

06-02-2000

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Marchon Eyewear, Inc. 35 Hub Drive Melville, New York 11747 5-16-00

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

2. Name and address of receiving party(ies) Name: Fleet Bank, N.A., As Admin. Agent

Internal Address: Street Address: 300 Broad Hollow Road City: Melville State: NY ZIP: 11747

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

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) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 10, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule

Additional numbers attached? Yes No

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

Name: Federal Research

Internal Address:

Street Address: 400 Seventh St NW

Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 64

7. Total fee (37 CFR 3.41): \$1,615.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lisa M. Vaccaro Name of Person Signing

Signature

May 11, 2000 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

06/01/2000 DNGUYEN 00000173 2239881

01 FC:481 40.00 OP 02 FC:482 1575.00 OP

TRADEMARK REEL: 002079 FRAME: 0467

SCHEDULE A

<u>Registration Number</u>	<u>Trademark</u>	<u>Registration Date</u>
2239881	Tres Joli	4/13/99
2144197	Marchon	3/17/98
2187506	Design Only	9/8/98
2199773	Add-Power	10/27/98
2207401	Care from Officemate	12/1/98
2255798	Ultrafit	6/22/99
2032911	Quick Change Cable	1/21/97
2042285	Superthin by Marchon	3/4/97
2220647	Eyeware	1/26/99
1989164	Blue Ribbon	7/23/96
1873211	C.E.O. Career Eyewear Options	1/10/95
1866272	Triad	12/6/94
1784010	Versa-Rule	7/27/93
1713331	F	9/8/92
1747691	Flexon	1/19/93
1653533	Accuflex	8/13/91
1922270	Marchon	9/26/95
1960568	Marchon	3/5/96
1576183	MXP	1/9/90
1607209	Sunstar	7/24/90
1588592	Sunmirrors	3/27/90
1583418	CFG	2/20/90
1544397	Marchon	6/20/89
1526874	Eye-Glassery	2/28/89
1517846	Autoflex	12/27/88
1544219	Camflex	6/20/89
1531740	I - F/X	3/28/89
1922081	Marchon	9/26/95
1535392	Born Hot	4/18/89
1928776	Marchon	10/24/95
1925082	Marchon	10/10/95
2016600	Marchon	11/19/96
1445102	OP-Topics	6/30/87
1416633	Ordermaster	11/11/86
1382403	Marchon	2/11/86
1385281	Marchon	3/4/86
1369879	Marchon	11/12/85
1369878	Marchon	11/12/85
1363046	M	10/1/85

<u>Serial No.</u>	<u>Trademark Applications</u>	<u>Filing Date</u>
75870716	Rebound	12/13/99
75869706	Recover	12/13/99
75869704	Sota	12/13/99
75834736	Flextra	10/29/99
75761629	Tiflex	7/27/99
75683878	Tanos	4/16/99
75683876	Tanos Titanium	4/16/99
75672730	Sointu	4/1/99
75636820	Urlo	2/9/99
75579222	MM Memory Metal	10/29/98
75373820	Duraflex	10/16/97
75424023	Optiflex	1/27/98
75424024	Flexcel	1/27/98
75428936	Ultraflex	2/4/98
75221008	Extreme Suns	1/3/97
75334943	X-Flex	8/4/97
75335813	Extreme Flex	8/4/97
74233379	The Metal with a Memory	12/20/91
74082978	Memory Metal	7/30/90
76039033	Bendables	5/3/00
76036953	Flexalloy	4/28/00
75911730	Flexon Select	2/7/00
76002532	Remote Job Entry	3/17/00
75912008	Select	2/7/00
76037060	Truflex	4/28/00

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**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, MARCHON EYEWEAR, INC., a New York corporation (the "Company"), having its principal place of business at 35 Hub Drive, Melville, New York 11747, is the owner of all right, title and interest in and to the United States Trademarks set forth on Schedule A attached hereto;

WHEREAS, pursuant to the terms and conditions of the Trademark Security Agreement dated May 10, 2000 (the "Trademark Agreement") made by Company in favor of **FLEET BANK, NATIONAL ASSOCIATION**, a national banking association organized under the laws of the United States of America ("Secured Party"), the Company is required to grant a security interest in, and lien on, said Trademarks to secure the obligations of the Company under a Credit Agreement, dated as of May 10, 2000 (with the Trademark Agreement, the "Agreements") among the Company, the Secured Party, as a Lender and an Administrative Agent, The Chase Manhattan Bank, as a Lender and as Syndication Agent and the other Lenders party thereto (collectively, the "Lenders"); and

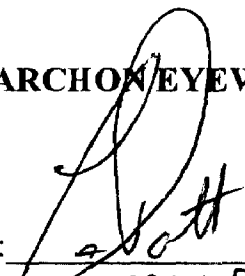
WHEREAS, Company is willing to grant to Secured Party for the ratable benefit of the Lenders the security interest in and lien on the Trademarks described above.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Trademark Agreement, the Company hereby grants to Secured Party for the ratable benefit of the Lenders a security interest in, and a lien upon, the Trademarks set forth in Schedule A attached hereto and recordings and applications therefor, which security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interest granted hereby are more fully set forth in the Agreements.

Nassau County, New York
May 10, 2000

MARCHON EYEWEAR, INC.

By: 
Name: LARRY ROTH
Title: PRESIDENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

On this 10th day of May, 2000 before me personally came LARRY [Signature], who being duly sworn, did depose and say that he is the [Signature] of MARCHON EYEWEAR, INC., the corporation which executed the above instrument, and that he signed his name thereto pursuant to the authority granted by the Board of Directors of such corporation.

[Signature]
Notary Public

JOSEPH P. SHERER
Notary Public, State of New York
No. 30-4609429
Qualified in Nassau County
Commission Expires Dec. 31, 20 01

SCHEDULE A

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