

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Canadian Imperial Bank of Commerce		02/09/2005	Canadian Banking Organization:
RECEIVING PARTY DATA			
Name:	Cole Vision Corporation		
Street Address:	18903 Sourth Miles Road		
City:	Warrensville Heights		
State/Country:	OHIO		
Postal Code:	44128		
Entity Type:	CORPORATION: DELAWARE		
Name:	Things Remembered, Inc.		
Street Address:	18903 South Miles Road		
City:	Warrensville Heights		
State/Country:	OHIO		
Postal Code:	44128		
Entity Type:	CORPORATION: DELAWARE		
Name:	Cole Gift Centers, Inc.		
Street Address:	18903 South Miles Road		
City:	Warrensville Heights		
State/Country:	OHIO		
Postal Code:	44128		
Entity Type:	CORPORATION: DELAWARE		
Name:	Pearle, Inc.		
Street Address:	18903 South Miles Road		
City:	Warrensville Heights		
State/Country:	OHIO		

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TRADEMARK  
REEL: 003029 FRAME: 0597

Postal Code:	44128
Entity Type:	CORPORATION: DELAWARE

Name:	Pearle Vision, Inc.
Street Address:	18903 South Miles Road
City:	Warrensville Heights
State/Country:	OHIO
Postal Code:	44128
Entity Type:	CORPORATION: DELAWARE

Name:	Things Remembered Personalized Gifts, Inc.
Street Address:	18903 South Miles Road
City:	Warrensville Heights
State/Country:	OHIO
Postal Code:	44128
Entity Type:	CORPORATION: DELAWARE

Name:	Cole Lens Supply, Inc.
Street Address:	18903 South Miles Road
City:	Warrensville Heights
State/Country:	OHIO
Postal Code:	44128
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	1611018	RUBBER GRIP
Registration Number:	1279617	COLE
Registration Number:	1266863	COLE NATIONAL
Registration Number:	1570477	SALUTATIONS
Registration Number:	1555109	KEYS EXPRESS AMERICA'S KEY EXPERT
Registration Number:	1595791	EYEWEAR EXPRESS
Registration Number:	1582034	FAST FOCUS
Registration Number:	1425601	GARDEYES
Registration Number:	1422591	PERSONALEYES
Registration Number:	866296	HEAD HUGGER
Registration Number:	1060244	FASHION TINTS
Registration Number:	1456928	VISION ONE EYECARE PROGRAM

Registration Number:	1722426	SIGHT PLUS
Registration Number:	1707434	E+
Registration Number:	1647328	DANA KAYE
Registration Number:	1669235	J. DAVID
Registration Number:	1894452	NATIONAL EYE EXAM MONTH
Registration Number:	1827894	SUNSPOT
Registration Number:	1899306	CLEARVUE
Registration Number:	1874319	VISION ONE EXAM PLUS PROGRAM
Registration Number:	2018573	EXAM PLUS
Registration Number:	2061787	CONTACTS DIRECT
Registration Number:	2107915	TOTAL EYE CARE CARVE OUT
Registration Number:	2034248	GIGGLES
Registration Number:	1578801	EYE BUYS
Registration Number:	1354662	EYELAB
Registration Number:	1648422	EXAM 1
Registration Number:	1912314	KIDSAFE
Registration Number:	1932037	MICROTHIN
Registration Number:	1228785	PEARLE
Registration Number:	1529383	PEARLE
Registration Number:	1634558	PEARLE EXPRESS
Registration Number:	1634577	PEARLE EYE+TECH EXPRESS
Registration Number:	1476587	PEARLE LENS
Registration Number:	1538542	PEARLE VISION CENTER
Registration Number:	1633854	PEARLE VISION CENTER
Registration Number:	1622998	PEARLE VISION EXPRESS
Registration Number:	1603022	PEARLE VISION EXPRESS
Registration Number:	1454995	SEBASTIANO
Registration Number:	1377685	"WHERE YOUR TIME'S AS PRECIOUS AS YOUR VISION"
Registration Number:	1402522	VISION EXPRESS
Registration Number:	1477161	VISION VALUES
Registration Number:	1257977	
Registration Number:	1046285	HALFWEIGHTS
Registration Number:	2167876	MICROSPORT
Serial Number:	75975309	MICRO-SPORT
Serial Number:	74664716	PRODUCT SUPPORT GROUP

