OIPE JC139 APR 1 9 2002 PATENT & TRADEMARK OFFICE

04-25-2002

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

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.

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

2. Name and address of receiving party(ies)

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

Internal Address:

Street Address: Bank of America, N.A. 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: 4/9/2002

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

04/24/2002 LMUELLER 00000113 703527
01 FC:481 40.00 OP
02 FC:482 1425.00 OP

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OIPE JC68
APR 1 9 2002
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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

Doc #30346435.WPD

Trademark	Reg. Date	Reg. No.
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
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Trademark	Reg. Date	Reg. No.
LOOK OF THE MONTH	February 5, 1985	1, 317,788
MALAGO BAY	May 21, 1996	1,975,432
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OPTI-RAY	June 11, 1985	1,340,304
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SOFT TOUCH	February 4, 1992	1,674,173
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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

OIPE JC139
APR 1 9 2002
PATENT & TRADEMARK OFFICE

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.

Doc #30443256.WPD

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

Doc #30443256.WPD

OIPE JC139
APR 19 2002
PATENT & TRADEMARK OFFICE

SCHEDULE 1 to TRADEMARK SECURITY AGREEMENT

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