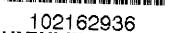
07-22-2002

# 

Form PTO-1594

(Rev. 03/01)



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

OMB No. 0651-0027 (exp. 5/31/2002)  Tab settings	V V V
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
Name of conveying party(ies):	Name and address of receiving party(ies)
AAi.FosterGrant, Inc.	Name: Bank of America, N.A., as Agent
	Internal
The tradicidus (42)	Address:
Individual(s)  Association	Street Address: 335 Madison Avenue
General Partnership Limited Partnership Corporation-State Rhode Island	City: New York State: NY Zip: 100,17
Other corrective assignment for Reel/Frame 002488/0564	☐ Individual(s) citizenship
to correct the year on the Trademark Security Agreement	Association
Additional name(s) of conveying party(ies) attached? The Yes Was No	General Partnership
3. Nature of conveyance:	Limited Partnership
Assignment	Corporation-State
Security Agreement	Other National Banking Association
Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: 📮 Yes 📮 No
Execution Date: 4/9/2002	(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)	B. Trademark Registration No.(s)
None	703,527
Additional number(s) att	ached 🖺 Yes 🔲 No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Lauren Ianacone	
Internal Address: Kaye Scholer LLP	7. Total fee (37 CFR 3.41)\$\_1,465.00
	Enclosed
	Authorized to be charged to deposit account
425 Park Avenue	Deposit account number:
Street Address: 423 Lark Avenue	o. Deposit account number.
	N/A
City: New York State: NY Zip: 10022	(Attach duplicate copy of this page if paying by deposit account)
DO NOT USE	
9. Statement and signature.  To the best of my knowledge and belief, the foregoing inform copy of the original document.	
Lauren Ianacone	Van _ 1/19/02
Name of Person Signing Signing O0000082 703527 Signing Total number of pages including cover	gnature / Date / Date er sheet, attachments, and document:
40.00 (Pail documents to be recorded with a 1425.00 (Pail documents)	required cover sheet information to:

Washington, D.C. 20231

30498969.PDF

07/22/2002

01 FC:481 02 FC:482

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

## **REGISTERED TRADEMARKS**

<u>Trademark</u>	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

<u>Trademark</u>	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
EYE POWER	February 15, 1983	1,227,369
GILBERT OF PARIS & Design	June 2, 1992	1,690,091

Doc #30346435.WPD

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

Doc #30346435.WPD

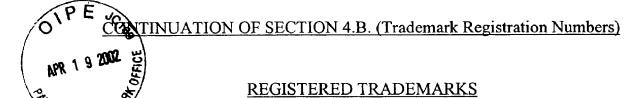




U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇔⇔ ♥ ▼	V V
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies):  AAi.FosterGrant, Inc.  4.19.02	2. Name and address of receiving party(ies)  Name:Bank of America, N.A., as Agent  Internal  Address:
☐ Individual(s) ☐ Association	Bank of America, N.A. Street Address: 335 Madison Avenue
General Partnership Limited Partnership Corporation-State Rhode Island	City: New York State: NY Zip: 10017
Other	Individual(s) citizenship
	Association
Additional name(s) of conveying party(ies) attached?	General Partnership
3. Nature of conveyance:	Limited Partnership
Assignment	Corporation-State
Security Agreement	Other National Banking Association
Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: 🖳 Yes 🖵 No
Execution Date: 4/9/2002	(Designations must be a separate document from assignment) Additional name(s) & address( es) attached? The Yes The No
4. Application number(s) or registration number(s):	
A. Trademark Application No.(s)	B. Trademark Registration No.(s)
None	703,527
Additional number(s) at	tached Yes No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Lauren Ianacone	
Internal Address: Kaye Scholer LLP	7. Total fee (37 CFR 3.41)\$\_1,465.00
	<b>☑</b> Enclosed
	Authorized to be charged to deposit account
Street Address: 425 Park Avenue	8. Deposit account number:
	N/A
City: New York State: NY Zip: 10022	(Attach duplicate copy of this page if paying by deposit accounts
DO NOT USE	THIS SPACE
9. Statement and signature.  To the best of my knowledge and belief, the foregoing information copy of the original document.  ———————————————————————————————————	nation is true and correct and any attached copy is a the
Lauren Ianacone Nome of Person Signing	ignature Data
3 3 3 3	ignature Date Services that the 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



