

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TCC Acquisition Corp.		05/26/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	CooperVision, Inc.
Street Address:	6140 Stoneridge Mall Road
Internal Address:	Suite 590
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	1155413	
Registration Number:	1158914	HYDRON
Registration Number:	1264792	ZERO 4
Registration Number:	1463376	OCUSIL
Registration Number:	1494898	EDGE II
Registration Number:	1563189	ECHELON
Registration Number:	1586580	SOFBLUE
Registration Number:	1587551	ULTRA-FLEX
Registration Number:	1604413	ULTRA T
Registration Number:	1607241	ZERO 6
Registration Number:	1622177	ECHELON
Registration Number:	1632000	EDGE
Registration Number:	1658863	SOFTECH

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Registration Number:	1709248	SOFTINTS
Registration Number:	1709262	OMNIFLEX
Registration Number:	1738967	NEOFLEX
Registration Number:	1746358	PROACTIVE
Registration Number:	1746359	SMARTCHOICE
Registration Number:	1763629	SOFTIQUE
Registration Number:	1767921	VERSAFLEX
Registration Number:	1773459	HYDROVUE
Registration Number:	1794203	AQUALITE
Registration Number:	1794204	CLINASOFT
Registration Number:	1794205	MEDIFLEX
Registration Number:	1794206	OPTIFORM
Registration Number:	1794207	POLYTECH
Registration Number:	1794208	PROFLEX
Registration Number:	1796903	PROSITE
Registration Number:	1836103	BIOMEDICS
Registration Number:	1851893	FLEXTIQUE
Registration Number:	1858135	7/14
Registration Number:	1865193	POLYFORM
Registration Number:	1884230	CLINAFLEX
Registration Number:	1887808	AQUATECH
Registration Number:	1893553	PROCON
Registration Number:	1920728	AQUALENS
Registration Number:	1937481	VERSA-SCRIBE
Registration Number:	2024490	MEDISOFT
Registration Number:	2189552	NEOTECH
Registration Number:	2261510	HYDROFLEX
Registration Number:	2421685	FLEXSOFT
Registration Number:	2567827	SOFTVIEW
Registration Number:	2568069	HYDROGENICS
Registration Number:	2686772	ULTRAFLEX
Registration Number:	2819697	GRAY WHISPER
Registration Number:	2819698	ROMANTIC HAZEL
Registration Number:	2861414	BREEZY BLUE
Registration Number:	2893118	SPIRITED GREEN

Serial Number:	75742107	OPTIFLEX
Serial Number:	78383305	SPARKLING BLUE
Serial Number:	78383314	POSITIVELY GREEN
Serial Number:	78383321	BIOMEDICS 55 PREMIER

CORRESPONDENCE DATA

Fax Number: (415)882-3232

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

Phone: 415-882-3200

Email: tmparalegal2@owe.com

Correspondent Name: Owen, Wickersham & Erickson, P.C.

Address Line 1: 455 Market Street

Address Line 2: Suite 1910

Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Erin M. Clarke
Signature:	//emc//
Date:	06/09/2005

Total Attachments: 4

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ASSIGNMENT

THIS ASSIGNMENT is made as of May 26, 2005 by and between TCC Acquisition Corp., a Delaware corporation ("Assignor"), and CooperVision, Inc., a New York corporation ("Assignee"), pursuant to the terms of the Subscription Agreement dated as of January 12, 2005 between TCC Acquisition Corp. and CooperVision, Inc.

WHEREAS, Assignor is the owner of all of the trademarks listed in the Schedule(s) attached hereto (the "Trademarks").

WHEREAS, Assignor has agreed to assign the Trademarks to Assignee, and Assignee hereby accepts said assignment.

NOW, THEREFORE, in consideration of the sum of one United States dollar (US\$1.00), Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the goodwill symbolized by the Trademarks and the registrations identified in the attached Schedule(s), nunc pro tunc, effective as of January 12, 2005.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their authorized representatives as of the date first set forth above.

ASSIGNOR:

TCC Acquisition Corp.

By: [Signature]
Title: Assistant Secretary

ASSIGNEE:

CooperVision, Inc.

By: [Signature]
Title: Vice President

Notarial Acknowledgment:

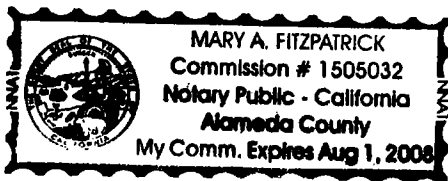
United States of America)
State of California) ss:
County of Alameda)

On May 26, 2005, before me, Mary A. Fitzpatrick a Notary Public, personally appeared Cynthia M. Wallace personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that (s)he executed the same in his/her capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
NOTARY PUBLIC

(Seal)



Notarial Acknowledgment:

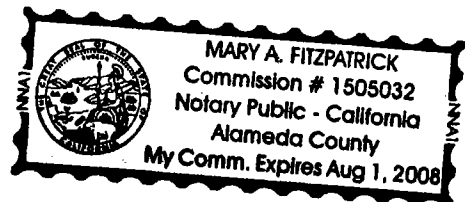
United States of America)
State of California) ss:
County of Alameda)