Serial Number:	74664717	PRODUCT SUPPORT GROUP
Registration Number:	2029892	WHERE FASHION & VISION COME TOGETHER
Registration Number:	1635794	HQ GIFTS
Registration Number:	1185199	THINGS ENGRAVED
Registration Number:	1574053	WHERE AMERICA SHOPS FOR KEYS
Registration Number:	2119030	PERSONALLY YOURS MONOGRAMMED & ENGRAVED GIFTS
Registration Number:	1627655	MONOGRAMS ETC.
Registration Number:	1809064	DANBURY CLOCK COMPANY
Registration Number:	1022232	THINGS REMEMBERED
Registration Number:	1305481	THINGS REMEMBERED ENGRAVED GIFTS
Registration Number:	1837483	ABCLENS
Registration Number:	1471058	SOFT CONTACT LENS REPLACEMENT CENTER
Registration Number:	1471057	

#### CORRESPONDENCE DATA

Fax Number: (212)294-4700

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212 294 6700

Email: gshatan@winston.com

Correspondent Name: Gregory Shatan, Esq.

Address Line 1: 200 Park Avenue

Address Line 4: New York, NEW YORK 10166

NAME OF SUBMITTER:	Gregory Shatan
Signature:	/W&S/
Date:	02/15/2005

#### Total Attachments: 6

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**RELEASE OF SECURITY INTEREST IN  
COPYRIGHTS, PATENTS AND TRADEMARKS**

This RELEASE OF SECURITY INTEREST IN COPYRIGHTS, PATENTS AND TRADEMARKS (the "Release"), is made as of this 9 day of February, 2005, by Canadian Imperial Bank of Commerce, as administrative agent (in such capacity, the "Administrative Agent") for the banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement (as defined below).

W I T N E S S E T H

WHEREAS, Cole Vision Corporation ("Cole Vision"), Things Remembered, Inc. ("Things Remembered"), Cole Gift Centers, Inc. ("Cole Gifts"), Pearle, Inc. ("Pearle"), and Pearle Service Corporation ("PSC"), (each a "Borrower" and collectively the "Borrowers"), the Administrative Agent and the Lenders are parties to a Credit Agreement dated as of November 15, 1996, as amended and restated by the Second Amended and Restated Credit Agreement among Cole Vision, Things Remembered, Pearle, the Several Lenders thereto, Lehman Commercial Paper, Inc. as Syndication Agent, Wachovia Bank, as Documentation Agent, and the Administrative Agent, dated as of June 27, 2003 (the "Credit Agreement"), which Credit Agreement provided for, among other things, the Lenders to, from time to time, extend credit to or for the account of the Borrowers;

WHEREAS, Borrowers, Bay Cities Optical Company, Western States Optical, Inc., Cole Vision Services, Inc., Cole Lens Supply, Inc., Pearle Visioncare, Inc., and Pearle Vision Managed Care - HMO Of Texas, Inc (collectively, the "Grantors") are parties to a Copyright, Patent and Trademark Security Agreement (the "Security Agreement") dated as of November 15, 1996, in favor of the Administrative Agent, whereby each Grantor granted to the Administrative Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement) a security interest in the Collateral (as defined in the Security Agreement), which Security Agreement was recorded (i) on December 20, 1996 in Reel 1539, Frame 0208 of the United States Patent and Trademark Office, (ii) on December 20, 1996 in Reel 8274, Frame 0417 of the United States Patent and Trademark Office and (iii) on December 13, 1996 in Volume 3321, Pages 386-406 of the United States Copyright Office; and

WHEREAS, on December 28, 2004, pursuant to Section 2.5 of the Credit Agreement, Cole Vision, Things Remembered and Pearle requested by letter to the Administrative Agent that the Revolving Commitments (as defined in the Credit Agreement) be terminated, and such request was agreed to by the Administrative Agent, and there are no Revolving Credit Loans (as defined in the Credit Agreement) and no Letters of Credit (as defined in the Credit Agreement) outstanding under the Credit Agreement, Administrative Agent, on behalf of the Secured Parties, desires to release the lien and security interest created by the Security Agreement, on the terms and conditions described herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, hereby releases and discharges all liens, security interests, assignments and other right, title and interest


held by Administrative Agent for the ratable benefit of the Secured Parties with respect to the Collateral, including, without limitation, the Copyrights, Copyright Licenses, Patents, Patent Licenses, Trademarks and Trademark Licenses set forth on Schedule A hereto.

Administrative Agent, on behalf of the Secured Parties, further agrees to execute and deliver to Grantors any and all further documents or instruments and to take any and all further acts that Grantors (or Grantors' agents, designees or successors) reasonably request, in each case at Grantors' expense, in order to confirm this Release and Grantors' right, title and interest in and to the Collateral.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Security Agreement.

