

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
VSP Holding Company, Inc.		12/15/2011	CORPORATION: DELAWARE
Marchon Eyewear, Inc.		12/15/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 112**

Property Type	Number	Word Mark
Registration Number:	1653533	ACCUFLEX
Registration Number:	2199773	ADD-POWER
Registration Number:	2580254	AIRLOCK
Registration Number:	1826203	ALTAIR
Registration Number:	2187506	
Registration Number:	1517846	AUTOFLEX
Registration Number:	2523650	BENDABLES
Registration Number:	3621188	BENDABLES
Registration Number:	2676669	BENDABLES
Registration Number:	1989164	BLUE RIBBON
Registration Number:	1535392	BORN HOT
Registration Number:	1873211	C.E.O. CAREER EYEWEAR OPTIONS
Registration Number:	1544219	CAMFLEX

CH \$2815.00 1653533

Registration Number:	2207401	CARE FROM OFFICEMATE
Registration Number:	1583418	CFG
Serial Number:	77172541	CHAPARRAL
Registration Number:	2581795	CONNECTING CARE WITH REVENUE
Registration Number:	2433800	DURAFLEX
Registration Number:	4039633	EX3D
Registration Number:	4039634	EX3D
Serial Number:	85126065	EX3D EXPERIENCE
Serial Number:	85126068	EX3D EXPERIENCE
Registration Number:	2649158	EXAMWRITER
Registration Number:	2654609	EXTREME FLEX
Serial Number:	75089860	EXTREME LIFESTYLE
Registration Number:	2457529	EXTREME SUNS
Serial Number:	75209361	EXTREME VIEWS
Serial Number:	85257730	EYE MAKE A DIFFERENCE
Registration Number:	1526874	EYE-GLASSERY
Registration Number:	2220647	EYEWARE
Serial Number:	76036953	FLEXALLOY
Registration Number:	2457657	FLEXCEL
Serial Number:	74082979	FLEXIBLE FRAMES
Registration Number:	1747691	FLEXON
Registration Number:	2541409	FLEXON SELECT
Registration Number:	2375786	FLEXSTAR
Registration Number:	2528270	FLEXTRA
Registration Number:	1713331	F
Serial Number:	74356875	GENESIS
Registration Number:	1531740	I-F/X
Registration Number:	1546135	I-FX
Serial Number:	77937069	KISS & KILL
Serial Number:	85149684	KISS & KILL
Registration Number:	3389734	LEGENDS 4.0 OPTICAL LABORATORY
Registration Number:	1363046	M
Serial Number:	78551270	MADE TO MOVE
Registration Number:	3982693	M3D
Registration Number:	4016136	M3D

	85230227	M3D
Serial Number:	85318924	M3D
Registration Number:	1369878	MARCHON
Registration Number:	1382403	MARCHON
Registration Number:	2144197	MARCHON
Registration Number:	1922081	MARCHON
Registration Number:	1925082	MARCHON
Registration Number:	1922270	MARCHON
Registration Number:	1928776	MARCHON
Registration Number:	2016600	MARCHON
Registration Number:	1544397	MARCHON
Registration Number:	1960568	MARCHON
Registration Number:	1385281	MARCHON
Registration Number:	1369879	MARCHON
Registration Number:	4029772	MARCHON3D
Serial Number:	74082978	MEMORY METAL
Registration Number:	2480612	MICROTECH
Registration Number:	2675800	MM MEMORY METAL
Registration Number:	2948734	MVP MARCHON VALUED PARTNERS
Registration Number:	1576183	MPX
Registration Number:	1657599	NATIONAL LENS CARE
Registration Number:	1330629	OFFICE MATE SYSTEM
Registration Number:	2011326	OFFICEMATE
Registration Number:	1662283	OPIS
Serial Number:	76475429	OPIS
Serial Number:	75424023	OPTIFLEX
Registration Number:	1445102	OP-TOPICS
Registration Number:	1416633	ORDERMASTER
Registration Number:	2032911	QUICK CHANGE CABLE
Serial Number:	75870716	REBOUND
Serial Number:	75869706	RECOVER
Serial Number:	76054518	REFORM
Serial Number:	76002532	REMOTE JOB ENTRY
Serial Number:	75912008	SELECT
Serial Number:	76164979	SMARTFLEX

