

12-15-1999



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11/24/99

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other Amendment to Security Interest  
Reel #1826, Frame #0432

Effective Date  
Month Day Year  
11 12 99

**Conveying Party**

Mark if additional names of conveying parties attached

Name First Union National Bank, as Administrative Agent Execution Date  
Month Day Year  
11 12 99

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization \_\_\_\_\_

**Receiving Party**

Mark if additional names of receiving parties attached

Name Foothill Capital Corporation, for itself and as agent for certain lenders

DBA/AK/A \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1000 Abernathy Road, N.E., Suite 1450

Address (line 2) Northpark Town Center, Building 400

Address (line 3) Atlanta Georgia/USA 30328  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization California

12/15/1999 TTOM11 00000128 1591819

FOR OFFICE USE ONLY

01 FC:481	40.00 OP
02 FC:482	100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
**REEL: 001998 FRAME: 0689**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Gretchen E. von Dwingelo

Name of Person Signing

Signature

1/24/99

Date Signed


**ASSIGNMENT OF SECURITY INTEREST  
IN TRADEMARKS  
(RESTRICTED SUBSIDIARIES)**

Whereby **FIRST UNION NATIONAL BANK, as Administrative Agent** ("Assignor"), has a security interest in and has taken a collateral assignment of the registered trademarks and trademark applications listed on Exhibit A attached hereto, and all of the rights and obligations underlying the security interest and collateral assignment have been assigned by Assignor to **FOOTHILL CAPITAL CORPORATION, for itself and for the benefit of certain lenders** ("Assignee"), pursuant to a certain Assignment and Acceptance Agreement of even date herewith (the "Assignment") among First Union National Bank, Bank of America, N.A., Assignee and Vista Eyecare, Inc.

Accordingly, in connection with the execution and delivery of the Assignment, Assignor hereby assigns all of its interest in and to said registered trademarks and trademark applications and hereby conveys the same, without recourse, representation or warranty, to Assignee, which has an address at Northpark Town Center, Building 400, 1000 Abernathy Road, N.E., Suite 1450, Atlanta, Georgia 30328.

**FIRST UNION NATIONAL BANK,  
as Administrative Agent**

DATED: 11/12/99

By:   
Name: FREDERICK W. PRICE  
Title: SENIOR VICE PRESIDENT

Address:  
301 South College Street, TW-5  
Charlotte, NC 28288-0737

TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
FRAME-N-LENS	2,007,360	10/15/96
FRAME-N-LITES	1,855,126	9/20/94

TRADEMARK APPLICATIONS

None.

TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
V STA OPTICAL CENTERS	1,591,819	4/17/90
V STA OPTICAL CENTERS	1,592,520	4/17/90
LEE OPTICAL	1,857,087	10/04/94
LEE OPTICAL	1,904,165	7/11/95
ALEXIS VISION	2,057,099	4/29/97

TRADEMARK APPLICATIONS

None.