

11-16-2005



To the Director of the U. S. Patent and Trade

marks or the new address(es) below.

103120265

1. Name of conveying party(ies)/Executive

STARLINE OPTICAL CORPORATION

- Individual(s)
- General Partnership
- Corporation-State (New Jersey)
- Other Citizenship (see guidelines)
- Association
- Limited Partnership

Execution Date(s): December 31, 1989

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: SAFILO FINANCIAL CORP.

Street Address:

229 South State Street

City: Dover

State: Delaware

Country: USA Zip: 19901

- Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other _____
- Citizenship: _____
 Citizenship: _____
 Citizenship: Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1404748

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

FLEXOLITE

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James R. Meyer, Esquire

Schnader, Harrison, Segal, & Lewis, LLP

Street Address: 1600 Market Street, Suite 3600

City: Philadelphia

State: PA

Zip: 19103

Phone Number: 215-751-2622

Fax Number: 215-972-7677

Email Address: jmeyer@schnader.com

6. Total number of applications and registrations involved

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information

a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

11/11/2005

Date

James R. Meyer
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995

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ACKNOWLEDGEMENT OF OWNERSHIP

WHEREAS, STARLINE OPTICAL CORP. is a corporation duly organized and existing under the laws of New Jersey having a principal place of business at 2 Gardner Road, Fairfield, New Jersey (hereafter "Starline"); and

WHEREAS, SAFILO FINANCIAL CORP., also is a corporation duly organized and existing under the laws of Delaware, doing business at Dover, Delaware (hereafter "Safilo Financial"); and

WHEREAS, it is the intention of Starline and Safilo Financial to memorialize that the marks used by Starline in the United States in connection with the goods it imports, distributes and sells, which are as set forth on the Schedule annexed, are the property of Safilo Financial in the United States and elsewhere; and

WHEREAS, the marks have been used on eyewear or for the distribution and sale of eyewear imported or manufactured for Starline, its predecessors and assigns, and/or sold in the United States by Starline, its predecessors and assigns, since their adoption;

NOW THEREFORE, Starline acknowledges and confirms that all right, title and interest in the marks set forth in the Schedule do now reside in Safilo Financial.

STARLINE OPTICAL CORP.
(New Jersey)

December 31, 1989

Date


Title: _____

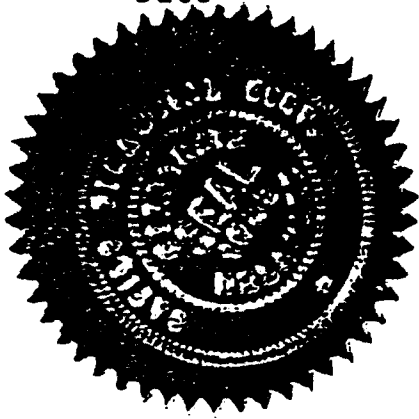
SAFILO FINANCIAL CORP.

[Handwritten signature]

December 31, 1989

Date

Title:



ASSIGNMENT

WHEREAS SAFILO AMERICA, INC., formerly known as STARLINE OPTICAL CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, located and doing business at 4305 Lancaster Pike, Wilmington, Delaware 19805, has adopted, used and is using the marks that are the subject of registration and application in the United States Patent and Trademark Office, as follows:

(a) Trademark	:	ADENSCO
Reg. No.	:	1,186,514
(b) Trademark	:	AERO
Reg. No.	:	1,195,082
(c) Trademark	:	CELLINI
Reg. No.	:	1,148,512
(d) Trademark	:	CONTEMPORA
Reg. No.	:	1,169,091
(e) Trademark	:	CHESTERFIELD
Reg. No.	:	1,357,830
(f) Trademark	:	EVERFLEX
Reg. No.	:	1,207,040
(g) Trademark	:	FLEXO
Reg. No.	:	1,184,562
(h) Trademark	:	FLEXOLITE
Reg. No.	:	1,185,565
(i) Trademark	:	FUNTIME
Reg. No.	:	1,183,572

(j) Trademark	:	GRAND CLASS
Reg. No.	:	1,178,959
(k) Trademark	:	LILLIPUT
Reg. No.	:	1,282,306
(l) Trademark	:	MAURICE ST. MICHEL
Reg. No.	:	1,337,616
(m) Trademark	:	PAOLO NARDINI
Reg. No.	:	1,114,411
(n) Trademark	:	PORTFOLIO
Reg. No.	:	1,182,802
(o) Trademark	:	SPIRIT
Reg. No.	:	1,326,689
(p) Trademark	:	SPORTING
Reg. No.	:	1,211,074
(q) Trademark	:	SLD and Design
Reg. No.	:	1,398,401
(r) Trademark	:	STARLINE
Reg. No.	:	985,461
(s) Trademark	:	YOUNG FASEION
Reg. No.	:	1,440,487
(t) Trademark	:	YF
Reg. No.	:	1,440,486

WHEREAS, SAFILO AMERICA, INC., formerly known as STARLINE OPTICAL CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, located and doing business at 4305 Lancaster Pike, Wilmington, Delaware

13305, is the owner in fact of these marks, past common law causes of action and the registrations and applications thereof:

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said SAFILO AMERICA, INC., formerly known as STARLINE OPTICAL CORPORATION, a Delaware corporation, does hereby assign unto SAFILO FINANCIAL CORP., a Delaware corporation, having its principal office at Dover, Delaware, any rights, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks and past common law causes of action, and the registrations and applications therefor.

Corporate Seal:

SAFILO AMERICA, INC., formerly
known as STARLINE OPTICAL
CORPORATION

By: 

President

Dated: Fairfield, New Jersey
January / , 1990