTLOOK
Registration Number:	2597318	TEGRA OUTLOOK SUNRX
Registration Number:	2569678	TEGRA SUNRX
Registration Number:	2492656	THE CHOICE IS INFINITELY CLEAR
Registration Number:	1816690	THINDEX
Registration Number:	2667952	UNCOMPROMISING TECHNOLOGY
Registration Number:	1493953	VERSALITE
Registration Number:	1020990	VISION-EASE
Registration Number:	2567040	VISION-EASE LENS
Registration Number:	2821782	VISTA-EZ
Registration Number:	2799623	VIVID
Registration Number:	2492655	WHERE SCIENCE MEETS SERVICE

CORRESPONDENCE DATA

Fax Number: (804)344-7999

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

Phone: 8047888523

Email: HWRITM@hunton.com

Correspondent Name: Edward T. White

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza, East Tower

Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	65775.1
NAME OF SUBMITTER:	Sandra W. Burner

Total Attachments: 8

source=PNC Security 01#page1.tif

source=PNC Security 02#page1.tif

source=PNC Security 03#page1.tif

source=PNC Security 04#page1.tif

source=PNC Security 05#page1.tif

source=PNC Security 06#page1.tif

source=PNC Security 07#page1.tif

source=PNC Security 08#page1.tif

TRADEMARK AND TRADE NAME SECURITY AGREEMENT

THIS TRADEMARK AND TRADE NAME SECURITY AGREEMENT ("Agreement") is among INSIGHT EQUITY A.P. X, LP, a Texas limited partnership (the "Debtor") and PNC BANK, NATIONAL ASSOCIATION, a national banking association, as Agent (as defined herein below) for the Lenders (as defined herein below) (the "Secured Party").

WHEREAS, the Debtor has acquired, adopted, and used, and is using, the trademarks, trade names, service marks, brand names, logos and other trade designations, trademark and/or service mark registrations and applications listed in Exhibit A attached hereto and made a part hereof, which, as indicated in Exhibit A, are registered in the United States Patent and Trademark Office.

WHEREAS, the Debtor, certain Affiliates of the Debtor, the financial institutions party thereto from time to time (collectively, the "Lenders"), and the Secured Party, as a Lender and as agent for the Lenders (in such capacity, "Agent"), have concurrently herewith entered into a Revolving Credit, Term Loan and Security Agreement (the "Loan Agreement") by which the Secured Party has acquired security interests in said trademarks, trade names, service marks, brand names, logos and other trade designations, trademark and/or service mark registrations and applications thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtor does hereby grant, transfer, assign, and convey a lien and security interest to the Secured Party in all rights, titles, and interests of the Debtor in and to the said trademarks, trade names, service marks, brand names, logos and other trade designations, trademark and service mark registrations and applications, together with the goodwill of the business symbolized by such trademarks, trade names, service marks, brand names, logos and other trade designations, trademark and service mark registrations and applications (all such property being referred to collectively herein as the "Trademark Collateral").

The Debtor further covenants and warrants to the Secured Party as follows:

(a) the Debtor is the sole and exclusive owner of the Trademark Collateral and all rights comprised of the Trademark Collateral, subject to limitations imposed by law, and has the full authority to make this assignment;

(b) none of the Trademark Collateral has heretofore been pledged, hypothecated or otherwise encumbered, and is in all aspects free and clear of any encumbrances;

(c) to the Debtor's knowledge the validity of the Trademark Collateral has never been questioned;

(d) the Debtor has not entered into any contract or made any commitment that will or may impair the Secured Party's rights hereunder; and

TRADEMARK
REEL: 002974 FRAME: 0460

(e) the Trademark Collateral and all rights comprised of the Trademark Collateral shall not be licensed or assigned in any manner without prior permission from the Secured Party.

THIS TRADEMARK AND TRADE NAME SECURITY AGREEMENT HAS BEEN EXECUTED, DELIVERED, AND ACCEPTED AT AND SHALL BE DEEMED TO HAVE BEEN MADE AT THE SECURED PARTY'S OFFICES IN DALLAS, TEXAS, AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH AND GOVERNED BY APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF TEXAS, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED, AND PERFORMED THEREIN.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Trademark and Trade Name Security Agreement as of this 31st day of October, 2004.