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

<u>Trademark</u>	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
EYE POWER	February 15, 1983	1,227,369
GILBERT OF PARIS & Design	June 2, 1992	1,690,091

Doc #30346435.WPD

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

#### TRADEMARK SECURITY AGREEMENT

April 9, 2002

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

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:

BRIAN J. LAGARTO

Doc #30443256.WPD

### SCHEDULE 1 to TRADEMARK SECURITY AGREEMENT

### **REGISTERED TRADEMARKS**

<u>Trademark</u>	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

3

Doc #30443256.WPD

<u>Trademark</u>	Reg. Date	Reg. No.
	· · · · · · · · · · · · · · · · · · ·	<del> </del>
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

4

Doc #30443256.WPD

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

5

Doc #30443256.WPD



#### 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:

Doc #30443256.WPD

# SCHEDULE 1 to TRADEMARK SECURITY AGREEMENT

#### **REGISTERED TRADEMARKS**

<u>Trademark</u>	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

3

Doc #30443256.WPD

<u>Trademark</u>	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
EYE POWER	February 15, 1983	1,227,369
GILBERT OF PARIS & Design	June 2, 1992	1,690,091

4

Doc #30443256.WPD

# KAYE SCHOLER LLP



Paul J. Somelofske 212 836-7319 Fax 212 836~8026 psomelofske@kayescholer.com

425 Park Avenue New York, New York 10022-3598 212 836-8000 Fax 212 836-8689 www.kayescholer.com

April 18, 2002

#### BY POUCH

Ms. Christine Glaab Kave Scholer LLP 901 Fifteenth Street, N.W. Suite 1100 Washington, D.C. 20005-2327



Filing of Trademark Security Agreement

Client: BankAmerica Business Credit, Inc.

Matter AAi.Fostergrant, Inc.

#0041

Dear Ms. Glaab:

Please find enclosed one (1) set of documents relating to the filing of a Trademark Security Agreement with regard to the above noted transaction.

Please file the enclosed set of documents with the U.S. Patents and Trademarks Office when you receive them so that they are filed on April 19. In addition, please have the enclosed acknowledgment card stamped and returned to the appropriate party; it is imperative that we receive some form of acknowledgment that this Trademark Security Agreement has been filed.

If you have any questions or require any additional information, please feel free to call me at 212-836-7319.

Thank you for your prompt attention to this matter.

Sincerely,

Paul J. Somelofs Project Legal Assistant

cc: L. Ianacone, Esq.

**Enclosures** 

NEW YORK

CHICAGO

LOS ANGELES

WASHINGTON D.C.

WEST PALM BEACH

Hong Kong

LONDON

SHANGHAI

# KAYE SCHOLER LLP

Paul J. Somelofske 212 836-7319 Fax 212 836-8026 psomelofske@kayescholer.com

425 Park Avenue New York, New York 10022-3598 212 836-8000 Fax 212 836-8689 www.kayescholer.com

July 19, 2002

#### VIA FEDERAL EXPRESS

Mr. Maurice Carter Examiner - U.S. Patent and Trademark Office CG#4 Third Floor 1213 Jefferson Davis Highway Arlington, VA 22202

Re: Correction of Recordation Cover Sheet

Dear Mr. Carter:

Per your conversation with Lauren Ianacone on July 16th, please file the enclosed Recordation Cover Sheet and associated documents in order to correct a filing at Reel/Frame No. 002488/0564 made on April 19, 2002. In that original filing, AAi.Fostergrant, Inc. granted a security interest in certain trademarks to Bank of America, N.A., as agent, pursuant to a Credit Agreement dated April 9, 2002. In the original filing, the Trademark Security Agreement incorrectly stated the date of the agreement as April 9, 2001. The correct date of the Trademark Security Agreement is April 9, 2002. This filing does not affect the underlying security interest.

