

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		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.					
<div>1. Name of conveying party(ies): CODA-Gargoyles, LLC Gargoyles, Inc. (Washington corporation)</div> <div><input type="checkbox"/> Individual(s)<input type="checkbox"/> Association <input type="checkbox"/> General Partnership<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Delaware limited liability company</div> <div>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>			<div>2. Name and address of receiving party(ies) Name: FG Premium Brands, Inc. Internal Address: Street Address: 25 1/2 East 61st Street City: New York State: NY Zip: 10021</div> <div><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other</div> <div><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></div>		
<div>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment<input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement<input type="checkbox"/> Change of Name <input type="checkbox"/> Other</div> <div>Execution Date: 12/30/03</div>					
<div>4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) see Exhibit A attached</div> <div>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</div>					
<div>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jennifer Parkins Rabin, Esq. Internal Address: Akerman Senterfitt Street Address: 222 Lakeview Avenue, 4th Floor City: West Palm Beach State: FL Zip: 33401</div>			<div>6. Total number of applications and registrations involved: 8</div> <div>7. Total fee (37 CFR 3.41) \$ 215.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</div> <div>8. Deposit account number: 50-0951</div>		
DO NOT USE THIS SPACE					
<div>9. Signature. Jennifer Parkins Rabin, Esq. Name of Person Signing Signature 2/25/04 Date Total number of pages including cover sheet, attachments, and document: 14</div>					

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

CH \$215.00 500951 76238081

EXHIBIT A - TRADEMARK APPLICATIONS

TRADEMARK	APPLICATION NO – APPLICATION DATE
WRAPBACK	App. No. 78/238,081 App. Date: 04/15/03
TORIC WRAPBACK	App. No. 78/238,089 App. Date: 04/15/03
A in an Oval Design (Anarchy Sketchy A)	App. No. 78/244589 App. Date: 05/01/03
A in an Oval Design (Anarchy Sketchy A)	App. No. 78/244587 App. Date: 05/01/03
GXP	App. No. 78/146159 App. Date: 07/22/02
IDOL-EYEZ	App. No. 76/110457 App. Date: 08/16/00
Miscellaneous Design (Skull)	App. No. 78/244665 App. Date: 05/01/03
GXP	App. No. 78/345244 App. Date: 12/23/03

**U.S. ASSIGNMENT OF TRADEMARKS AND INTENT TO USE
APPLICATIONS TO FG PREMIUM BRANDS, INC.**

This U.S. Assignment of Trademarks and Intent to Use Applications to FG Premium Brands, Inc. is made as of December 30, 2003 by and among Gargoyles, Inc., a Washington corporation ("Gargoyles"), FG Premium Brands, Inc., a Delaware company, ("Assignee") and CODA-Gargoyles, LLC, a Delaware limited liability company ("CODA", together with Gargoyles, the "Assignors" and each, individually an "Assignor").

WHEREAS, CODA is the obligee of secured obligations of Gargoyles, which obligations are presently outstanding pursuant to a Securities Purchase Agreement dated January 24, 2003 by and among Gargoyles and U.S. Bank, National Association and CODA and a Second Amended and Restated Credit Agreement dated May 28, 1999 by and between CODA (as successor to the interests of U.S. Bank, National Association) and Gargoyles, as amended;

WHEREAS, Gargoyles has defaulted and CODA has accelerated the principal balance and interest due in accordance with the secured obligations;

WHEREAS, Gargoyles has agreed to waive its rights, if any, to object to or cure the default and to cooperate with CODA and enter into a non-judicial foreclosure with CODA;

WHEREAS, Assignee has agreed to purchase Gargoyles' assets, pursuant to an Agreement to Purchase Assets At A Private Foreclosure Sale dated December 24, 2003 by and between CODA and Assignee, which assets include the trademarks identified on Exhibit A hereto and the applications and resulting registrations therefor and any logos, designs, graphics or other marks or indicators of origin used by Gargoyles in connection with the operation of its business (hereinafter referred to as the "Trademarks").