DEBTOR:

INSIGHT EQUITY A.P. X, LP

By: Insight Equity A.P. X Company, LLC
Title: General Partner

By: _____
Name: Ross Gatlin
Title: Chief Restructuring Officer

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 31st day of October, 2004, before me personally came Ross Gatlin, to me known, who being by me duly sworn, did depose and say that he is the Chief Restructuring Officer of Insight Equity A.P. X Company, LLC, a limited liability company and the general partner of Insight Equity A.P. X, LP which is the limited partnership described in and which executed the foregoing agreement, and that he signed his name thereto as the act and deed of such limited liability company in its capacity as general partner, and for and on behalf, of Insight Equity A.P. X, LP by order of the managers of such limited liability company.

Linda G. McKie
Notary Public in and for the State of Texas
Printed Name of Notary: _____
Commission Expires: _____

LINDA G. McKIE NOTARY PUBLIC STATE OF TEXAS EXPIRES 02-04-2005

DALLAS2 1058956v3 50838-00013

EXHIBIT A

TRADEMARKS

1. U.S. TRADEMARKS

Mark	Country	Reg. No./App. No.
A BREED APART	United States	2,573,240
ACTUALEYES	United States	2,610,408
AN UNCOMPROMISING COMBINATION	United States	2,561,544
ASPHEREYES	United States	1,815,373
CONTINUA	United States	2,636,311
DATALITE	United States	1,441,874
DEFY GLARE	United States	2,558,416
FOCALITE	United States	2,571,137
ILLUMINA	United States	76/507,201
ON GUARD	United States	2,102,049
OUTLOOK	United States	2,860,447
PATENTED FOR FUN	United States	2,658,042
PREMIER PLUS	United States	2,587,759
SRC	United States	2,676,380
SUNRX	United States	2,377,557
SUNRX (Stylized) SUNRx	United States	1,742,188
SUNRX (Stylized) **SUNRX**	United States	76/559,168
SUNSPORT	United States	2,484,384
TEGRA	United States	2,324,836
TEGRA ACTUALEYES	United States	2,587,761
TEGRA OUTLOOK	United States	2,603,904
TEGRA OUTLOOK SUNRX	United States	2,597,318
TEGRA SUNRX	United States	2,569,678
THE CHOICE IS INFINITELY CLEAR	United States	2,492,656
THINDEX and Design THIN)EX	United States	1,816,690
UNCOMPROMISING TECHNOLOGY	United States	2,667,952
VERSALITE	United States	1,493,953
VISION-EASE	United States	1,020,990
VISION-EASE LENS	United States	2,567,040
VISTA-EZ	United States	2,821,782

Mark	Country	Reg. No./App. No.
VIVID	United States	2,799,623
WHERE SCIENCE MEETS SERVICE	United States	2,492,655

2. INTERNATIONAL TRADEMARKS

Mark	Country	Reg. No./App. No.
ACTUALEYES	Canada	TMA544,994
ACTUALEYES	European Community	001884097
ACTUALEYES	Mexico	691136
AN UNCOMPROMISING COMBINATION	Mexico	712657
ASPHEREYES	Canada	TMA572,655
ASPHEREYES	European Community	001883685
ASPHEREYES	Mexico	683737
CONTINUA	Argentina	2387382
CONTINUA	Austria	209474
CONTINUA	Benelux	200365
CONTINUA	Brazil	824930614
CONTINUA	Canada	1,048,250
CONTINUA	Colombia	269921
CONTINUA	Denmark	2003 1113 VR
CONTINUA	Finland	200203397
CONTINUA	France	033208393
CONTINUA	Germany	30256792
CONTINUA	Greece	235
CONTINUA	Ireland	226342
CONTINUA	Mexico	451645
CONTINUA	Spain	2514099
CONTINUA	Sweden	360547
CONTINUA	United Kingdom	2318023
CONTINUA	Venezuela	137942002
DEFY GLARE	Mexico	712656
DELTA	Canada	TMA363124
DIAMONEX	Canada	1,077,433
DIAMONEX	European Community	001884261
DIAMONEX	Mexico	735883
DIAMONEX	Mexico	683740
DIAMONEX	Mexico	683741
FASTINT	European Community	001884048
FASTINT[2]	Mexico	683738
FOCALITE[2]	Mexico	712655
ILLUMINA	Brazil	825986826
ILLUMINA	Canada	1,193,779