On May 26, 2005, before me, Mary A. Fitzpatrick a Notary Public, personally appeared Robert J. Weiss personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that (s)he executed the same in his/her capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
NOTARY PUBLIC

(Seal)



SCHEDULE A

<u>Trademark/Service Mark</u>	<u>Application No.</u>	<u>App. Date</u>	<u>Registration No.</u>	<u>Reg. D.</u>
7/14	74/383309	4/23/1993	1,858,135	10/11/1993
AQUALENS	74/349951	1/21/1993	1,920,728	9/19/1993
AQUALITE	74/293541	7/10/1992	1,794,203	9/21/1993
AQUATECH	74/349952	1/21/1993	1,887,808	4/4/1995
BIOMEDICS	74/355334	2/3/1993	1,836,103	5/10/1993
BIOMEDICS 55 PREMIER	78/383321	3/12/2004		
BREEZY BLUE	78/173093	10/10/2002	2,861,414	7/6/2004
CLINAFLEX	74/349954	1/21/1993	1,884,230	3/14/1993
CLINASOFT	74/293542	7/10/1992	1,794,204	9/21/1993
DESIGN (scope)	73/224032	7/19/1979	1,155,413	5/26/1988
ECHELON	73/822611	8/30/1989	1,622,177	11/13/1993
ECHELON (Stylized)	73/786718	3/14/1989	1,563,189	10/31/1993
EDGE	74/008965	12/8/1989	1,632,000	1/15/1993
EDGE II	73/670586	7/6/1987	1,494,898	7/5/1988
FLEXSOFT	75/338637	8/11/1997	2,421,685	1/16/2000
FLEXTIQUE	74/293543	7/10/1992	1,851,893	8/30/1993
GRAY WHISPER	78/173106	10/10/2002	2,819,697	3/2/2004
HYDROFLEX	75/338639	8/11/1997	2,261,510	7/13/1999
HYDROGENICS	75/862842	12/2/1999	2,568,069	5/7/2002
HYDRON	73/223521	7/16/1979	1,158,914	6/30/1988
HYDROVUE	74/191547	8/2/1991	1,773,459	5/25/1993
MEDIFLEX	74/293544	7/10/1992	1,794,205	9/21/1993
MEDISOFT	74/624569	1/23/1995	2,024,490	12/17/1995

TRADEMARK

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<u>Trademark/Service Mark</u>	<u>Application No.</u>	<u>App. Date</u>	<u>Registration No.</u>	<u>Reg. D.</u>
NEOFLEX	74/191544	8/2/1991	1,738,967	12/8/1999
NEOTECH	74/624571	1/23/1995	2,189,552	9/15/1999
OCUSIL	73/653973	4/8/1987	1,463,376	11/3/1988
OMNIFLEX	74/175446	6/11/1991	1,709,262	8/18/1999
OPTIFLEX	75/742107	7/1/1999		
OPTIFORM	74/293546	7/10/1992	1,794,206	9/21/1999
POLYFORM	74/314471	9/16/1992	1,865,193	11/29/1999
POLYTECH	74/293547	7/10/1992	1,794,207	9/21/1999
POSITIVELY GREEN	78/383314	3/12/2004		
PROACTIVE	74/225396	11/20/1991	1,746,358	1/12/1999
PROCON	74/314470	9/16/1992	1,893,553	5/9/1999
PROFLEX	74/293548	7/10/1992	1,794,208	9/21/1999
PROSITE	74/293549	7/10/1992	1,796,903	10/5/1999
ROMANTIC HAZEL	78/173113	10/10/2000	2,819,698	3/2/2004
SMARTCHOICE	74/225397	11/20/1991	1,746,359	1/12/1999
SOFBLUE	73/798257	5/8/1989	1,586,580	3/13/1999
SOFTECH	74/103396	10/5/1990	1,658,863	10/1/1999
SOFTINTS	74/146049	3/7/1991	1,709,248	8/18/1999
SOFTIQUE	74/191546	8/2/1991	1,763,629	4/6/1999
SOFTVIEW	75/631926	1/20/1998	2,567,827	5/7/2002
SPARKLING BLUE	78/383305	3/12/2004		
SPIRITED GREEN	78/173074	10/10/2002	2,893,118	10/12/2002
ULTRA T	73/798456	5/8/1989	1,604,413	7/3/1999

<u>Trademark/Service Mark</u>	<u>Application No.</u>	<u>App. Date</u>	<u>Registration No.</u>	<u>Reg. D.</u>
ULTRAFLEX	78/125275	4/30/2002	2,686,772	2/11/200
ULTRA-FLEX	73/808504	6/22/1989	1,587,551	3/20/199
VERA-SCRIBE	74/460970	11/22/1993	1,937,481	11/21/19
VERSAFLEX	74/008968	12/8/1989	1,767,921	4/27/199
ZERO 4	73/380432	8/17/1982	1,264,792	1/24/198
ZERO 6	73/798455	5/8/1989	1,607,241	7/24/199