

06-02-2000

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

REI



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

101372790

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. **5-16-00**  
 35 Hub Drive  
 Melville, New York 11747

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 10<sup>th</sup> 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

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| 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                  |
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| 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            |
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| 75334943          | X-Flex                        | 8/4/97             |
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| 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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