

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America as successor in interest to NationsBank, N.A.		05/12/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AAi.FosterGrant, Inc. as successor in interest to BEC Distribution, Inc.
Street Address:	500 George Washington Highway
City:	Smithfield
State/Country:	RHODE ISLAND
Postal Code:	02917
Entity Type:	CORPORATION: RHODE ISLAND

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	0703527	FOSTER GRANT
Registration Number:	0904720	AQUA-MATES
Registration Number:	0952456	EYE GEAR
Registration Number:	1255021	FOSTER GRANT
Registration Number:	2159786	SPARE PAIR

CORRESPONDENCE DATA

Fax Number: (703)749-1301
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-331-3105
 Email: tcotmdkt@gtlaw.com
 Correspondent Name: Steven J. Wadyka, Jr.
 Address Line 1: 1750 Tysons Boulevard
 Address Line 2: Suite 1200
 Address Line 4: McLean, VIRGINIA 22102

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ATTORNEY DOCKET NUMBER:	083557.073100
NAME OF SUBMITTER:	Steven J. Wadyka, Jr.
Signature:	/steven j. wadyka, jr./
Date:	12/14/2007

Total Attachments: 6

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DISCHARGE OF SECURITY INTEREST IN TRADEMARKS

This Discharge of the Security Interest in Trademarks is given this 12TH day of May, 2006 by Bank of America, N.A. (as successor in interest to NationsBank, National Association (Carolinas)) ("Assignee"), having an office located at 335 Madison Avenue, New York, New York 10017 to AAI.FosterGrant, Inc. (as successor in interest to BEC Distribution, Inc.), having a principal place of business at 500 George Washington Highway, Smithfield, Rhode Island 02917 (the "Assignor").

WITNESSETH:

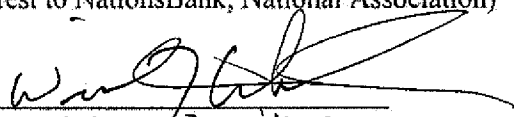
WHEREAS, Assignor granted to Assignee a security interest in certain trademarks identified in Appendix A, pursuant to the Third Amended and Restated Intellectual Property Security Agreement dated March 6, 1995, and recorded on Reel/Frame 1323/0462 on March 22, 1995; and

WHEREAS, the obligations secured by said security interest have been paid in full or otherwise satisfied.

NOW THEREFORE, for and in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignee hereby declares that said security interest is hereby DISCHARGED, RELEASED AND TERMINATED, and the recording officer in the U.S. Patent and Trademark Office, is hereby authorized to cancel the Third Amended and Restated Intellectual Property Trademark Security Agreement of record.

IN WITNESS WHEREOF, the Assignee has caused this instrument to be executed by its proper corporation officer on the date first written above.

BANK OF AMERICA, N.A. (as successor in
Interest to NationsBank, National Association)

By: 
Name: William J. Wilson
Title: Vice President

STATE OF _____)
)
COUNTY OF _____)

On the 12TH day of MAY, 2006 before me, the undersigned, a Notary Public in and for the said state, personally appeared WILLIAM J. WILSON VICE PRESIDENT of Bank of America, N.A. who proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the person upon behalf of which he/she acted, executed the instrument.

Hannelore-Gabriela Braunstein
Notary Public

HANNELORE-GABRIELA BRAUNSTEIN
Notary Public, State of New York
No. 01BR6060756
Qualified in Kings County
Commission Expires July 2, 2007