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Serial Number:	75869704	SOTA
Registration Number:	2974508	STAINLESS +
Registration Number:	2769945	SUNCENTER
Registration Number:	2776536	SUNCENTER
Registration Number:	1588592	SUNMIRRORS
Registration Number:	1607209	SUNSTAR
Registration Number:	2042285	SUPERTHIN BY MARCHON
Registration Number:	2376178	TANOS
Registration Number:	2376177	TANOS TITANIUM
Registration Number:	2957105	TECH-FLEX
Registration Number:	1348740	THE MARCHON EYES HAVE IT
Registration Number:	2352921	THE METAL WITH A MEMORY
Registration Number:	1874564	TI 22
Registration Number:	2474283	TIFLEX
Registration Number:	2955609	TI-LIGHT
Serial Number:	78218785	TILITE
Registration Number:	3209757	TITANTWIST
Registration Number:	2239881	TRES JOLI
Registration Number:	3015549	TRES JOLIE
Registration Number:	1866272	TRIAD
Registration Number:	2548326	TRUFLEX
Registration Number:	3336669	ULTRACLIP
Registration Number:	2255798	ULTRAFIT
Serial Number:	75428936	ULTRAFLEX
Serial Number:	75636820	URLO
Registration Number:	1784010	VERSA-RULE
Serial Number:	75222217	VICTORIA
Registration Number:	2538458	X-FLEX

**CORRESPONDENCE DATA**

Fax Number: (212)455-2502  
Phone: (212) 455-2222  
Email: ksolomon@stblaw.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

**TRADEMARK**  
**REEL: 004698 FRAME: 0597**

Correspondent Name: Marcela Robledo, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1652
NAME OF SUBMITTER:	Marcela Robledo
Signature:	/mr/
Date:	01/13/2012

Total Attachments: 19  
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GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of December 15, 2011 is made by VSP Holding Company, Inc. and Marchon Eyewear, Inc. (the "Borrowers"), in favor of JPMorgan Chase Bank, N.A., a national banking association, with an address at P.O Box 2558, Houston, Texas 77252, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of December 15, 2011 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Borrower, the Lenders, and the Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to provide the credit facilities described therein upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Borrowers have executed and delivered a Guarantee and Collateral Agreement, dated as of December 15, 2011 in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Borrowers pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Borrower has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make their respective extensions of credit to the Borrowers pursuant to the Credit Agreement, the Borrower agrees, for the ratable benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Borrower hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all of the Borrower's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

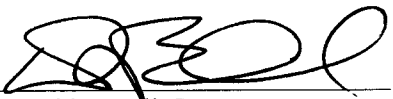
SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

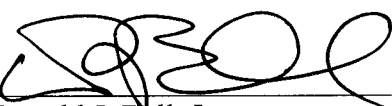
SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

VSP HOLDING COMPANY, INC.

By:   
Name: Donald J. Ball, Jr.  
Title: Senior Vice President & Chief Financial Officer  
Date: January 3, 2012

MARCHON EYEWEAR, INC.

By:   
Name: Donald J. Ball, Jr.  
Title: Senior Vice President  
Date: January 3, 2012

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By: \_\_\_\_\_  
Name:  
Title:  
Date:



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

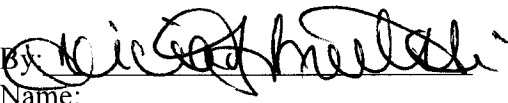
VSP HOLDING COMPANY, INC.

By: \_\_\_\_\_  
Name:  
Title:  
Date:

MARCHON EYEWEAR, INC.

By: \_\_\_\_\_  
Name:  
Title:  
Date:

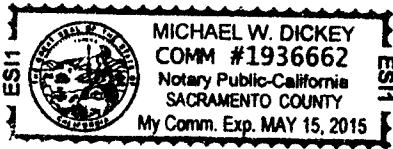
JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By:   
Name:  
Title: **ALICIA T. SCHREIBSTEIN**  
Date: 1/5/2012 **VICE PRESIDENT**

ACKNOWLEDGMENT OF BORROWERS

STATE OF CALIFORNIA            )  
  ) ss  
COUNTY OF SACRAMENTO        )

On the 3rd day of January, 2012, before me personally came Donald Ball, Jr., who is personally known to me to be the SUP & CFO of VSP Holding Co. Inc., a Delaware corporation; who, being duly sworn, did depose and say that ~~she~~/he is the SUP & CFO in such company, the company described in and which executed the foregoing instrument; that ~~she~~/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such company; and that ~~she~~/he acknowledged said instrument to be the free act and deed of said company.