This release shall be binding upon Administrative Agent and Administrative Agent's successors and assigns and each of the Secured Parties and each of the Secured Parties' successors and assigns, and shall inure to the benefit of the Grantors and each Grantor's successors and assigns, including but not limited to, any present or future owner of any interest in the property.

**CANADIAN IMPERIAL BANK OF  
COMMERCE, as Administrative Agent**

By: 

Name: **GERALD GIRARDI**

Title: **EXECUTIVE DIRECTOR**  
**CIBC WORLD MARKETS CORP., AS AGENT**

## SCHEDULE A

### A. COPYRIGHTS AND COPYRIGHT LICENSES

1. Cole Lens Supply, Inc.
  - a. Poster, Registration No. TX - 2,268,186  
Registration Date: July 22, 1987
  - b. "Your Contact Lens Information Kit"  
Registration No. TX - 3,492,002  
Registration Date: March 24, 1993

### B. PATENTS AND PATENT LICENSES

1. Pearle, Inc.  
Patent: Novel lower temperature hot melt adhesive and  
coating composition  
  
Patent No. 5,326,413  
Country: United States  
Issue Date: July 5, 1994

### C. TRADEMARKS AND TRADEMARK LICENSES

#### TRADEMARKS

1. Cole Gift Centers, Inc.

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
RUBBER GRIP	1,611,018	United States	August 28, 1990
COLE	1,279,617	United States	May 29, 1984
COLE NATIONAL	1,266,863	United States	February 14, 1984
SATISFACTION GUARAN-KEY	1,570,477	United States	December 5, 1989
KEYS EXPRESS AMERICA'S KEY EXPERT	1,555,109	United States	September 5, 1989

2. Cole Vision Corporation

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
EYEWEAR EXPRESS	1,595,791	United States	May 8, 1990
FAST FOCUS	1,582,034	United States	February 6, 1990
GARDEYES	1,425,601	United States	January 20, 1987
PERSONALEYES	1,422,591	United States	December 30, 1986
HEAD HUGGER	866,296	United States	March 11, 1969

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
FASHION TINTS	1,060,244	United States	March 1, 1977
VISION ONE EYECARE PROGRAM	1,456,928	United States	September 8, 1987
SIGHT PLUS	1,722,426	United States	October 6, 1992
E+	1,707,434	United States	August 11, 1992
DANA KAYE	1,647,328	United States	June 11, 1991
J. DAVID	1,669,235	United States	December 24, 1991
NATIONAL EYE EXAM MONTH	1,894,452	United States	May 16, 1995
SUNSPOT	1,827,894	United States	March 22, 1994
CLEARVUE	1,899,306	United States	June 13, 1995
VISION ONE EXAM PLUS PROGRAM	1,874,319	United States	January 17, 1995
EXAM PLUS	2,018,573	United States	November 26, 1996
CONTACTS DIRECT	2,061,787	United States	May 13, 1997
TOTAL EYE CARE CARVE OUT	2,107,915	United States	October 21, 1997
GIGGLES	2,034,248	United States	January 28, 1997

3. Pearle, Inc.

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
EYE BUYS	1,578,801	United States	January 23, 1990
EYELAB	1,354,662	United States	August 13, 1985
EXAM 1	1,648,422	United States	June 18, 1991
KIDSAFE	1,912,314	United States	August 15, 1995
MICROTHIN	1,932,037	United States	October 31, 1995
PEARLE	1,228,785	United States	February 22, 1983
PEARLE	1,529,383	United States	March 14, 1989
PEARLE EXPRESS	1,634,558	United States	February 5, 1991
PEARLE EYE+TECH EXPRESS	1,634,577	United States	February 5, 1991
PEARLE LENS	1,476,587	United States	February 16, 1988
PEARLE VISION CENTER	1,538,542	United States	May 9, 1989
PEARLE VISION CENTER	1,633,854	United States	February 5, 1991
PEARLE VISION EXPRESS	1,622,998	United States	November 13, 1990
PEARLE VISION EXPRESS	1,603,022	United States	June 19, 1990
SEBASTIANO	1,454,995	United States	September 1, 1987
WHERE YOUR TIME'S AS PRECIOUS AS YOUR VISION	1,377,685	United States	January 7, 1986
VISION EXPRESS	1,402,522	United States	July 22, 1986
VISION VALUES	1,477,161	United States	February 16, 1988
GREEN OVAL DESIGN	1,257,977	United States	November 15, 1983
HALFWEIGHTS	1,046,285	United States	August 17, 1976