At your request, the following documents are attached:

- 1. Corrected Recordation Form Cover Sheet with corresponding attachments;
- 2. Copy of the original filing filed in April 2002;
- 3. Check for the required fee of one thousand four hundred sixty-five dollars (\$1,465.00); and
- 4. Receipt Acknowledgment Card.

Please call me if you have any questions or require any additional information. In addition, please date stamp and return the acknowledgment card to me at the above address.

Thank you for your prompt attention and assistance with this matter.

Sincerely,

Paul J. Somelofske

cc. Lauren Ianacone

Enclosures

NEW YORK CHICAGO LOS ANGELES WASHINGTON, D.C. WEST PALM BEACH HONG KONG LONDON SHANGHAI

JUNE 17, 2002

PTAS

Chief Information Officer Washington, DC 20231 www.uspto.gov

LAUREN IANACONE KAYE SCHOLER LLP 425 PARK AVE. NEW YORK, NY 10022



\*102067319A\*

UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 04/19/2002

REEL/FRAME: 002488/0564

NUMBER OF PAGES: 9

BRIEF: SECURITY AGREEMENT

ASSIGNOR:

AAI.FOSTERGRANT, INC.

DOC DATE: 04/09/2002

CITIZENSHIP: RHODE ISLAND

ENTITY: CORPORATION

ASSIGNEE:

BANK OF AMERICA, N.A., AS AGENT

335 MADISON AVENUE

NEW YORK, NEW YORK 10017

CITIZENSHIP:

ENTITY: NATIONAL BANKING

ASSOCIATION

APPLICATION NUMBER: 72084528

REGISTRATION NUMBER: 0703527

FILING DATE: 11/03/1959

ISSUE DATE: 08/30/1960

MARK: FOSTER GRANT

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 75023030

REGISTRATION NUMBER: 2052157

FILING DATE: 11/21/1995

ISSUE DATE: 04/15/1997

MARK: "WHO'S THAT BEHIND THOSE FOSTER GRANTS!"

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73678167 FILING DATE: 08/13/1987 REGISTRATION NUMBER: 1485228 ISSUE DATE: 04/19/1988

MARK: AAI

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 74189452 FILING DATE: 07/29/1991 REGISTRATION NUMBER: 1698996 ISSUE DATE: 07/07/1992

MARK: ADRIENNE PICARD

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75672361 FILING DATE: 04/01/1999 REGISTRATION NUMBER: 2451758 ISSUE DATE: 05/15/2001

MARK: ALL TERRAIN

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72337035 FILING DATE: 09/04/1969 REGISTRATION NUMBER: 0904720 ISSUE DATE: 12/22/1970

MARK: AOUA-MATES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75161941 FILING DATE: 09/06/1996 REGISTRATION NUMBER: 2079376 ISSUE DATE: 07/15/1997

MARK: CHARIOT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74645697 FILING DATE: 03/10/1995 REGISTRATION NUMBER: 2018341 ISSUE DATE: 11/19/1996

MARK: CLIPPITY CLOCK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74086861 FILING DATE: 08/10/1990 REGISTRATION NUMBER: 1713461 ISSUE DATE: 09/08/1992

MARK: CORO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71489900 FILING DATE: 10/13/1945 REGISTRATION NUMBER: 0427417 ISSUE DATE: 02/11/1947

MARK: CORO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73652776 FILING DATE: 04/02/1987 REGISTRATION NUMBER: 1462644 ISSUE DATE: 10/27/1987

MARK: DRIVER'S CHOICE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

#### 002488/0564 PAGE 3

APPLICATION NUMBER: 74458069 FILING DATE: 11/15/1993 REGISTRATION NUMBER: 1935944 ISSUE DATE: 11/14/1995

MARK: E-Z READERS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74142837 FILING DATE: 02/27/1991 REGISTRATION NUMBER: 1725465 ISSUE DATE: 10/20/1992