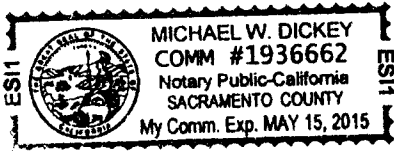
Michael W Dickey  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

ACKNOWLEDGMENT OF BORROWERS

STATE OF CALIFORNIA            )  
  ) ss  
COUNTY OF SACRAMENTO        )

On the 3rd day of January, 2012, before me personally came \_\_\_\_\_, who is personally known to me to be the SVP & CEO<sup>MD</sup> of Marchon Eyewear, Inc., a Delaware corporation; who, being duly sworn, did depose and say that ~~she~~/he is the SVP in such company, the company described in and which executed the foregoing instrument; that ~~she~~/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such company; and that ~~she~~/he acknowledged said instrument to be the free act and deed of said company.



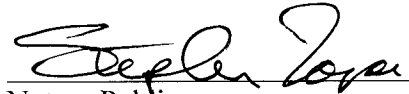
Michael W Dickey  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

ACKNOWLEDGMENT OF ADMINISTRATIVE AGENT

STATE OF New York )  
 ) ss  
COUNTY OF Suffolk )

On the 5<sup>th</sup> day of January, ~~2011~~<sup>2012</sup>, before me personally came Alicia Schreibstein, who is personally known to me to be the vice President of JPMorgan Chase Bank, N.A., a national banking association; who, being duly sworn, did depose and say that she/he is the Vice President in such association, the association described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such association; and that she/he acknowledged said instrument to be the free act and deed of said association.

  
\_\_\_\_\_  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STEPHEN ZAJAC  
Notary Public, State of New York  
No. 01ZA5020625  
Qualified in Suffolk County  
Commission Expires Jan. 10, ~~2008~~<sup>2014</sup>

**SCHEDULE A**

**U.S. Trademark Registrations and Applications**

<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
ACCUFLEX	US	1,653,533	8/13/91	9	Eyeglass frames	AB	ABANDONED	544912-8560
ADD-POWER	US	2,199,773	10/27/98	9	Computer software for inventory and order control and billing in the field of eyewear	R	Renewal due 10/27/18	544912-8029
AIRLOCK	US	2580254	6/11/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases for eyeglasses and sunglasses	R	Renewal due 6/11/12	544912-8910
ALTAIR	US	1,826,203	3/15/94	9	Eyewear, namely, eyeglasses frames and lenses	R		
ANTHROPO-MORPHIZED FIGURE DESIGN 1	US	2,187,506	9/8/98	9	Computer software for office accounting, professional practice management, word processing and appointment scheduling and user manuals therefor	AB	ABANDONED	544912-8031
ANTHROPO-MORPHIZED FIGURE DESIGN 2	US			9	Computer software for office accounting, professional practice management, word processing and appointment scheduling and user manuals therefor	NF	None	544912-8032
AUTOFLEX	US	1,517,846	12/27/88	9	Eyeglasses and eyeglass lenses	R	Renewal due 12/27/18	544912-8180
AUTOFLEX (Stylized)	US					NF	Not Filed	544912-8602
BENDABLES	US	2,523,650	12/25/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8049
BENDABLES	US	3,621,188	12/22/09	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Section 8 & 15 due 5/12/15	544912-8049.1

