

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
Eyeglass World, LLC		01/22/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	The Governor and Company of the Bank of Ireland
Street Address:	Lower Baggot Street
City:	Dublin
State/Country:	IRELAND
Postal Code:	2
Entity Type:	COMPANY: IRELAND

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78434120	FIRENZE
Serial Number:	78434108	MASSIMO
Registration Number:	3099755	EYEGLOSS WORLD
Registration Number:	3190487	EYEGLOSS WORLD
Registration Number:	2981156	MACARIUS
Registration Number:	2970617	ALEC
Registration Number:	2967162	EYE2K

CORRESPONDENCE DATA

Fax Number: (202)585-8080
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: nptm@nixonpeabody.com
 Correspondent Name: Susan M. Freedman, Nixon Peabody LLP
 Address Line 1: 401 9th Street, N.W.
 Address Line 2: Suite 900

CH \$190.00 78434120

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:

042877-7

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Susan M. Freedman

Signature:

/Susan M. Freedman/

Date:

01/26/2009

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") made as of this 22nd day of January, 2009 by Eyeglass World, LLC, a Delaware limited liability company ("Grantor"), in favor of The Governor and Company of the Bank of Ireland, in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee");

WITNESSETH

WHEREAS, Grantor, Grantee, National Vision, Inc. ("Company"), certain Guarantors named therein and Lenders are parties to a certain Credit Agreement, dated as of June 8, 2006 (as the same has been amended prior to the date hereof and as may be amended or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, pursuant to the terms of a certain Guaranty dated as of June 8, 2006, among Grantor and certain other obligors (as the same has been amended prior to the date hereof and as may be amended or otherwise modified from time to time, the "Guaranty"), Grantor has agreed to guarantee payment of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to the terms of a certain Security Agreement dated as of June 8, 2006, among Grantor, Grantee and certain other obligors (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of itself and Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Credit Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts guaranteed by Grantor under the Guaranty;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

EYEGLOSS WORLD, LLC

By: 

Name: *Mitchell Goodman*

Title: *Secretary, Senior Vice President, General Counsel*

Signature page to Trademark Security Agreement


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

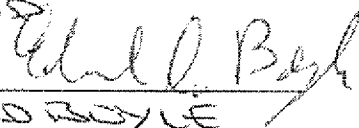
EYEGLOSS WORLD, LLC

By: _____
Name:
Title:

Agreed and Accepted
As of the Date First Written Above



THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND,
as Administrative Agent

By: 
Name: LOUISE O'CONNOR
Title: VP

By: 
Name: ED BOYLE
Title: SVP

SCHEDULE 1

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Registration No.</u>	<u>Date Registered</u>
The color(s) blue and red is/are claimed as a feature of the mark. The letters in the words EYEGLASS WORLD are blue, and the eyeglass device is red. The mark consists of the words "EYEGLASS WORLD" in a stacked configuration wherein an eyeglass device forms the "G" and "O". 	3,099,755	June 6, 2006
The color(s) blue and red is/are claimed as a feature of the mark. All letters in the wording EYEGLASS WORLD are blue except for the letter "G"; the eyeglass device, representing the letter "G", is red. The mark consists of the words "EYEGLASS WORLD" wherein an eyeglass device forms the "G". 	3,190,487	January 2, 2007
Word mark: "MACARIUS"	2,981,156	August 2, 2005
Word mark: "ALEC"	2,970,617	July 19, 2005
Word mark: "EYE2K"	2,967,162	July 12, 2005

TRADEMARK APPLICATIONS

<u>Trademark Application Description</u>	<u>U.S. Application No.</u>	<u>Date Applied</u>
Word mark: "FIRENZE" (Abandoned)	78434120	June 11, 2004
Word mark: "MASSIMO" (Abandoned)	78434108	June 11, 2004