

02-26-2001



101620018

EET

2-13-01

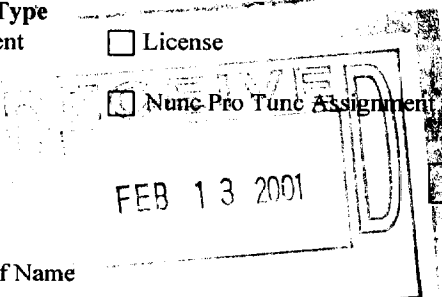
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission Document ID# (Non-Recordation)
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Notice of Grant of Security Interest



Effective Date
Month Day Year
01/31/01

Conveying Party

Mark if additional names of conveying parties attached

Name American Optical Lens Company

Execution Date
Month Day Year

01/31/01

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1) 231 S. LaSalle Street

Address (line 2)

Address (line 3) Chicago IL 60604
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other National Banking Association

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/856,520"/>	<input type="text" value="75/519,016"/>	<input type="text"/>	<input type="text" value="2,365,029"/>	<input type="text" value="2,072,810"/>	<input type="text" value="1,929,678"/>
<input type="text" value="75/603,405"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,204,335"/>	<input type="text" value="2,078,477"/>	<input type="text" value="1,725,248"/>
<input type="text" value="75/601,911"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,025,684"/>	<input type="text" value="1,944,134"/>	<input type="text" value="1,702,918"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

February 5, 2001
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,141,146	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of January 31, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Banks referenced therein (the "Banks"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Banks:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
-----------------------------------	---	-----------------------------

See the attached Exhibit A

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
-----------------------------------	--	--

See the attached Exhibit A

The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICAN OPTICAL LENS COMPANY

By: Steven M Neil
Name: Steven m Neil
Title: CFO

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

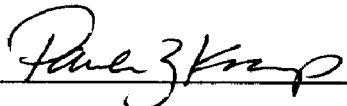
Very truly yours,

AMERICAN OPTICAL LENS COMPANY

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

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

By: 
Name: _____
Title: **Paula Z. Kramp**
Principal

**American Optical Lens Company
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
AO COMPACT	2,365,029	7/4/00
AO 55	2,204,335	11/17/98
AOSAFETY	2,025,684	12/24/96
AO FORCE 55	2,072,810	6/17/97
ORIGINAL PILOT SUNGLASS	2,078,477	7/15/97
AOTEC	1,944,134	12/26/95
AO7 STAR	1,929,678	10/24/95
AOSAFETY	1,725,248	10/20/92
OMNI STAR	1,702,918	7/28/92
AO TUFFMASTER	1,661,554	10/22/91
AOPLANO	1,675,732	2/18/92
AO5 STAR	1,585,446	3/6/90
SKYMASTER	1,388,188	4/1/86
AODISC	1,363,945	10/8/85
AOSEPT	1,370,838	11/19/85
AOSOFT	1,295,886	9/18/84
FASHION STAR	1,191,754	3/9/82
TECHSIGHT and Design	1,129,498	1/22/80
TRUE-COLOR	928,259	2/1/72
AO Stylized Letters	913,147	6/8/71
SPRAY KLEEN	922,512	10/19/71
SUPER-CLEAR	914,384	6/8/71
MONOPLEX	860,224	11/12/68
ARCOTE	831,780	7/11/67
MASTERPIECE	763,908	1/28/64
AOLITE	667,088	9/16/58
T and Design	1,141,147	11/4/80
TECHSIGHT	1,141,146	11/4/80

Pending Applications

AO SURFER	75-856,520	11/23/99
AO CONNECT	75-603,405	12/9/98
AO DIRECT	75-601,911	12/9/98
AOGUARD	75-519,016	9/7/98