**TRADEMARK**

**REEL: 004698 FRAME: 0606**

<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
BENDABLES and Design	US	2,676,669	1/21/03	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	R	Renewal due 1/21/13	544912-8950
BLUE RIBBON & Design	US	1,989,164	7/23/96	9	Eyeglass frames	R	Renewal due 7/23/16	544912-8012
BORN HOT	US	1,535,392	4/18/89	25	Clothing, namely shirts	AB	ABANDONED	544912-8250
C.E.O. (CAREER EYEWEAR OPTIONS) and Design	US	1,873,211	1/10/95	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8009
CAMFLEX	US	1,544,219	6/20/89	9	Eyewear, namely eyeglasses, sunglasses and frames and lenses therefor	AB	ABANDONED	544912-8091
CARE FROM OFFICEMATE	US	2,207,401	12/1/98	9	Computer software for report writing and communications for vision and eyewear professionals	AB	ABANDONED	544912-8019
CFG	US	1,583,418	2/20/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	ABANDONED	544912-8444
CHAPARRAL	US	771172,541	05/03/07	9	Eyeglasses, sunglasses, eyeglass and sunglasses frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	AB	ABANDONED	544912-8980
CONNECTING CARE WITH REVENUE	US	2,581,795	06/18/02	9	Practice automation computer software for use in database management, for use in processing patient billing records and for use in processing billing for patient claims with medical insurance providers for eyecare practitioners	AB	ABANDONED	544912-8982
DELTA SYSTEMS	US	Not Filed		9	Computer software for inventory and order control and billing in the field of eyewear	NF	Not Filed	544912-8028
DURAFLEX and Design	US	2,433,800	3/6/01	9	Eyeglasses, sunglasses and sunglass frames	R	Renewal Due 3/6/21	544912-8036

TRADEMARK  
REEL: 004698 FRAME: 0607

<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
DYNALITE	US	Not Filed		9		NF	None	544912-8448
EX3D	US	4039633	10/11/11	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	R	Declaration of Use due 10/11/17	544912-8993
EX3D design	US	4039634	10/11/11	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	P	Declaration of Use due 10/11/17	544912-8994
EX3D EXPERIENCE	US	(85/126065)	9/9/10	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	P	Statement of Use/2nd Extension of Time request due 03/01/12	544912-8995
EX3D EXPERIENCE design	US	(85/126068)	9/9/10	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	P	Statement of Use/2nd Extension of Time request due 03/01/12	544912-8996
EXAMWRITER	US	2649158	11/12/02	9	Medical records software for the express use by medical professionals to digitally record patient's clinical findings and capture an electronic drawing in a data base for future retrieval and reference	R	Renewal due 11/12/12	544912-8957
EXTREME FLEX	US	2,654,609	11/26/02	9	Eyeglasses, sunglasses and sunglass frames	AB	ABANDONED	544912-8034
EXTREME LIFESTYLE	US	75/089860	4/17/96	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8021
EXTREME SUNS	US	2,457,529	6/5/01	9	Sunglasses and sunglass frames	AB	ABANDONED	544912-8024
EXTREME VIEWS	US	75/209362	12/6/96	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8023
EYE MAKE A DIFFERENCE	US	(85/257730)	(03/04/11)	9	Corporate program for recognizing individuals for charitable and/or humanitarian activities	P		544912-80001
EYE-GLASSERY	US	1,526,874	2/28/89	16	Optical publications, namely newsletters, magazines, brochures and columns	R	Renewal due 2/28/19	544912-8160

TRADEMARK

REEL: 004698 FRAME: 0608

<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
EYEWARE	US	2,220,647	1/26/99	9	Computer software for office accounting, practice management, word processing and scheduling for health professionals, including vision professionals	AB	ABANDONED	544912-8013
FLEXALLOY	US	76/036,953	4/28/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8696
FLEXCEL	US	2,457,657	6/5/01	9	Eyeglasses, sunglasses, and eyeglass frames	AB	ABANDONED	544912-8603
FLEXIBLE FRAMES	US	74/082979	7/30/90	9	Eyeglass frames	AB	ABANDONED	544912-8563
FLEXIBLES	US	Not Yet Filed		9	Eyeglasses, sunglasses, eyeglass frames, and eyeglass cases			544912-8134
FLEXON	US	1,747,691	1/19/93	9	Eyeglass frames and metal material for use in eyeglass frames	R	Renewal due 1/19/13	544912-8561
FLEXON SELECT	US	2,541,409	2/19/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Renewal due 2/19/12	544912-8038
FLEXON, THE METAL WITH....	US	Not Filed		9		NF	Not Filed	544912-8601
FLEXSPEX	US	Not Yet Filed			Eyeglasses, sunglasses, eyeglass frames and eyeglass cases			544912-8688
FLEXSTAR (Ambassador mark)	US	2375786	8/8/00	9	Eyewear, namely spectacles, spectacle frames, sunglasses and cases for such items of eyewear	AB	ABANDONED	544912-8118
FLEXSTAR (Marchon mark)	US	Not Yet Filed		9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	NF	Not Filed	544912-8119
FLEXTRA	US	2,528,270	1/8/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8686
F-LOGO	US	1,713,331	9/8/92	9	Eyeglass frames	R	Next renewal due 9/8/12	544912-8598

