

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316928

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Luxury Optical Holdings Co.		09/12/2014	CORPORATION: DELAWARE
Robi, Ltd.		09/12/2014	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Monroe Capital Management Advisors LLC, as Agent		
Street Address:	311 South Wacker Drive		
Internal Address:	Suite 6400		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3875575	DAVANTE	
Registration Number:	3875574	AU COURANT OPTICIANS LUXURY EYEWEAR	
Registration Number:	3882217	MORGENTHAL FREDERICS	
Registration Number:	3882216	·MORGENTHAL· FREDERICS	
Registration Number:	1874380	AU COURANT	
Registration Number:	4367913	LEONARD OPTICIANS	
Registration Number:	2924747		
Registration Number:	4144255	RMX	
Registration Number:	2132417	ROBERT MARC	
Registration Number:	2375137	ROBI	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Dwayne C. Houston		
Address Line 1:	1025 Vermont Ave. NW, Suite 1130		

OP \$265.00 3875575

TRADEMARK

Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: F151706

NAME OF SUBMITTER: Andrew Nash

SIGNATURE: /Andrew Nash/

DATE SIGNED: 09/15/2014

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") made as of September 12, 2014, by LUXURY OPTICAL HOLDINGS CO., a Delaware corporation ("LOH"), ROBI, LTD., a New York corporation ("Robi", together with LOH, individually a "Grantor", and collectively, the "Grantors"), in favor of MONROE CAPITAL MANAGEMENT ADVISORS LLC, in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

W I T N E S S E T H

WHEREAS, the Grantors, Grantee, Lenders and certain other Persons are parties to a certain Credit Agreement dated as of the date hereof (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), providing for extensions of credit to be made to the Grantors by Lenders; and

WHEREAS, pursuant to the terms of a certain Guaranty and Collateral Agreement dated as of the date hereof between the Grantors and Grantee (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"), each Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of such Grantor including a security interest in all right, title and interest of such Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by such Grantor's Trademarks, and all products and proceeds thereof, to secure the Obligations (as defined in the Credit Agreement).

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, each 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, each Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its grant pursuant to the Security Agreement of, a continuing security interest in such 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 renewals thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

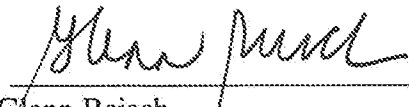
(ii) all products and proceeds of the foregoing, including without limitation, any claim by such Grantor against third parties for past, present or future infringement or dilution of any Trademark.

3. Miscellaneous. THIS AGREEMENT SHALL BE GOVERNED BY AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES. Whenever possible each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but in case any provision of or obligation under this Agreement shall be invalid, illegal or unenforceable in any jurisdiction, the validity, legality and enforceability of the remaining provisions or obligations, or of such provision or obligation in any other jurisdiction, shall not in any way be affected or impaired thereby. Whenever in this Agreement reference is made to Grantee, Lenders or any Grantor, such reference shall be deemed to include, as applicable, a reference to their respective successors and assigns. The provisions of this Agreement shall be binding upon each Grantor and its successors and assigns, and shall inure to the benefit of Grantee and Lenders and their respective successors and assigns. This Agreement may be authenticated in any number of separate counterparts, each of which shall collectively and separately constitute one agreement.

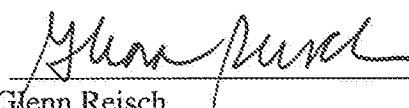
[SIGNATURE PAGE FOLLOWS]

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

LUXURY OPTICAL HOLDINGS CO., as a Grantor

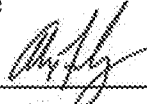
By: 
Name: Glenn Reisch
Title: President

ROBI, LTD., as a Grantor

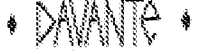
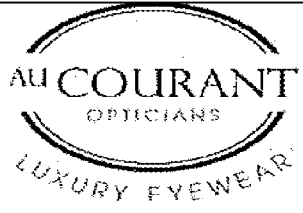


By: 
Name: Glenn Reisch
Title: President

Agreed and Accepted
As of the Date First Written Above

**MONROE CAPITAL MANAGEMENT ADVISORS
LLC, as Grantee**

By: 
Name: Alex Franky
Title: Managing Director

SCHEDULE 1

<u>Grantor</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Class of Goods / Services</u>	<u>Date of Registration</u>	<u>Reg. No.</u>
Luxury Optical Holdings Co.		77825359	035 - providing retail optical store services; namely retail shops featuring sunglasses, eyewear and eyewear accessories 042 – providing optician services	11/16/2010	3875575
Luxury Optical Holdings Co.		77825357	035 – providing retail optical store services; namely retail shops featuring sunglasses, eyewear and eyewear accessories 042 – Retail optical store, optician services	11/16/2010	3875574
Luxury Optical Holdings Co.		77826153	018 – shopping bags 035 - providing retail optical store services; namely retail shops featuring sunglasses, eyewear and eyewear accessories 042 – Retail optical store, optician services	11/30/2010	3882217
Luxury Optical Holdings Co.		77826149	009 - Eyewear and associated goods, namely, eyeglass frames and lenses, spectacle carrying cases and pouches, and eyeglass lens cleaner cloths 018 – shopping bags 035 - providing retail optical store services; namely retail shops featuring sunglasses, eyewear and eyewear accessories 042 – Retail optical store, optician services	11/30/2010	3882216

