10-18-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RE

101877798

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

OCT 1 1 2001 PATENT & TRADEMARK OFFICE

1. Name of conveying party(ies):

AAi.FosterGrant, Inc.
12-11-01

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State Rhode Island
- ☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Agent

Internal Address: Bank of America, N.A.

Street Address: 335 Madison Avenue

City: New York State: NY Zip: 10017

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☐ No

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☒ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: 9/21/2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

703,527

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lauren Ianacone

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 58

7. Total fee (37 CFR 3.41) $ 1,465.00

- ☒ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Lauren Ianacone
Name of Person Signing

Signature

10/10/01
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

10/17/2001 GTON11 00000157 703527
01 FC:481 40.00 OP
02 FC:482 1425.00 OP

CONTINUATION OF SECTION 4.B. (Trademark Registration Numbers)

REGISTERED TRADEMARKS

Trademark	Reg. Date	Reg. No.
FOSTER GRANT	August 30, 1960	703,527
"WHO'S THAT BEHIND THOSE FOSTER GRANTS?"	April 15, 1997	2,052,157
AAi Logo	April 19, 1988	1,485,228
ADRIANNE PICARD	July 7, 1992	1,698,996
ALL TERRAIN	May 15, 2001	2,451,758
AQUA-MATES	December 22, 1970	904,720
CHARIOT	July 15, 1997	2,079,376
CLIPPITY CLOCK	November 19, 1996	2,018,341
CORO	September 8, 1992	1,713,461
CORO (AND DESIGN)	February 11, 1947	427,417
DRIVER'S CHOICE	October 27, 1987	1,462,644
E-Z READERS	November 14, 1995	1,935,944
FANTASMA	October 20, 1992	1,725,465
FEMIC	May 18, 1982	1,195,663
FG (AND DESIGN)	October 28, 1997	2,108,860
FG (Block Letters)	November 10, 1998	2,202,605
FG (STYLIZED)	June 2, 1981	1,156,236
FGSPORT	January 21, 1997	2,031,896
FOREVER FRIENDS	May 20, 1997	2,062,627
FOSTER GRANT	October 25, 1983	1,255,021
FOSTER GRANT NO LIMITS	September 9, 1997	2,094,620

Doc #30346435.WPD

2

Trademark	Reg. Date	Reg. No.
FRIEND TO FRIEND	August 24, 1999	2,271,291
HIDDEN EYES	January 19, 1996	1,946,497
PLATINUM COLLECTION	March 1, 1994	1,824,281
READER'S CHOICE	May 11, 1993	1,770,750
SOLAR ACCENTS	May 10, 1994	1,835,284
SPARE PAIR	May 26, 1998	2,159,786
SPARE PAIR PREMIER	February 3, 1998	2,133,589
SPECIAL MOMENTS	August 24, 1999	2,272,960
SUNREADERS	March 7, 2000	2,327,175
TENDER TOUCH	December 10, 1991	1,667,549
THE TRUSTED NAME IN SUNGLASSES	March 19, 1996	1,962,784
TIMEPIECES WITH CHARACTER	November 16, 1999	2,292,173
VOLATILE	February 3, 1998	2,134,402
WORLD TOUR	September 19, 2000	2,388,089
YOUNG FASHIONS	April 16, 1996	1,968,590
BLUES BY FOSTER GRANT	March 11, 1997	2,044,895
BONNEAU	July 11, 1989	1,597,153
CORO CRAFT (AND DESIGN)	April 15, 1947	428,993
EYE GEAR	January 30, 1973	952,456
EYE POWER	February 15, 1983	1,227,369
GILBERT OF PARIS & Design	June 2, 1992	1,690,091
LOOK OF THE MONTH	February 5, 1985	1, 317,788
MALAGO BAY	May 21, 1996	1,975,432

Trademark	Reg. Date	Reg. No.
OPTI-CLIPS	November 8, 1955	615,752
OPTI-RAY	June 11, 1985	1,340,304
OPTI-SIGHT	February 13, 1996	1,956,722
OPTIVISION (& DESIGN)	October 11, 1988	1,507,867
PENNOPTICS	May 25, 1999	2,246,921
RUGGED RANGE	February 25, 1997	2,041,359
SOFT TOUCH	February 4, 1992	1,674,173
SPARE PAIR PLUS	February 3, 1998	2,133,588
SPARE PAIR USA	February 3, 1988	2,133,587
SPEC 1000	October 11, 1983	1,253,656
SUN PROTECTORS BY OPTI-RAY	May 7, 1985	1,334,128
VIEWPOINTS	June 20, 1989	1,544,279
WESTMINSTER LEATHERWORKS & DESIGN	October 1, 1996	2,004,752
XL SERIES	March 12, 1985	1,324,192

GRANT FOR SECURITY

(TRADEMARKS)

WHEREAS, AAi.FOSTERGRANT, INC, a corporation organized and existing under the laws of Rhode Island (herein referred to as "Company"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Company is obligated to Bank of America, N.A., a national banking association, as collateral and administrative agent (referred to herein as the "Bank") and the other Secured Parties as defined in the Supplemental Security Agreement dated as of September 21, 2001 (the "Security Agreement") among Company, the other Pledgors named therein and the Bank for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Company has assigned to Bank and granted to Bank a security interest in, and mortgage on, all right, title and interest of Company in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby further grant to Bank a security interest in, and mortgage on, the Collateral (as collateral security) to secure the prompt payment, performance and observance of the Secured Obligations.

Company does hereby further acknowledge and affirm that the rights and remedies of Bank with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Bank's address is 335 Madison Avenue, New York, New York 10017.

IN WITNESS WHEREOF, Company has caused this Grant for Security to be duly executed by its officer thereunto duly authorized as of the 21 day of September 2001.

AAi.FOSTERGRANT, INC.

By: _____

Name:

Title: President & CEO

Doc #30346435.WPD

TRADEMARK
REEL: 002379 FRAME: 0849

SCHEDULE 1 TO GRANT FOR SECURITY

REGISTERED TRADEMARKS

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XL SERIES	March 12, 1985	1,324,192

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KAYE SCHOLER LLP

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PATENT & TRADEMARK OFFICE

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212 836-8000
Fax 212 836-8689
www.kayescholer.com

October 10, 2001

The Honorable Commissioner for Patents and Trademarks
U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

Re: Filing of Trademarks-Grant for Security

Dear Sir:

Please file the enclosed Grant for Security-Trademarks with respect to AAi.FosterGrant, Inc. as the conveying party and Bank of America, N.A., as Agent, as the receiving party. Please also stamp and return the enclosed card.

A check for the required fee of one thousand four hundred and sixty-five dollars ($1,465.00) is also enclosed.

Sincerely,

Lauren Ianacone

Enclosures

30355020.WPD

RECORDED: 10/11/2001

TRADEMARK
REEL: 002379 FRAME: 0853