**TRADEMARK**  
**REEL: 004698 FRAME: 0609**



<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
GENESIS	US	74/356,875	2/8/93	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8002
I-F/X	US	1,531,740	3/28/89	9	Eyewear lenses	R	Renewal due 3/28/19	544912-8260
I-FX & Design	US	1,546,135	7/4/89	9	Eyewear lenses	AB	ABANDONED	544912-8280
I-FX MIRRORS	US	Not Filed		9		NF	Not Filed	544912-8270
KISS & KILL	US	(77/937069)	2/16/10	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	P	Statement of Use/2 <sup>nd</sup> Extension of time request due 3/15/12	544912-8989
KISS & KILL design	US	(85/149684)	10/11/10	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	P	Application Opposed Motion filed 12/5/11	544912-8989.1 and 544912-5597
LEGENDS 4.0 OPTICAL LABORATORY	US In the name of Altair Eyewear, Inc.	3,389,734	2/26/08	35	Wholesale distributorships featuring optical products, namely frames, spectacle lenses contact lenses, sunglasses, ophthalmic equipments, eyeglass cases and supplies, pharmaceuticals and broad-band multi-layer think film coatings	R		
M DOT LOGO	US	1,363,046	10/1/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 10/1/15	544912-8020
MADE TO MOVE	US	78/551,270	1/20/2005	16	Paper goods and printed matter, namely advertising pamphlets, signs, cardboard and paper floor display units for merchandising products, counter cards, postcards, bumper stickers, note pads, posters and banners	AB	ABANDONED	544912-8976

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M3D	US	3982693	06/21/11	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	R	Declaration of Use due 06/21/17 Registration Renewal due 06/21/21	544912-8991
M3D	US	4016136	08/23/11	9	Eyewear lenses and sun wear lenses	R	Declaration of Use due 8/23/17	544912-80002
M3D design	US	(85/230227)	(1/31/11)	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	P	Allowed Statement of Use/1 <sup>st</sup> Extension of Time due 2/2/12	544912-8999
M3D design	US	(85/318924)	(05/12/11)	9	eyewear lenses and sun wear lenses	P	Published	544912-80005
MARCHON	US	1,369,878	11/12/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 11/12/15	544912-8001
MARCHON	US	1,382,403	2/11/86	25	Sportswear and knitwear, namely sweaters, shirts and hats	R	Renewal due 2/11/16	544912-8040
MARCHON	US	2,144,197	3/17/98	35	Distributor and supply services in the field of eyeglasses, eyeglass frames, sunglasses and parts thereof	R	Renewal due 3/17/18	544912-8041
MARCHON	US	1,922,081	9/26/95	21	Housewares, namely mugs	R	Renewal due 9/26/15	544912-8200
MARCHON	US	1,925,082	10/10/95	8	Utility knives and tool and repair kits for eyeglasses, comprising essentially screwdrivers, screws, temple tips and structural spare parts for eyeglasses	R	Renewal Due 10/10/15	544912-8210
MARCHON	US	1,922,270	9/26/95	30	Candy	R	Renewal Due 9/26/15	544912-8220

