

03-08-2005

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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Collateral Security Agre
- Merger
- Change of Name

Execution Date: 02/18/2004

2. Name and address of receiving party(ies)

Name: Patriarch Partners Agency Services, LLC

Internal

Address: _____

Street Address: 112 South Tryon Street, Suite 700

City: Charlotte State: NC Zip: 28284

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Co.

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

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

A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)
See Attached

Additional number(s) attached Yes No

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

Name: Amy Lee Brady

Internal Address: CSC

Street Address: 80 State Street, 6th Floor

City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved: 62

7. Total fee (37 CFR 3.41).....\$ 1565.00

- 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.

Amy Lee Brady

Name of Person Signing

Signature

03/01/2005

Date

Total number of pages including cover sheet, attachments, and document: 20

03/08/2005 JYALLAH2 00000004 1653533

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521
02 FC:8522

40.00 OP
1525.00 OP

TRADEMARK
REEL: 003131 FRAME: 0275

3-4-05

Mark	Country	Ser./ Reg. No.	Filing/ Reg. Date	Class	Goods	Status	Next Action	Docket No.
ACCUFLEX	US	1,653,533	8/13/91	9	Eyeglass frames	R	Renewal due 8/13/11	544912-8560
ADD-POWER	US	2,199,773	10/27/98	9	Computer software for inventory and order control and billing in the field of eyewear	R	Renewal due 10/27/08	544912-8029
AIRLOCK	US	2580254	6/11/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases for eyeglasses and sunglasses	R	8&15 due between 6/11/07- 08	544912-8910
AUTOFLEX	US	1,517,846	12/27/88	9	Eyeglasses and eyeglass lenses	R	Renewal due 12/27/08	544912-8180
BENDABLES	US	2,523,650	12/25/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Renewal due 12/25/11	544912-8049
BENDABLES and Design	US	76/260715	5/21/03	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	R	8&15 due between 1/21/08- 09	544912-8950
BLUE RIBBON & Design	US	1,989,164	7/23/96	9	Eyeglass frames	R	Renewal due 6/23/06	544912-8012
BORN HOT	US	1,535,392	4/18/89	25	Clothing, namely shirts	R	Renewal due 4/18/09	544912-8250
C.E.O. (CAREER EYEWEAR OPTIONS) and Design	US	1,873,211	1/10/95	9	Eyeglasses, sunglasses and eyeglass frames	R	Renewal due 1/10/05	544912-8009
CAMFLEX	US	1,544,219	6/20/89	9	Eyewear, namely eyeglasses, sunglasses and frames and lenses therefor	R	Renewal due 6/20/09	544912-8091

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CARE FROM OFFICEMATE	US	2,207,401	12/1/98	9	Computer software for report writing and communications for vision and eyewear professionals	R	8&15 due between 12/1/03- 04	544912-8019
CFG	US	1,583,418	2/20/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 2/20/10	544912-8444
DURAFLEX and Design	US	2,433,800	3/6/01	9	Eyeglasses, sunglasses and sunglass frames	R	8 and 15 due between 3/6/06- 07	544912-8036
EXAMWRITER	US	2649158	11/12/02	9	Medical records software for the express use by medical professionals to digitally record patient's clinical findings and capture an electronic drawing in a data base for future retrieval and reference	R	8&15 due between 11/12/07-08	544912-8957
EXTREME FLEX	US	2,654,609	11/26/02	9	Eyeglasses, sunglasses and sunglass frames	R	8&15 due between 11/26/07-08	544912-8034
EXTREME SUNS	US	2,457,529	6/5/01	9	Sunglasses and sunglass frames	R	Renewal due 6/5/11	544912-8024
EYE-GLASSERY	US	1,526,874	2/28/89	16	Optical publications, namely newsletters, magazines, brochures and columns	R	Renewal due 2/28/09	544912-8160

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EYEWARE	US	2,220,647	1/26/99	9	Computer software for office accounting, practice management, word processing and scheduling for health professionals, including vision professionals	R	8&15 due between 1/26/04-05	544912-8013
FLEXCEL	US	2,457,657	6/5/01	9	Eyeglasses, sunglasses, and eyeglass frames	R	8 & 15 due between 6/5/06-07	544912-8603
FLEXON	US	1,747,691	1/19/93	9	Eyeglass frames and metal material for use in eyeglass frames	R	Renewal due 1/19/13	544912-8561
FLEXON SELECT	US	2,541,409	2/19/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8 & 15 due between 2/19/07-08	544912-8038
FLEXSTAR (Ambassador mark)	US	2375786	8/8/00	9	Eyewear, namely spectacles, spectacle frames, sunglasses and cases for such items of eyewear	R	8&15 due between 8/8/05-06	544912-8118
FLEXTRA	US	252,870	1/8/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due between 1/8/07-08	544912-8686
F-LOGO	US	1,713,331	9/8/92	9	Eyeglass frames	R	Next renewal due 9/8/12	544912-8598
I-F/X	US	1,531,740	3/28/89	9	Eyewear lenses	R	Renewal due 3/28/09	544912-8260
M DOT LOGO	US	1,363,046	10/1/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 10/1/05	544912-8020