Luxury Optical Holdings Co.	<i>all Covenant</i>	74481336	042 – ophthalmological and retail store services in the field of optical goods	1/17/1995	1874380
Luxury Optical Holdings Co.	Leonard Opticians	85783852 (pending application)	021 023 026 036 038	7/16/2013	4367913
Luxury Optical Holdings Co.	Opticians 3	N/A Registered in Massachusetts	010 – Sales and Repairs of Eyeglasses, Frame sunglasses	9/9/2009	71727

<u>Grantor</u>	<u>Mark</u>	<u>Jurisdiction</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Date</u>	<u>Goods and Services</u>
Robi Ltd.	ROBERT MARC	Brazil	821166289	5/7/2002	5/7/2022	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths included therein
Robi Ltd.	BARS AND DOT DESIGN	Canada	TMA669,959	8/15/2006	8/15/2021	Eyeglass frames and sunglasses
Robi Ltd.	ROBI	Canada	TMA553,744	11/14/2001	11/14/2016	Eyeglass frames, eyeglass chains, eyeglass cases and eyeglass cleaning cloth enclosed therein, sunglasses; distribution of eyewear
Robi Ltd.	ROBERT MARC	Canada	TMA508,783	3/3/1999	3/3/2029	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths enclosed therein. Retail store services featuring eyeglasses, eyeglass frames and sunglasses and accessories for all the foregoing, ophthalmic services
Robi Ltd.	ROBERT MARC	China	1351279	1/7/2000	1/6/2020	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths

Robi Ltd.	ROBERT MARC	E.U.	719963	10/4/1999	7/9/2018	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloth included therein. Advertising services; licensing and franchising including the administration and control of activities related thereto; marketing assistance; research and analysis of business activities; procurement of contracts for the purchase and sale of goods; personnel management services. Ophthalmic services
Robi Ltd.	ROBERT MARC	Israel	121448	9/7/1999	7/30/2015	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths, all included in class 9
Robi Ltd.	BARS AND DOT DESIGN	Japan	4883808	7/29/2005	7/29/2015	Eyeglass frames and sunglasses
Robi Ltd.	ROBERT MARC	Japan	4329125	10/29/1999	10/29/2019	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths enclosed therein
Robi Ltd.	ROBERT MARC	Japan	5296782	1/22/2010	1/22/2020	Retail sales of eyewear
Robi Ltd.	ROBERT MARC	Malaysia	8007779	4/22/2008	4/22/2014	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths
Robi Ltd.	ROBERT MARC	Norway	203903	7/27/2000	7/27/2020	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths. Retail sales of eyewear
Robi Ltd.	ROBERT MARC	Singapore	T98/06424D	6/26/1998	6/26/2018	Eyeglass frames, sunglasses, eyeglass chains and eyeglass cases

Robi Ltd.	ROBERT MARC	South Korea	45-378	9/8/1999	9/8/2019	Glasses, sunglasses, eyeglass chains, eyeglass case, retail shop of glasses and sunglasses
Robi Ltd.	ROBERT MARC	Switzerland	471346	4/14/2000	11/12/2019	Eyeglass frames, sunglasses, spectacle chains, spectacle cases. Retail sales of these products.
Robi Ltd.	ROBERT MARC	Taiwan	876432	12/1/1999	11/30/2019	Eyeglass frames, prescription eyeglasses, sunglasses, and accessories therefor, including eyeglass cases, eyeglass chains and eyewear cleaning cloths
Robi Ltd.	BARS AND DOT DESIGN	United States	2,924,747	2/8/2005	2/8/2015	Eyeglass frames and sunglasses
Robi Ltd.	RMX	United States	4,144,255	5/15/2012	5/15/2022	Eyeglass frames, sunglasses, eyeglass chains; eyeglass cases and eyeglass cleaning cloths enclosed therein, sold together as a unit
Robi Ltd.	ROBERT MARC	United States	2,132,417	1/27/1998	1/27/2018	Eyeglass frames, sunglasses, eyeglass chains, eyeglass cases and eyeglass cleaning cloths enclosed therein. Retail store services featuring eyeglasses, eyeglass frames and sunglasses and accessories for all the foregoing. Ophthalmic services.
Robi Ltd.	ROBI	United States	2,375,137	8/8/2000	8/8/2020	Eyeglass frames, eyeglass cases, sunglasses. Wholesale distributorship in the field of eyewear.

TRADEMARK