WHEREAS, the Trademarks are the subject of trademark registration applications in the United States Patent and Trademark Office as more specifically identified on Exhibit A hereto, but no allegation or statement of use under Section 1(c) or 1(d) of the Trademark Act has yet been filed in connection therewith;

WHEREAS, Assignee is desirous of acquiring said Trademarks and Gargoyles and CODA have agreed to assign to Assignee their entire respective right, title and interest in and to the Trademarks together with the portion of the business to which the Trademarks pertain.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Assignor sells, assigns and transfers to Assignee their entire respective right, title, and interest in, to and under the Trademarks, and any associated applications and the resulting registrations therefor, together with that portion of the business to which the marks pertain, which business is existing and ongoing, and the goodwill connected therewith and symbolized by the Trademarks in accordance with 15 U.S.C. §1060, and all rights and causes of action to recover past, present or future damages, royalties, fees, profits or other relief, including equitable and injunctive relief ensuing from infringement of the Trademarks.

Each Assignor further represents and warrants that that they have not transferred, assigned, hypothecated or granted a security interest in the Trademarks to any third party.

FURTHER, Gargoyles and CODA agree to execute and provide promptly after their execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee their respective rights in and to the Trademarks.

CODA – GARGOYLES, LLC

By: [Signature]
Name: Michael B. Cohen
Title: Managing Member

STATE OF)
) ss:
COUNTY OF)

The foregoing instrument was sworn to and subscribed before me this 30th day of December, 2003, by Michael B. Cohen, Managing Member of CODA-Gargoyles, LLC, a Delaware limited liability company, on behalf of the Company. He/she is personally known to me or has produced _____ (type of identification) as identification.

[Signature]
NOTARY PUBLIC STATE OF New York
NOTARY PUBLIC, State of New York
No. 0151493552
Qualified in New York County
(Print, Type or Stamp Name of Notary Public)

DEC 30 2003 09:31 FR FULBRIGHT&JAWORSKI 212 318 3111 TO 1022310212272178 P.04

Exhibit 8.2(xvii)

GARGOYLES, INC.

By: [Signature]
Name: Michael B. Cohen
Title: Chairman

FG PREMIUM BRANDS, INC.

By: _____
Name: _____
Title: _____

STATE OF

COUNTY OF

)
) ss:
)

The foregoing instrument was sworn to and subscribed before me this ____ day of _____, 2003, by _____ of FG Premium Brands, Inc., a Delaware corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ (type of identification) as identification.

NOTARY PUBLIC STATE OF _____

(Print, Type or Stamp Commissioned Name of Notary Public)

Exhibit 8.2(xvii)

FG PREMIUM BRANDS, INC.

By: Name: JOHN RANELLITitle: CEO

SCHEDULE/EXHIBIT "A"
GARGOYLES, INC. U.S. TRADEMARK PORTFOLIO (ACTIVE)

TRADEMARK	CLASS	OWNER	STATUS
PE and Design Reg. No. 1,412,125	9	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 10/07/06
PRIVATE EYES Reg. No. 1,736,296	9	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 12/01/12
PRIVATE EYES Reg. No. 1,414,574	42	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 10/21/06
PRIVATE EYES Reg. No. 1,387,416	9	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 03/25/06
PRIVATE EYES SPORT Reg. No. 1,507,947	9	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 10/11/08
ANARCHY EYEWEAR Reg. No. 2,049,496	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 04/01/02-04/01/03
ANARCHY EYEWEAR and Design Reg. No. 2,309,729	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 01/18/05-01/18/06
ANGEL EYEWEAR Reg. No. 2,582,474	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 06/18/07-06/18/08
SNAKE-EYES Reg. No. 1,551,676	9	U.S. Bank of Washington, N.A. assigned to Snake Eyes, L.C. (signed 9/29/98)	Registered; Renewal due 08/15/09
THWAK Reg. No. 2,296,338	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 11/30/04-11/30/05