MARK: FANTASMA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73300514 FILING DATE: 03/09/1981 REGISTRATION NUMBER: 1195663 ISSUE DATE: 05/18/1982

MARK: FEMIC

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75172449 FILING DATE: 09/26/1996 REGISTRATION NUMBER: 2108860 ISSUE DATE: 10/28/1997

MARK: FG

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75274972 FILING DATE: 04/15/1997 REGISTRATION NUMBER: 2202605 ISSUE DATE: 11/10/1998

MARK: FG

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73244212 FILING DATE: 12/26/1979 REGISTRATION NUMBER: 1156236 ISSUE DATE: 06/02/1981

MARK: FG

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75020298 FILING DATE: 11/15/1995 REGISTRATION NUMBER: 2031896 ISSUE DATE: 01/21/1997

MARK: FGSPORT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74725413 FILING DATE: 08/04/1995 REGISTRATION NUMBER: 2062627 ISSUE DATE: 05/20/1997

MARK: FOREVER FRIENDS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73315696 FILING DATE: 06/22/1981 REGISTRATION NUMBER: 1255021 ISSUE DATE: 10/25/1983

MARK: FOSTER GRANT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75114036 FILING DATE: 06/04/1996 REGISTRATION NUMBER: 2094620 ISSUE DATE: 09/09/1997

MARK: FOSTER GRANT NO LIMITS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74730639 FILING DATE: 09/18/1995 REGISTRATION NUMBER: 2271291 ISSUE DATE: 08/24/1999

MARK: FRIEND TO FRIEND

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74564095 FILING DATE: 08/22/1994 REGISTRATION NUMBER: 1946497 ISSUE DATE: 01/09/1996

MARK: HIDDEN EYES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74397221 FILING DATE: 06/03/1993 REGISTRATION NUMBER: 1824281 ISSUE DATE: 03/01/1994

MARK: PLATINUM COLLECTION

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74171892 FILING DATE: 06/03/1991 REGISTRATION NUMBER: 1770750 ISSUE DATE: 05/11/1993

MARK: READER'S CHOICE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74405754 FILING DATE: 06/25/1993 REGISTRATION NUMBER: 1835284 FILING DATE: 05/10/1994

MARK: SOLAR ACCENTS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74385151 FILING DATE: 04/28/1993 REGISTRATION NUMBER: 2159786 ISSUE DATE: 05/26/1998

MARK: SPARE PAIR

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74390065 FILING DATE: 05/10/1993 REGISTRATION NUMBER: 2133589 FILING DATE: 02/03/1998

MARK: SPARE PAIR PREMIER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75365551 FILING DATE: 09/30/1997 REGISTRATION NUMBER: 2272960 ISSUE DATE: 08/24/1999

MARK: SPECIAL MOMENTS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

#### 002488/0564 PAGE 5

APPLICATION NUMBER: 75383355 FILING DATE: 11/03/1997 REGISTRATION NUMBER: 2327175 ISSUE DATE: 03/07/2000

MARK: SUNREADERS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74066710 FILING DATE: 06/07/1990 REGISTRATION NUMBER: 1667549 ISSUE DATE: 12/10/1991

MARK: TENDER TOUCH

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74560377 FILING DATE: 08/12/1994 REGISTRATION NUMBER: 1962784 ISSUE DATE: 03/19/1996

MARK: THE TRUSTED NAME IN SUNGLASSES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75442328 FILING DATE: 03/02/1998 REGISTRATION NUMBER: 2292173 ISSUE DATE: 11/16/1999

MARK: TIMEPIECES WITH CHARACTER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75243479 FILING DATE: 02/18/1997 REGISTRATION NUMBER: 2134402 ISSUE DATE: 02/03/1998

MARK: VOLATILE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75275065 FILING DATE: 04/15/1997 REGISTRATION NUMBER: 2388089 ISSUE DATE: 09/19/2000

MARK: WORLD TOUR

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74683636 FILING DATE: 06/02/1995 REGISTRATION NUMBER: 1968590 ISSUE DATE: 04/16/1996

