

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		RELEASE BY SECURED PARTY	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ATALAYA ADMINISTRATIVE LLC		03/25/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	MORGENTHAL-FREDERICS OPTICIANS, INC.		
Street Address:	2651 N. Crimson Canyon Drive		
Internal Address:	Suite 200		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89128		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2964808	MORGENTHAL FREDERICS	
CORRESPONDENCE DATA			
Fax Number:	(212)735-8708		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 735-8600		
Email:	msegui@morrisoncohen.com		
Correspondent Name:	Sean D. Wissman, Esq.		
Address Line 1:	909 Third Avenue, 27th Floor		
Address Line 2:	Morrison Cohen LLP		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	020813-0004(SWISSMAN)		
NAME OF SUBMITTER:	Sean D. Wissman		
Signature:	/SEAN D. WISSMAN/		

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TRADEMARK
 REEL: 004175 FRAME: 0567

Date:

03/29/2010

Total Attachments: 3

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of March 25, 2010, is made by ATALAYA ADMINISTRATIVE LLC, in its capacity as administrative agent for certain lenders (such lenders, the "Lenders") (in such capacity, the "Secured Party").

WHEREAS, LUXURY OPTICAL HOLDINGS (INTERMEDIARY) CO, LUXURY OPTICAL HOLDINGS CO., MORGENTHAL-FREDERICS OPTICIANS, INC., MORGENTHAL FREDERICS OF BOSTON, INC., N. Y. SEE, INC., MORGENTHAL-FREDERICS OPTICAL STORES, INC., LUNETTES, LLC, OPTICAL FASHION CENTER, INC., MANJACK OPTICS, INC., and OPTICAL DISPENSARY MANAGEMENT, INC. (each, a "Grantor" and collectively, the "Grantors") have granted a security interest in its personal property to the Secured Party, for the benefit of itself and the Lenders, including without limitation a security interest in Grantors' trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on August 6, 2009 at Frame 4038 and Reel 0723, on August 11, 2009 at Reel 4041 and Frame 0476 and Reel 4041 and Frame 0494, and on September 23, 2009 at Reel 4066 and Frame 0545.

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of the Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

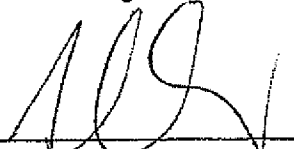
1. all of the Trademarks including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantors against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

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IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

ATALAYA ADMINISTRATIVE LLC,
as administrative agent



By:  _____

Name: Ivan Q. Zinn

Title: Authorized Signatory

[Signature Page to Termination of Trademark Security Agreement]

Schedule A

Mark	Serial No.	Status	Owner
SCENE	77825902	Pending	Holdings
◆ DAVANTE ◆	77825359	Pending	Holdings
	77825357	Pending	Holdings
OPTICA	77825360	Pending	Holdings
MORGENTHAL FREDERICS	77826153	Pending	Holdings
	77826149	Pending	Holdings
DAVANTE	3,233,296	Registered	Holdings
OPTICA	1,561,827	Registered	Holdings
AU COURANT	1,874,380	Registered	Holdings
MORGENTHAL FREDERICS	2,964,808	Registered	Morgenthal-Frederics Opticians, Inc.
MAX & CO.	1,717,772	Registered	Optical Fashion Center, Inc.