TRADEMARK	CLASS	OWNER	STATUS
SUNGLASS FACTORY Reg. No. 1,552,708	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 08/22/09
UNION EYEWARE Reg. No. 2,302,713	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 12/21/04-12/21/05
A in an Oval Design (Anarchy Sketchy A) App. No. 78/244589	9	Gargoyles, Inc.	Pending, ITU; 11/10/03
A in an Oval Design (Anarchy Sketchy A) App. No. 78/244587	25	Gargoyles, Inc.	Office Action dated 09/30/03; response due 03/30/04
G Design Reg. No. 2,143,622	25	Gargoyles, Inc.	Registered; 8&15 Declarations due 03/10/03-03/10/04
G and Design Reg. No. 2,050,667	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 04/08/07
GXP App. No. 78/146159	9	Gargoyles, Inc.	Allowed; Notice of Allowance dated 06/17/03; Use Declaration due 12/17/03
GARGOYLES PERFORMANCE EYEWEAR Reg. No. 2,061,448	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 05/13/07
GARGOYLES PERFORMANCE EYEWEAR Reg. No. 2,159,757	25	Gargoyles, Inc.	Registered; 8&15 Declarations due 05/19/03-05/19/04
GARGOYLES PROTECTIVE EYEWEAR Reg. No. 2,414,240	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 12/19/05-12/19/06
GARGOYLES Reg. No. 2,034,697	41	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 02/04/07
GARGOYLES Reg. No. 2,060,279	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 05/13/07
GARGOYLES Reg. No. 2,190,165	28	Gargoyles, Inc. assigned to U.S. Bank of	Registered; 8&15 Declarations due 09/22/03-09/22/04

TRADEMARK	CLASS	OWNER	STATUS
		Washington, N.A. (signed 01/15/98)	
GARGOYLES Reg. No. 1,147,103	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 02/17/11
GARGOYLES Reg. No. 1,100,890	28	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 08/29/08
GARGOYLES Reg. No. 2,056,569	21	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 04/29/07
GARGOYLES Reg. No. 1,977,755	18	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 06/04/06
GARGOYLES Reg. No. 2,059,327	16	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 05/06/07
HELIOS Reg. No. 2,122,002	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 12/16/02-12/16/03
IDOL-EYEZ App. No. 76/110457	9	Gargoyles, Inc.	Notice of Allowance dated 07/08/03; Use Declaration due 01/08/04
Miscellaneous Design (Skull) App. No. 78/244665	25	Gargoyles, Inc.	Publication/Registration Review Complete
Miscellaneous Design (Gargoyle) Reg. No. 1,302,458	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 10/30/04
TOMICHI STUDIO Reg. No. 2,540,883	9	Gargoyles, Inc.	Registered; 8&15 Declarations due 02/19/07-02/19/08
OCTANE Reg. No. 2,063,346	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; Renewal due 05/20/07
PALADIN Reg. No. 2,102,013	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed	Registered; Renewal due 09/30/07

TRADEMARK	CLASS	OWNER	STATUS
		01/15/98)	
TORIC WRAPBACK App. No. 78/238,089	9	Gargoyles, Inc.	Published, ITU; 12/02/03
TORIC WRAPBACK Reg. No. 2,055,453	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 04/22/02-04/22/03
WRAPBACK Reg. No. 2,055,456	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Registered; 8&15 Declarations due 04/22/02-04/22/03
WRAPBACK App. No. 78/238,081	9	Gargoyles, Inc.	Published 12/09/03

GARGOYLES, INC. U.S. TRADEMARK PORTFOLIO (INACTIVE)

TRADEMARK	CLASS	OWNER	STATUS
PRIVATE EYES and Design Reg. No. 1,118,123	9	Gargoyles Acquisition Corporation II assigned to U.S. Bank of Washington, N.A. (signed 5/9/97); Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Expired 12/15/00
PRIVATE EYES Reg. No. 1,774,553	42	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled – Section 8; 07/03/00
SUNWAVES Stylized* Reg. No. 1,458,123	9	Private Eyes Sunglass Corporation	Cancelled – Section 8; 03/28/94
ACCENTS & ESSENTIALS* Reg. No. 1,253,767	18; 25	Private Eyes Sunglass Corporation, d/b/a Accents & Essentials	Cancelled – Section 8; 02/16/90
GUIDELINES Reg. No. 1,227,899	42	Private Eyes Sunglass Corporation assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled – Section 8; 11/22/03
IN FLIGHT Reg. No. 1,749,314	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed	Cancelled – Section 8; 08/02/99

