

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM533146

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Transfer of Trademark Security Interest (recorded at R5237F0516)
RESUBMIT DOCUMENT ID:	900507322

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldman Sachs Bank USA		07/18/2019	Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 North Tryon Street, 5th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255-0001
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Serial Number:	86039538	AMERICA'S BEST
Serial Number:	85909854	EYE ROCK CLUB
Serial Number:	85847632	EYELAB
Registration Number:	3728443	ACTIVELITE
Registration Number:	3977909	ACTIVELITE PLUS
Registration Number:	4064354	AGILITY
Registration Number:	4047863	AMERICA'S BEST CONTACTS & EYEGLASSES
Registration Number:	4047865	BEST CONTACTS
Registration Number:	3947974	BRONX
Registration Number:	3343517	COMMOTION
Registration Number:	3394519	CONFECTIONS
Registration Number:	3252237	CUSTOMLITES
Registration Number:	3576172	DIGIMAX
Registration Number:	3343532	DURABRITE
Registration Number:	3359665	DURASHIELD
Registration Number:	4047914	EYECARE CLUB
Registration Number:	4065893	EYECARE CLUB EYE EXAMS FREE. CONTACT LEN
Registration Number:	4047864	EYEGLOSS WORLD

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3947975	HELIX
Registration Number:	3947984	IN YOUR FACE
Registration Number:	3343519	JUDITH ST. JAMES
Registration Number:	4079017	JUST!
Registration Number:	3751326	KIDS GEAR EYEGLASSES
Registration Number:	4047867	KIDSGEAR
Registration Number:	4064355	LEGACY LANE
Registration Number:	3347455	MARYLAND
Registration Number:	3977515	MINI COMMOTION
Registration Number:	4069669	MINI SPADA
Registration Number:	3977767	N + B
Registration Number:	2719004	NATIONAL VISION
Registration Number:	2719005	NATIONAL VISION INC
Registration Number:	3312175	NEVERGLARE
Registration Number:	4065898	NEVERGLARE ADVANTAGE
Registration Number:	3347650	NEVERGLARE ADVANTAGE
Registration Number:	3175562	OLIVIA MICHAELS
Registration Number:	3447621	ROBERT LATOUR
Registration Number:	3343097	SERENDIPITY
Registration Number:	3343524	SHOW OFF
Registration Number:	3970738	SOFMED BREATHABLES
Registration Number:	2547475	SUREVALUE
Registration Number:	2486436	SUREVALUE
Registration Number:	3343526	TATTLE
Registration Number:	3546950	ULTRATHIN PLUS
Registration Number:	3575998	VANISH
Registration Number:	3972797	VERILITE
Registration Number:	3972798	VERITHIN
Registration Number:	4460754	WILD CHILD
Registration Number:	3343527	ZERO 2 SIXTY
Registration Number:	3242218	AC LENS
Registration Number:	2299951	1-800-TWO-PAIR
Registration Number:	2172274	AMERICA'S BEST CONTACTS & EYEGLASSES
Registration Number:	3225395	AMERICA'S BEST
Registration Number:	2145797	E
Registration Number:	2657065	OUTPOST
Registration Number:	1866241	SOFMED
Registration Number:	3190487	EYEGLASS WORLD

Property Type	Number	Word Mark
Registration Number:	3099755	EYEGLOSS WORLD
CORRESPONDENCE DATA		
Fax Number:	2024083141	
<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:	202-408-3121 X62348	
Email:	jean.paterson@cscglobal.com	
Correspondent Name:	CSC	
Address Line 1:	1090 VERMONT AVENUE NW, SUITE 430	
Address Line 4:	WASHINGTON, D.C. 20005	
ATTORNEY DOCKET NUMBER:	852140-10	
NAME OF SUBMITTER:	Jean Paterson	
SIGNATURE:	/jep/	
DATE SIGNED:	07/23/2019	
Total Attachments: 6		
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NOTICE OF SUCCESSION OF AGENCY
5237/0516