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MARCHON	US	1,369,878	11/12/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 11/12/05	544912-8001
MARCHON	US	1,382,403	2/11/86	25	Sportswear and knitwear, namely sweaters, shirts and hats	R	Renewal due 2/11/06	544912-8040
MARCHON	US	2,144,197	3/17/98	42	Distributor and supply services in the field of eyeglasses, eyeglass frames, sunglasses and parts thereof	R	Renewal due 3/17/08	544912-8041
MARCHON	US	1,922,081	9/26/95	21	Housewares, namely mugs	R	Renewal due 9/26/05	544912-8200
MARCHON	US	1,925,082	10/10/95	8	Utility knives and tool and repair kits for eyeglasses, comprising essentially screwdrivers, screws, temple tips and structural spare parts for eyeglasses	R	Renewal Due 10/10/05	544912-8210
MARCHON	US	1,922,270	9/26/95	30	Candy	R	Renewal Due 9/26/05	544912-8220
MARCHON	US	1,928,776	10/24/95	16	Office and desk accessories, namely desk caddies, letter holders and pens and pencils	R	Renewal Due 10/24/05	544912-8230
MARCHON	US	1,544,397	6/20/89	16	Publications, namely catalogs, brochures, periodical newsletters, magazines, columns dealing with optical goods and eye care	R	Renewal due 6/20/09	544912-8445

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MARCHON	US	1,960,568	3/5/96	18	Luggage, all purpose sport bags and all purpose travel bags	R	Renewal Due 3/5/06	544912-8528
MARCHON & Design	US	1,369,879	11/12/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 11/12/05	544912-8010
MARCHON and Design	US	1,385,281	3/4/86	25	Sportswear and knitwear, namely sweaters, shirts and hats	R	Renewal due 3/4/06	544912-8050
MARCOFLEX	US	1,353,886	8/13/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames, spectacle cases	R	Renewal due 8/13/05	544912-8904
MM MEMORY METAL AND DESIGN	US	2,675,800	1/21/03	9	Eyeglasses, sunglasses and eyeglass frames	R	8&15 due between 1/21/08-09	544912-8615
MVP MARCHON VALUED ARTNERS	US	76/375979	2/26/02	35	Retail store services, namely incentive award programs	P	Response to Office Action mailed on 9/15/04	544912-8964
NATIONAL LENS CARE & DESIGN	US	1,657,599	9/17/91	36	Underwriting extended service contracts for contact lenses	R	Renewal Due 9/17/11	544912-8707

Mark	Country	Ser./ Reg. No.	Filing/ Reg. Date	Class	Goods	Status	Next Action	Docket No.
OFFICEMATE	US	2,011,326	10/29/96	9	Computer programs recorded on magnetic disks which are designed and marketed solely for use in office accounting, practice management, word processing and scheduling by health care professionals including ophthalmologists and opticians	R	Renewal due 10/29/06	544912-8015
OPIS	US	16622.83	10/29/91	9	Computer software for use information and instructions to optometric patients	R	Renewal Due 11/29/11	544912-8048
OPIS	US	76/475429	12/16/02	9	Computer program and user manual sold	R	Declaration of Use due 5/25/10 Renewal Due: 5/25/14	544912-8965
OP-TOPICS	US	1,445,102	6/30/87	16	Optical publications, namely newsletters, magazines, brochures and columns	R	Renewal due 6/30/07	544912-8120
ORDERMASTER	US	1,416,633	11/11/86	16	Printed matter, namely notebooks, diaries, order books, booklets or pamphlets for recording orders of such items as spectacle frames, spectacles, glasses, sunglasses, lenses, spectacle cases	R	Renewal due 11/11/06	544912-8130

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SOINTU	US	2,419,993	1/9/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8 and 15 due between 1/9/06- 07	544912-8617
SUNCENTER	US	76/343214	11/29/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	P	Renewal due 9/30/13 Declaration of Use due between 9/30/08 and 9/30/09	544912-8958
SUNCENTER and Design	US	76/365661	1/31/02	16 20 35	Pamphlets, brochures, and flyers Displays for goods Retail business services and advertising	P	Renewal due 10/21/13 Declaration of Use due between 10/21/08 and 10/21/09	544912-8963
SUNMIRRORS	US	1,588,592	3/27/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 3/27/10	544912-8170
SUNSTAR	US	1,607,209	7/24/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 7/24/10	544912-8456
SUPERTHIN BY MARCHON and Design	US	2,042,285	3/4/97	9	Eyeglasses, sunglasses and eyeglass frames	R	Renewal due 3/4/07	544912-8014