Mark	Country	Reg. No./App. No.
ILLUMINA	European Community	003416013
ILLUMINA	Mexico	625243
ON GUARD	Canada	TMA5,722,656
ON GUARD	European Community	001885268
ON GUARD	Mexico	689224
OUTLOOK	Argentina	1931313
OUTLOOK	Brazil	824930622
OUTLOOK	Canada	TMA547,638
OUTLOOK	Colombia	28393
OUTLOOK	European Community	001885607
OUTLOOK	Mexico	725444
OUTLOOK	Venezuela	137982002
PATENTED FOR FUN	Mexico	712667
PREMIER PLUS	Argentina	2387384
PREMIER PLUS	Brazil	824930665
PREMIER PLUS	Canada	TMA579,139
PREMIER PLUS	Mexico	486041
PREMIER PLUS	Venezuela	137962002
SRC	European Community	002194850
SRC	Mexico	712660
SUNRX	Argentina	2387385
SUNRX	Brazil	824930657
SUNRX	Canada	TMA577,218
SUNRX	Colombia	272612
SUNRX	European Community	001884295
SUNRX	Mexico	689223
SUNRX	Venezuela	137952002
SUNSPORT	Australia	825542
SUNSPORT	Canada	1,048,563
SUNSPORT	China	1797315
SUNSPORT	European Community	001531599
SUNSPORT	Indonesia	508738
SUNSPORT	Japan	4550040
SUNSPORT	Mexico	683735
SUNSPORT	New Zealand	609386
TEGRA	Argentina	2387381
TEGRA	Brazil	824930630
TEGRA	Canada	TMA541,671
TEGRA	Colombia	272611
TEGRA	European Community	001884006
TEGRA	Mexico	451649
TEGRA	Venezuela	137932002
TEGRA OUTLOOK	Canada	TMA578,351
TEGRA OUTLOOK	European Community	002194835

EXHIBIT A

Mark	Country	Reg. No./App. No.
TEGRA OUTLOOK	Mexico	712670
TEGRA OUTLOOK EXPRESS	European Community	002195535
TEGRA OUTLOOK EXPRESS	Mexico	712669
TEGRA OUTLOOK SUNRX	European Community	002195741
TEGRA OUTLOOK SUNRX	Mexico	712668
THINDEX and Design THIN)EX	Canada	TMA574,884
THIN)EX and Design THIN)EX	European Community	001885185
THINDEX and Design THIN)EX	Mexico	689226
UNCOMPROMISING TECHNOLOGY	Mexico	712666
VARIVUE	European Community	001883891
VARIVUE	Mexico	683739
VERSALITE	European Community	001885300
VERSALITE	Mexico	689225
VISION-EASE	Australia	666634
VISION EASE	Benelux	339405
VISION-EASE	Canada	TMA235,723
VISION EASE	France	1320842
VISION EASE	Germany	9534529
VISION-EASE	Italy	321338
VISIONEASE	Japan	4409607
VISION-EASE LENS	Argentina	2387386
VISION-EASE LENS	Brazil	824930649
VISION-EASE LENS	Canada	TMA578,488
VISION-EASE LENS	China	2001101598
VISION-EASE LENS	Colombia	274701
VISION-EASE LENS	European Community	002194827
VISION-EASE LENS	Indonesia	514634
VISION-EASE LENS	Indonesia	514633
VISION-EASE LENS	Japan	4555886
VISION-EASE LENS	Mexico	712663
VISION-EASE LENS	Mexico	712665

EXHIBIT A

DALLAS2 1058956v3 50838-00013

Mark	Country	Reg. No./App. No.
VISION-EASE LENS	Venezuela	137972002
VISTA-EZ	Argentina	2386679
VISTA-EZ	Brazil	824911237
VISTA-EZ	Mexico	768777
VISTA-EZ	Venezuela	137992002
VIVID	Canada	TMA536,729
VIVID	European Community	001883990
VIVID	Mexico	730970
WHERE SCIENCE MEETS SERVICE	Australia	864600
WHERE SCIENCE MEETS SERVICE	Mexico	712662
WHERE SCIENCE MEETS SERVICE	Mexico	712661

EXHIBIT A
DALLAS2 1058956v3 50838-00013