MARK: YOUNG FASHIONS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74695299 FILING DATE: 06/29/1995 REGISTRATION NUMBER: 2044895 ISSUE DATE: 03/11/1997

MARK: BLUES BY FOSTER GRANT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73777396 FILING DATE: 01/30/1989 REGISTRATION NUMBER: 1597153 ISSUE DATE: 05/22/1990

MARK: THE INSTALLER'S BRIEFCASE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71489901 FILING DATE: 10/13/1945 REGISTRATION NUMBER: 0428993 ISSUE DATE: 04/15/1947

MARK: CORO CRAFT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 72392102 FILING DATE: 05/14/1971 REGISTRATION NUMBER: 0952456 ISSUE DATE: 01/30/1973

MARK: EYE GEAR

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73303130 FILING DATE: 03/27/1981 REGISTRATION NUMBER: 1227369 ISSUE DATE: 02/15/1983

MARK: EYE POWER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74164114 FILING DATE: 05/06/1991 REGISTRATION NUMBER: 1690091 ISSUE DATE: 06/02/1992

MARK: GILBERT OF PARIS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73446179 FILING DATE: 10/03/1983 REGISTRATION NUMBER: 1317788 ISSUE DATE: 02/05/1985

MARK: LOOK OF THE MONTH

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74587474 FILING DATE: 10/19/1994 REGISTRATION NUMBER: 1975432 ISSUE DATE: 05/21/1996

MARK: MALAGO BAY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71681765 FILING DATE: 02/16/1955 REGISTRATION NUMBER: 0615752 ISSUE DATE: 11/08/1955

MARK: OPTI-CLIPS

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 73494763 FILING DATE: 08/13/1984 REGISTRATION NUMBER: 1340304 ISSUE DATE: 06/11/1985

MARK: OPTI-RAY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74406670 FILING DATE: 06/28/1993 REGISTRATION NUMBER: 1956722 ISSUE DATE: 02/13/1996

MARK: OPTI SIGHT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73570142 FILING DATE: 11/25/1985 REGISTRATION NUMBER: 1507867 ISSUE DATE: 10/11/1988

MARK: OPTIVISION

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75112295 FILING DATE: 05/31/1996 REGISTRATION NUMBER: 2246921 ISSUE DATE: 05/25/1999

MARK: PENNOPTICS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74711084 FILING DATE: 08/04/1995 REGISTRATION NUMBER: 2041359 ISSUE DATE: 02/25/1997

MARK: RUGGED RANGE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74146684 FILING DATE: 03/11/1991 REGISTRATION NUMBER: 1674173 ISSUE DATE: 02/04/1992

MARK: SOFT TOUCH

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74390063 FILING DATE: 05/10/1993 REGISTRATION NUMBER: 2133588 FILING DATE: 02/03/1998

MARK: SPARE PAIR PLUS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74390062 FILING DATE: 05/10/1993 REGISTRATION NUMBER: 2133587 FILING DATE: 02/03/1998

MARK: SPARE PAIR USA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73335342 FILING DATE: 11/02/1981 REGISTRATION NUMBER: 1253656 ISSUE DATE: 10/11/1983

MARK: SPEC 1000

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73490811 FILING DATE: 07/20/1984 REGISTRATION NUMBER: 1334128 ISSUE DATE: 05/07/1985

MARK: SUN PROTECTORS BY OPTI-RAY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73762551 FILING DATE: 11/04/1988 REGISTRATION NUMBER: 1544279 ISSUE DATE: 06/20/1989

MARK: VIEWPOINTS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

002488/0564 PAGE 8

APPLICATION NUMBER: 74517439 FILING DATE: 04/26/1994 REGISTRATION NUMBER: 2004752 ISSUE DATE: 10/01/1996

MARK: WESTMINSTER LEATHERWORKS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73453647 REGISTRATION NUMBER: 1324192 FILING DATE: 11/21/1983 ISSUE DATE: 03/12/1985

MARK: XL SERIES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

SHARON LATIMER, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

**RECORDED: 07/22/2002**