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<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
MARCHON	US	1,928,776	10/24/95	16	Office and desk accessories, namely desk caddies, letter holders and pens and pencils	R	Renewal Due 10/24/15	544912-8230
MARCHON	US	2,016,600	11/19/96	12	Automobile accessories, namely windshield sunshades	AB	ABANDONED	544912-8240
MARCHON	US	1,544,397	6/20/89	16	Publications, namely catalogs, brochures, periodical newsletters, magazines, columns dealing with optical goods and eye care	R	Renewal due 6/20/19	544912-8445
MARCHON	US	CUSTOMS MATTERS		9				544912-8472
MARCHON	US	CUSTOMS MATTERS		25				544912-8473
MARCHON	US	1,960,568	3/5/96	18	Luggage, all purpose sport bags and all purpose travel bags	R	Renewal Due 3/5/16	544912-8528
MARCHON and Design	US	1,385,281	3/4/86	25	Sportswear and knitwear, namely sweaters, shirts and hats	AB	ABANDONED	544912-8050
MARCHON & Design	US	1,369,879	11/12/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	AB	ABANDONED	544912-8010
MARCHON3D	US	4029772	09/20/11	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, cases for eyeglasses and sunglasses, clip-on sunglasses, eyeglass chains and reading eyeglasses	R	Renewal due 9/21/21	544912-8990
MEMORY METAL	US	74/082978	7/30/90	9	Eyeglass frames	AB	ABANDONED	544912-8562
METROPOLIS	US	Not Filed		9		NF	Not Filed	544912-8003
MICROTECH	US	2,480,612	8/21/01	9	Optical frames	R		
MM MEMORY METAL AND DESIGN	US	2,675,800	1/21/03	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8615

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<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
MVP MARCHON VALUED ARTNERS	US	2,948,734	5/10/05	35	Retail store services, namely incentive award programs	R	Registration Renewal due 5/10/15	544912-8964
MXP	US	1,576,183	1/9/90	9	Eyewear, namely eyeglasses and eyeglass frames	AB	ABANDONED	544912-8455
NATIONAL LENSCARE & DESIGN	US	1,657,599	9/17/91	36	Underwriting extended service contracts for contact lenses	AB	ABANDONED	544912-8707
OFFICE MATE SYSTEM	US	1,330,629		9		AB	ABANDONED	544912-8706
OFFICEMATE	US	2,011,326	10/29/96	9	Computer programs recorded on magnetic disks which are designed and marketed solely for use in office accounting, practice management, word processing and scheduling by health care professionals including ophthalmologists and opticians	R	Renewal due 10/29/16	544912-8015
OPIS	US	16622.83	10/29/91	9	Computer software for use information and instructions to optometric patients	AB	ABANDONED	544912-8048
OPIS	US	76/475429	12/16/02	9	Computer program and user manual sold	AB	ABANDONED	544912-8965
OPTIFLEX	US	75/424,023	1/27/98	9	Eyeglasses, sunglasses, and eyeglass frames	AB	ABANDONED	544912-8606
OP-TOPICS	US	1,445,102	6/30/87	16	Optical publications, namely newsletters, magazines, brochures and columns	R	Renewal due 6/30/17	544912-8120
ORDERMASTER	US	1,416,633	11/11/86	16	Printed matter, namely notebooks, diaries, order books, booklets or pamphlets for recording orders of such items as spectacle frames, spectacles, glasses, sunglasses, lenses, spectacle cases	R	Renewal due 11/11/16	544912-8130
PLASTECH	US	Not Filed		9		NF	Not Filed	544912-8006
QUICK CHANGE CABLE & Design	US	2,032,911	1/21/97	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8017

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<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>lass</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
REBOUND	US	75/870,716	12/13/99	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8689
RECOVER	US	75/869,706	12/13/99	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8691
REFORM	US	76/054,518	5/23/00	9	Eyeglasses, sunglasses, eyeglass frames, and eyeglass cases	AB	ABANDONED	544912-8131
REMOTE JOB ENTRY	US	76/002,532	3/17/00	9	Computer software for transmission of eyeglass lens cutting instructions to remote lens cutting lab	AB	ABANDONED	544912-8047
S DESIGN	US	Not Yet Filed			Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	NF	Not Filed	544912-8692
SELECT	US	75/912,008	2/7/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8039
SLIP STOP	US	Not Filed		9		NF	Not Filed	544912-8150
SMARTFLEX	US	76/164979	11/14/00	9	Eyeglasses, sunglasses, eyeglass frames, and cases for eyeglasses and sunglasses	AB	Abandoned	544912-8908
SOINTU	US	2,419,993	1/9/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8617
SOINTU WITH S DESIGN	US	Not Yet Filed		9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	NF	None	544912-8693
SOTA	US	75/869,704	12/13/99	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8694
STAINLESS +	US	2,974,508	7/19/05	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8972
SUNCENTER	US	2,769,945	9/30/03	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8958