4. Pearle Vision, Inc.

TRADEMARK/SERVICE MARK	REG. NO./ SER. NO.	COUNTRY	DATE OF ISSUANCE
MICROSPORT	2,167,876	United States	June 23, 1998



TRADEMARK/SERVICE MARK	REG. NO./ SER. NO.	COUNTRY	DATE OF ISSUANCE
MICRO-SPORT	75/975,309	United States	April 21, 1995
PRODUCT SUPPORT GROUP	74/664,716	United States	April 21, 1995
PRODUCT SUPPORT GROUP	74/664,717	United States	April 21, 1995
WHERE FASHION & VISION COME TOGETHER	2,029,892	United States	January 14, 1997

5. Things Remembered, Inc.

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
HQ GIFTS	1,635,794	United States	February 19, 1991
THINGS ENGRAVED	1,185,199	United States	January 5, 1982

6. Things Remembered Personalized Gifts, Inc.

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
WHERE AMERICA SHOPS FOR KEYS <i>(formerly owned by Cole Gift Centers, Inc.)</i>	1,574,053	United States	December 26, 1989
PERSONALLY YOURS MONOGRAMMED & ENGRAVED GIFTS <i>(formerly owned by Cole Gift Centers, Inc.)</i>	2,119,030	United States	December 9, 1997
MONOGRAMS ETC. <i>(formerly owned by Things Remembered, Inc.)</i>	1,627,655	United States	December 11, 1990
DANBURY CLOCK COMPANY <i>(formerly owned by Things Remembered, Inc.)</i>	1,809,064	United States	December 7, 1993
THINGS REMEMBERED <i>(formerly owned by Things Remembered, Inc.)</i>	1,022,232	United States	October 7, 1975
THINGS REMEMBERED ENGRAVED GIFTS <i>(formerly owned by Things Remembered, Inc.)</i>	1,305,481	United States	November 13, 1984

7. Cole Lens Supply, Inc.

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	DATE OF ISSUANCE
ABCLENS	1,837,483	United States	May 24, 1994
SOFT CONTACT LENS REPLACEMENT CENTER	1,471,058	United States	December 29, 1987
EYE AND BOTTLE DESIGN	1,471,057	United States	December 29, 1987

8. Pearle Trust B.V. (formerly owned by Pearle B.V.)

TRADEMARK/SERVICE MARK	REG. NO.	COUNTRY	EXPIRY DATE
BRILMIJ	151982	Benelux	February 27, 2009
BRILMIJ	412470	Benelux	October 10, 2005
BRILMIJ PEARLE EXPRESS	474810	Benelux	November 10, 2009
BRILMIJ PEARLE VISION CENTER	151983	Benelux	February 27, 2010
BRILMIJ PEARLE VISION CENTER	151984	Benelux	February 27, 2010
BRILMIJ PEARLE VISION CENTER	398777	Benelux	April 6, 2004
BRILMIJ PEARLE VISION CENTER	414783	Benelux	November 6, 2005
CARLO SEBASTIANO	455442	Benelux	Expired
OPTIQUE PEARLE	455452	Benelux	August 5, 2008
PEARLE	455453	Benelux	August 5, 2008
PEARLE ROYALE	413488	Benelux	August 13, 2005
PEARLE VISION CENTER	414784	Benelux	November 6, 2005
PEARLE VISION CENTER	455443	Benelux	May 19, 2008
PEARLE VISION CENTER	455444	Benelux	May 19, 2008
PEARLE VISION CENTER	376026	Benelux	July 22, 2011
PEARLE VISION CENTER	376027	Benelux	July 22, 2011

**TRADEMARK LICENSE AGREEMENTS**

TRADEMARK	LICENSOR	LICENSEE
PEARLE VISION CENTER WITH OTHER TRADEMARKS ASSOCIATED THEREWITH	Pearle Health Services, Inc.	Pearle Vision Center, Inc.
EYELAB	Individ BV	Pearle, Inc.
PEARLE VISION CENTER, PEARLE VISION EXPRESS ALONG WITH OTHER TRADEMARKS ASSOCIATED THEREWITH	Pearle, Inc.	Pearle Vision Center of Puerto Rico, Inc.
WRANGLER	Blue Bell, Inc.	Pearle, Inc.
<i>Identified in Security Agreement as SEE ANNEX A ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN</i>	Pearle, Inc.	Pearle, B.V.
<i>Identified in Security Agreement as SEE ANNEX A ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN</i>	Pearle Health Services, Inc.	Pearle, B.V.