APPENDIX A

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BENSAFE	0396435	07/14/1942
OPTI-CLIPS	0615752	11/08/1955
SUN SNOOZERS	0642912	03/19/1957
OPTI-CLIPOVER	0666855	09/09/1958
FOSTER GRANT	0703527	08/30/1960
BENSON'S	0837916	10/31/1967
BENCOTE	0839945	12/05/1967
AQUA-MATES	0904720	12/22/1970
EYE GEAR	0952456	01/30/1973
BENSON'S	1007606	03/25/1975
ISN'T THAT YOU BEHIND THOSE FOSTER GRANT	1147544	02/24/1981
INTERNATIONAL	1167027	09/01/1981
INTERNATIONAL	1127836	12/18/1979
FG	1156236	06/02/1981
EYE-DENTIFICATION	1167101	09/01/1981
FOSTER GRANT	1255021	10/25/1983
SPEC 1000	1253656	10/11/1983
FG	1264781	01/24/1984
FOSTER GRANT	1303854	11/06/1984
XL SERIES	1324192	03/12/1985
SUN PROTECTORS BY OPTI-RAY	1334128	05/07/1985

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OPTI-RAY	1340304	06/11/1985
OPTIVISION	1507867	10/11/1988
DRIVER'S CHOICE	1462644	10/27/1987
OV	1478471	03/01/1988
BLU-TECH 500	1514437	11/29/1988
BONNEAU	1547153	07/11/1989
WALKABOUTS	1560590	10/17/1989
SHOCKWAVES	1586566	03/13/1990
AVANCE	1538041	05/09/1989
SUNSEEKERS	1544278	06/20/1989
SEYMOUR SHADES	1569377	12/05/1989
REACT-A-MATIC	1556631	09/19/1989
PLUS MERCHANDISING	1548726	07/18/1989
VIEWPOINTS	1544279	06/20/1989
TEASERS	1548124	07/18/1989
SCRIP CLIP	1616531	10/09/1990
SPECTACULAR SHADES	1640298	04/09/1991
ROBERTO MORELLI	1692497	06/09/1992
LA BELLE FEMME	1619658	10/30/1990
DESERT SANDS	1614733	09/25/1990
ESSENTIAL EYES	1692701	06/09/1992
PROFILES	1681842	04/07/1992
RENAULD INTERNATIONAL	1672490	01/21/1992
SPS	1742192	12/22/1992
SPORTICA	1765227	04/13/1993

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TRADEMARK
REEL: 003679 FRAME: 0300

BENSON OPTICAL	1762534	04/06/1993
FOSTER GRANT	74297476 (Serial Number)	7/22/1992
UNITED SHADES OF OPTI- RAY	1799189	10/19/1993
SPARE PAIR	2159786	05/26/1998
SPARE PAIR USA	2133587	02/03/1998
SPARE PAIR PLUS	2133588	02/03/1998
SPARE PAIR PREMIER	2133589	02/03/1998
OPTI SIGHT	1956722	02/13/1996
T.G.I.F. EYE WEAR	74406671 (Serial Number)	6/28/1993
SUPERIOR LENSES	74406951 (Serial Number)	6/24/1993
THE MOOD MAKERS	1895567	05/23/1995
SUNFIGHTERS	1857578	10/11/1994
OZONE SHIELD	74462673 (Serial Number)	11/24/1993
MVP	74483073 (Serial Number)	1/27/1994
TIMELESS VISIONS	74483074 (Serial Number)	1/27/1994
MARK	74522059 (Serial Number)	5/6/1994
RADZ	1914705	08/29/1995
THE TRUSTED NAME IN SUNGLASSES	1962784	03/19/1996
BESTSELLERS	1916286	09/05/1995
ZONE 3	1916287	09/05/1995
PRESCRIPTIVES	74587472 (Serial Number)	10/19/94
AVANCE	74587473 (Serial Number)	10/19/1994
MALAGO BAY	1975432	05/21/1996

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TRADEMARK
REEL: 003679 FRAME: 0301

SUNSEEKERS	74587475 (Serial Number)	10/19/1994
IMAGE MAKERS	1925265	10/10/1995
AUTO-FLIPS	0986405	06/18/1974
BLU-TECH 500	74619021 (Serial Number)	1/9/1995
THE TRUSTED NAME IN READING GLASSES	74560378 (Serial Number)	8/12/1994
REBELS (LOGO)	1992509	8/13/1996
REBELS	1988010	7/23/1996

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