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<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
SUNCENTER and Design	US	2776536	10/21/03	16 20 35	Pamphlets, brochures, and flyers Displays for goods Retail business services and advertising	R	Registration Renewal due 10/21/13	544912-8963
SUNMIRRORS	US	1,588,592	3/27/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	AB	ABANDONED	544912-8170
SUNSTAR	US	1,607,209	7/24/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	AB	ABANDONED	544912-8456
SUPERTHIN BY MARCHON and Design	US	2,042,285	3/4/97	9	Eyeglasses, sunglasses and eyeglass frames	R	Renewal due 3/4/17	544912-8014
TANOS	US	2,376,178	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Registration Renewal due 08/08/20	544912-8618
TANOS TITANIUM	US	2,376,177	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8619
TECH-FLEX	US	2,957,105	5/31/05	9	Spectacles, glasses, sunglasses, optical lenses, and spectacle frames	R	Registration Renewal due 5/31/15	544912-8977
THE AVENGER	US	Not Filed		9		NF	Not Filed	544912-8614
THE HOT ONES	US	Not Filed		9		NF	Not Filed	544912-8140
THE MARCHON EYES HAVE IT	US	1,348,740	7/9/85	42	Distributorship services in the field of eyeglasses, eyeglass frames and cases therefor	AB	ABANDONED	544912-8030
THE METAL WITH A MEMORY	US	2,352,921	5/30/00	9	Eyeglass frames	AB	ABANDONED	544912-8600

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<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
T1 22	US	1,874,564	1/17/95	9	Eyeglass frames made in whole in significant part of titanium	AB	ABANDONED (Mark assigned to Marchon in 1996 as part of the agreement.)	544912-8005
TIFLEX	US	2,474,283	7/31/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Renewal due 7/31/21	544912-8679
TI-LIGHT	US	2,955,609	5/24/05	9	Eyeglasses, sunglasses, eyeglass & sunglass frames and cases for eyeglasses and sunglasses	R	Registration renewal due 5/24/15	544912-8970
TILITE	US	78/218785	2/25/03	9	Eyeglasses, sunglasses, eyeglass & sunglass frames and cases for eyeglasses and sunglasses	AB	ABANDONED	544912-8968
TITANTWIST	US	3,209,757	2/13/07	9	Spectacle frames made of metal and of synthetic material	R		
TRES JOLIE	US	2,239,881	4/13/99	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8027
TRES JOLIE	US	3,015,549	11/15/05	9	eyeglasses, sunglasses and eyeglass frames	R	Registration Renewal due 11/15/15	544912-8974
TRES JOLIE BY MARCHON AND DESIGN	US	Not Yet Filed		9	Eyeglasses, sunglasses and eyeglass frames			544912-8123
TRIAD	US	1,866,272	12/6/94	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8004
TRUE-FIT	US	Not Filed		9		NF	Not Filed	544912-8007
TRUFLEX	US	2,548,326	3/12/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	AB	ABANDONED	544912-8695
TWISTING TEMPLE DESIGN	US	Not Yet Filed		9		NF	Not Filed	544912-8677

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**REEL: 004698 FRAME: 0616**

<b>Mark</b>	<b>Country</b>	<b>Ser./ Reg. No.</b>	<b>Filing/ Reg. Date</b>	<b>Class</b>	<b>Goods</b>	<b>Status</b>	<b>Next Action</b>	<b>Docket No.</b>
ULTRACLIP	US	3,336,669	11/13/07	9	Eyeglasses, sunglasses, eyeglass and sunglass frames, detachable lens attachments and cases for eyeglasses and sunglasses	R	Declaration of Use due 11/13/13	544912-8979
ULTRAFIT	US	2,255,798	6/22/99	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8008
ULTRAFLEX	US	75/428,936	2/4/98	9	Eyeglasses, sunglasses, and eyeglass frames	AB	ABANDONED	544912-8611
URLO	US	75/636,820	2/9/99	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8616
VERSA-RULE	US	1,784,010	7/27/93	9	Graduated scale devices for measuring optical pupillary distance	R	Renewal due 7/27/13	544912-8597
VICTORIA	US	75/222,217	1/7/97	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8022
X-FLEX	US	2,538,458	2/12/02	9	Eyeglasses, sunglasses and eyeglass frames	AB	ABANDONED	544912-8033