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of July 18, 2019 (the “Effective Date”), is executed by Goldman Sachs Bank USA, in its capacity as Administrative Agent and Collateral Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Bank of America, N.A., in its capacity as Administrative Agent and Collateral Agent under the Current Agreement (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain First Lien Credit Agreement, dated as of March 13, 2014, by and among Nautilus Acquisition Holdings, Inc., (“Holdings”), National Vision, Inc., (the “Borrower”), Prior Agent and certain other parties thereto (as amended, supplemented or otherwise modified prior to the date hereof, the “Original Credit Agreement”), the Prior Agent and the Borrower, Arlington Contact Lens Service, Inc., Consolidated Vision Group, Inc., Eyeglass World, LLC (collectively, the “Grantors”) entered into that certain First Lien Security Agreement, dated as of March 13, 2014 (as amended, supplemented or otherwise modified prior to the date hereof, the “Original Security Agreement”), and the Grant of Security Interest in Trademarks, dated as of March 13, 2014 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 13, 2014 at Reel/Frame 5237/0516, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement was amended and restated, as of July 18, 2019 (as amended and restated, collectively, the “Current Agreement”), and in connection with the transactions under the Current Agreement, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Restatement Agreement, dated as of July 18, 2019 (the “Restatement Agreement”), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent;

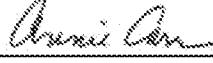
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Restatement Agreement or the Current Agreement, as applicable..


2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Restatement Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

GOLDMAN SACHS BANK USA, as Prior
Agent

By: 
Name: Annie Carr
Title: Authorized Signatory

BANK OF AMERICA, N.A., as Successor
Agent

By: 

Name: Erik M. Truette
Title: Vice President

SCHEDULE A

Owner	Mark	Application #	Application Date	Registration #	Registration Date
National Vision, Inc.	ACTIVELITE (word)	78/881973	5/11/2006	3,728,443	12/22/2009
National Vision, Inc.	ACTIVELITE PLUS (word)	85/170,900	11/6/2010	3,977,909	6/14/2011
National Vision, Inc.	AGILITY (word)	85/111,994	8/20/2010	4,064,354	11/29/2011
National Vision, Inc.	AMERICA'S BEST CONTACTS & EYEGLASSES (word)	85/123,604	9/6/2010	4,047,863	11/1/2011
National Vision, Inc.	BEST CONTACTS (word)	85/123,623	9/6/2010	4,047,865	11/1/2011
National Vision, Inc.	BRONX (word)	85/159,747	10/23/2010	3,947,974	4/19/2011
National Vision, Inc.	COMMOTION (word)	77/132,397	3/15/2007	3,343,517	11/27/2007
National Vision, Inc.	CONFECTIONS (word)	77/223,701	7/6/2007	3,394,519	3/11/2008
National Vision, Inc.	CUSTOMLITES	78,401,878	4/14/2004	3,252,237	6/12/2007
National Vision, Inc.	DIGIMAX	77/569,181	9/12/2008	3,576,172	2/17/2009
National Vision, Inc.	DURABRITE	77,132,615	3/15/2007	3,343,532	11/27/2007
National Vision, Inc.	DURASHIELD (word)	78/881,984	5/11/2006	3,359,665	12/25/2007
National Vision, Inc.	EYECARE CLUB (word)	85/131,703	9/16/2010	4,047,914	11/1/2011
National Vision, Inc.	EYECARE CLUB EYE EXAM FREE. CONTACT LENSES FOR LESS. (design)	85/170,430	11/5/2010	4,065,893	12/6/2011
National Vision, Inc.	EYEGLOSS WORLD (word)	85/123,613	9/6/2010	4,047,864	11/1/2011
National Vision, Inc.	HELIX (word)	85-159,750	10/23/2010	3,947,975	4/19/2011
National Vision, Inc.	IN YOUR FACE (word)	85-164,237	10/28/2010	3,947,984	4/19/2011
National Vision, Inc.	JUDITH ST. JAMES (word)	77/132439	3/15/2007	3,343,519	11/27/2007
National Vision, Inc.	JUST! (word)	85/165,219	10/29/2010	4,079,017	1/3/2012
National Vision, Inc.	KIDS GEAR EYEGLASSES	77/660027	1/30/2009	3,751,326	2/23/2010

