

04-25-2002



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

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

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

1. Name of conveying party(ies):

AAi.FosterGrant, Inc.

4.19.02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 4/9/2002

2. Name and address of receiving party(ies)

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

Internal Address:

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

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

4/18/02

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

4/24/2002 LMJELER 0000113 70327 40 01 1423 00 00 01 FC:481 02 FC:482



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

REGISTERED TRADEMARKS

| <u>Trademark</u>                         | <u>Reg. Date</u>  | <u>Reg. No.</u> |
|--|-------------------|-----------------|
| 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       |

| <u>Trademark</u>               | <u>Reg. Date</u>   | <u>Reg. No.</u> |
|--------------------------------|--------------------|-----------------|
| FOSTER GRANT NO LIMITS         | September 9, 1997  | 2,094,620       |
| 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       |

| <u>Trademark</u>                        | <u>Reg. Date</u>  | <u>Reg. No.</u> |
|---|-------------------|-----------------|
| LOOK OF THE MONTH                       | February 5, 1985  | 1, 317,788      |
| MALAGO BAY                              | May 21, 1996      | 1,975,432       |
| 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<br>OPTI-RAY           | May 7, 1985       | 1,334,128       |
| VIEWPOINTS                              | June 20, 1989     | 1,544,279       |
| WESTMINSTER<br>LEATHERWORKS &<br>DESIGN | October 1, 1996   | 2,004,752       |
| XL SERIES                               | March 12, 1985    | 1,324,192       |



## TRADEMARK SECURITY AGREEMENT

April 9, 2001

WHEREAS, AAI.FOSTERGRANT, INC, a corporation organized and existing under the laws of Rhode Island (herein referred to as the "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, the Company is obligated to Bank of America, N.A., a national banking association, as agent (referred to herein as the "Agent") and the other Lenders as defined in that certain Credit Agreement dated as of April 9, 2002 (the "Credit Agreement"), by and among the Company, the Agent, UPS Capital Corporation, a Delaware corporation, as co-agent, and the financial institutions named as lenders therein, for the payment and performance of the Obligations (as defined in the Credit Agreement);

WHEREAS, pursuant to that certain Security Agreement dated as of April 9, 2002 (the "Security Agreement"), by and between the Company and the Agent, the Company has assigned to the Agent and granted to the Agent a security interest in, and mortgage on, all right, title and interest of the 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 claims against third parties and all rights to sue for past, present and future infringement of the foregoing (together, the "Collateral"), to secure the payment, performance and observance of the Obligations;

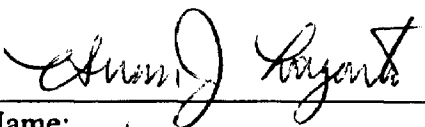
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby further grant to the Agent a security interest in, and mortgage on, the Collateral (as collateral security) to secure the prompt payment, performance and observance of the Obligations.

The Company does hereby further acknowledge and affirm that the rights and remedies of the Agent 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.

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

IN WITNESS WHEREOF, the Company has caused this Trademark Security Agreement to be duly executed by its duly authorized officer as of the date first set forth above.

AAi.FOSTERGRANT, INC.

By:   
Name: \_\_\_\_\_  
Title: CHIEF FINANCIAL OFFICER  
BRIAN J. LAGARTO



SCHEDULE 1 to TRADEMARK SECURITY AGREEMENT

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