TRADEMARK	CLASS	OWNER	STATUS
		01/15/98)	
OLD SKOOL App. No. 75/483668	9	Sungold Eyewear, Inc.	Abandoned; 08/27/99
EYEKING CO. Reg. No. 1,898,014	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 06/15/02
UNION EYEGEAR Reg. No. 2,032,993	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 10/25/03
PALM BEACH CLUB Reg. No. 1,628,959	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 01/05/02
GROM App. No. 75/049434	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 08/27/00
NOSTALGIA EYEWEAR Reg. No. 2,032,765	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 10/25/03
VINTAGE EYEWEAR Reg. No. 1,833,248	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 05/09/01
BIG STAR Reg. No. 2,229,227	9	Sungold Eyewear, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 18; 08/31/00
REDEYE App. No. 74/568972	9	Gargoyles Acquisition Corporation assigned to U.S. Bank of Washington, N.A. (signed 04/07/97); Gargoyles Acquisition Corporation assigned to Sungold Eyewear, Inc. (signed 04/24/97) change of name	Abandoned; 09/24/97
GARGOYLES WRAPBACK TORIC CURVE App. No. 75/125199	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 05/07/98
GARGOYLES	25	Gargoyles, Inc. assigned	Abandoned; 05/07/98

TRADEMARK	CLASS	OWNER	STATUS
WRAPBACK TORIC CURVE App. No. 75/125190		to U.S. Bank of Washington, N.A. (signed 01/15/98)	
GARGOYLES PERFORMANCE EYE WEAR App. No. 75/125197	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 05/14/98
GARGOYLES PROTECTIVE EYEWEAR App. No. 75/125191	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 05/07/98
GARGOYLES App. No. 74/590929	14	Gargoyles, Inc. assigned to U.S. Bank of Washington National Association (signed 12/01/96)	Abandoned; 06/06/96
CLEARTECH App. No. 75/273048	21	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 11/13/98
G Design App. No. 75/125188	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 05/07/98
STATIC App. No. 76/091087	9	Gargoyles, Inc.	Abandoned; 03/26/02
KEY WEST App. No. 75/483667	9	Gargoyles, Inc.	Abandoned; 10/25/99
VORTEX Reg. No. 2,059,402	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Cancelled - Section 8; 11/20/03
VORTEX App. No. 75/125193	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 04/07/97)	Abandoned; 07/09/97
WRAPBACK App. No. 75/125196	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 04/23/98
TORIC WRAPBACK App. No. 75/125195	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 04/23/98

TRADEMARK	CLASS	OWNER	STATUS
OCTANE App. No. 75/125194	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 04/07/97)	Abandoned; 07/09/97
LEGENDS App. No. 75/125184	9	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 01/15/98)	Abandoned; 07/23/97
LEGENDS App. No. 75/125192	25	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 04/07/97)	Abandoned; 07/09/97
THE NOMONATOR App. No. 74/734513	28	Gargoyles, Inc.	Abandoned; 07/29/97
THE NOMONATOR App. No. 74/734511	9	Gargoyles, Inc.	Abandoned; 03/25/97
THE NOMONATOR App. No. 74/734512	25	Gargoyles, Inc.	Abandoned; 02/28/97
CALYPSO App. No. 78/046801	9	Gargoyles, Inc.	Abandoned; 12/19/02
XPE App. No. 78/063982	9	Gargoyles, Inc.	Abandoned; 07/09/02
BEAT THE STREETS Reg. No. 1,667,888	41	Gargoyles, Inc. assigned to U.S. Bank of Washington, N.A. (signed 04/07/97)	Cancelled - Section 8; 06/15/98
ANARCHY and Design App. No. 75/104364	14	Gargoyles, Inc.	Abandoned; 06/23/97