	Plus Design				
National Vision, Inc.	KIDSGEAR (word)	85/124,018	9/7/2010	4,047,867	11/1/2011
National Vision, Inc.	LEGACY LANE (word)	85/112,003	8/20/2010	4,064,355	11/29/2011
National Vision, Inc.	MARYLAND (word)	77,132,499	3/15/2007	3,347,455	12/4/2007
National Vision, Inc.	MINI COMMOTION (word)	85/165,250	10/29/2010	3,977,515	6/14/2011
National Vision, Inc.	MINI SPADA (word)	85/169,562	11/4/2010	4,069,669	12/13/2011
National Vision, Inc.	N + B (word)	85/168,700	11/3/2010	3,977,767	6/14/2011
National Vision, Inc.	NATIONAL VISION (word)	76/418,238	6/15/2002	2,719,004	5/27/2003
National Vision, Inc.	NATIONAL VISION INC. (logo)	76/418,240	6/15/2002	2,719,005	5/27/2003
National Vision, Inc.	NEVERGLARE (word)	78/881,989	5/11/2006	3,312,175	10/16/2007
National Vision, Inc.	NEVERGLARE ADVANTAGE & design	85/170,913	11/6/2010	4,065,898	12/6/2011
National Vision, Inc.	NEVERGLARE ADVANTAGE (word)	77/135142	3/20/2007	3,347,650	12/4/2007
National Vision, Inc.	OLIVIA MICHAELS (word)	78/693,880	8/16/2005	3,175,562	11/21/2006
National Vision, Inc.	ROBERT LATOUR (word)	77,132,568	3/15/2007	3,447,621	6/17/2008
National Vision, Inc.	SERENDIPITY (word)	77,122,630	3/5/2007	3,343,097	11/27/2007
National Vision, Inc.	SHOW OFF (word)	77,132,529	3/15/2007	3,343,524	11/27/2007
National Vision, Inc.	SOFMED BREATHABLES (word)	85/170,273	11/5/2010	3,970,738	5/31/2011
National Vision, Inc.	SUREVALUE (word) (for glasses)	75/044,426	1/16/1996	2,547,475	3/12/2002
National Vision, Inc.	SUREVALUE (word) (for lenses)	75/324,077	7/14/1997	2,486,436	9/11/2001
National Vision, Inc.	TATTLE (word)	77,132,538	3/15/2007	3,343,526	11/27/2007
National Vision, Inc.	ULTRATHIN PLUS (word)	78/920,106	6/29/2006	3,546,950	12/16/2008
National Vision, Inc.	VANISH (word)	77/520334	7/11/2008	3,575,998	2/17/2009
National Vision, Inc.	VERILITE (word)	85/000615	3/29/2010	3,972,797	6/7/2011

National Vision, Inc.	VERITHIN (word)	85/000657	3/29/2010	3,972,798	6/7/2011
National Vision, Inc.	WILD CHILD	85/181,865	11/20/2010	4,460,754	1/7/2014
National Vision, Inc.	ZERO 2 SIXTY (word)	77,132,552	3/15/2007	3,343,527	11/27/2007
Arlington Contact Lens Service, Inc.	AC LENS	78,930,827	7/17/2006	3,242,218	5/15/2007
Consolidated Vision Group, Inc.	1-800-TWO-PAIR (word)	75/581,901	11/3/1998	2,299,951	12/14/1999
Consolidated Vision Group, Inc.	AMERICA'S BEST CONTACTS & EYEGLASSES Plus Design	75/149,951	8/14/1996	2,172,274	7/14/1998
Consolidated Vision Group, Inc.	AMERICA'S BEST Plus Flag "E" & Eyeglasses Design	76/551,473	9/25/2003	3,225,395	4/3/2007
Consolidated Vision Group, Inc.	E Plus Design	75/149,954	8/14/1996	2,145,797	3/24/1998
Consolidated Vision Group, Inc.	OUTPOST	76/195,387	1/18/2001	2,657,065	12/3/2002
Consolidated Vision Group, Inc.	SOFMED	74/314,472	9/16/1992	1,866,241	12/6/1994
Eyeglass World, LLC	EYEGLASS WORLD (logo - linear)	76620751	11/16/2004	3,190,487	1/2/2007
Eyeglass World, LLC	EYEGLASS WORLD (logo - stacked)	76620785	11/16/2004	3,099,755	6/6/2006
Owner	Mark	Application #	Application Date		
National Vision, Inc.	AMERICA'S BEST (word)	86/039,538	8/15/2013		
National Vision, Inc.	EYE ROCK CLUB (word)	85/909,854	4/19/2013		
National Vision, Inc.	EYELAB	85/847,632	2/12/2013		