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TANOS	US	2,376,178	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due 8/8/05- 06	544912-8618
TANOS TITANIUM	US	2,376,177	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due between 8/8/05- 06	544912-8619
THE METAL WITH A MEMORY	US	2,352,921	5/30/00	9	Eyeglass frames	R	8&15 due between 5/30/05- 06	544912-8600
TIFLEX	US	2,474,283	7/31/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8 & 15 Due between 7/31/06- 07	544912-8679
TRES JOLI	US	2,239,881	4/13/99	9	Eyeglasses, sunglasses and eyeglass frames	R	Response due by 1/7/05 Renewal due by 4/13/09	544912-8027
TRES JOLI	US	78/487242	9/21/04	9	eyeglasses, sunglasses and eyeglass frames	F		544912-8974
TRUFLEX	US	2,548,326	3/12/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due between 3/12/07- 3/12/08	544912-8695
ULTRAFIT	US	2,255,798	6/22/99	9	Eyeglasses, sunglasses and eyeglass frames	R	8&15 due between 6/22/04-05	544912-8008
VERSA-RULE	US	1,784,010	7/27/93	9	Graduated scale devices for measuring optical pupillary distance	R	Renewal due 7/27/13	544912-8597
X-FLEX	US	2,538,458	2/12/02	9	Eyeglasses, sunglasses and eyeglass frames	R	8 & 15 due between 2/12/07- 08	544912-8033

NOTICE OF TRADEMARK COLLATERAL SECURITY INTEREST

THIS NOTICE OF TRADEMARK COLLATERAL SECURITY INTEREST (this "Notice"). is made by and between MARCHON EYEWEAR, INC. a New York corporation ("Grantor") and PATRIARCH PARTNERS AGENCY SERVICES, LLC, a Delaware limited liability company, as agent (in such capacity, the "Agent") for itself and the financial institutions party to the U.S. Term Loan Agreement referenced below.

WHEREAS, Grantor is the owner of the marks set forth on Schedule 1 hereof (the "Marks");

WHEREAS, under the terms of, and as a condition precedent to the effectiveness of, that certain U.S. Term Loan Agreement, dated as of December 23, 2004, among Marchon Eyewear, Inc., Rothandberg Inc., Marchon Eyewear International, Inc. and Marchon International, Ltd., as Borrowers thereunder, OfficeMate Software Solutions, Inc., Delta Add-Power Systems, Inc., and R.B. Mexico, Inc., as Guarantors thereunder, Zohar CDO 2003-1, Limited and Zohar II CDO 2004-1, Limited, as Lenders thereunder, and Patriarch Partners Agency Services, LLC, as agent thereunder (as amended, amended and restated, supplemented or otherwise modified from time to time, the "U.S. Term Loan Agreement"), the Grantor entered into the Intellectual Property Security Agreement of even date therewith (the "Security Agreement");

WHEREAS, to secure the due and prompt payment and performance of the Obligations (as defined in the Security Agreement), Grantor pledged, assigned and granted to the Agent, for itself and for the benefit of the Lenders, a continuing security interest in all of the Grantor's right, title and interest in certain collateral, including the Marks; and

WHEREAS, it is the purpose of this document to memorialize the aforementioned security interest in a form suitable for recordation in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the date of the U.S. Term Loan Agreement set

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the date of the U.S. Term Loan Agreement set forth above, to secure the due and prompt payment and performance of the Obligations, Grantor hereby confirms its pledge, assignment and grant to the Agent, for itself and for the benefit of the Lenders, of a continuing security interest and lien in and to the Marks and all registrations and applications for registrations of the Marks, including the registrations and applications identified on Schedule 1, together with the goodwill of the business symbolized by the Marks and together with all of Grantor's right to sue and recover for infringement of the Marks.

IN WITNESS WHEREOF, this Notice has been duly executed, sealed and delivered by an authorized officer of the Grantor.

MARCHON EYEWEAR, INC.

By: [Signature]

Name: Laurence Roth

Title: Vice President

STATE OF New York)

COUNTY OF Suffolk) ss.:

On this the 18th day of February, 2004, before me, personally appeared Laurence Roth who, being by me duly sworn, did depose and say that ~~she~~/he is the Vice Pres. of Marchon Eyewear the corporation described in and which executed the above instrument, and that ~~she~~/he as such Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by ~~herself~~/himself as vice president and attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

[Signature]
Commissioner of Superior Court/Notary Public

My Commission Expires:
JOSEPH P. SHERER
Notary Public, State of New York
No. 30-4609429
Qualified in Nassau County
Commission Expires Dec. 31, 20 07

SCHEDULE 1
TO
NOTICE OF TRADEMARK COLLATERAL SECURITY INTEREST

Mark	Country	Ser./ Reg. No.	Filing/ Reg. Date	Class	Goods	Status	Next Action	Docket No.
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AUTOFLEX	US	1,517,846	12/27/88	9	Eyeglasses and eyeglass lenses	R	Renewal due 12/27/08	544912-8180
BENDABLES	US	2,523,650	12/25/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	Renewal due 12/25/11	544912-8049
BENDABLES and Design	US	76/260715	5/21/03	9	Eyeglasses, sunglasses, eyeglass frames and cases for eyeglasses and sunglasses	R	8&15 due between 1/21/08- 09	544912-8950
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MARCHON & Design	US	1,369,879	11/12/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 11/12/05	544912-8010
MARCHON and Design	US	1,385,281	3/4/86	25	Sportswear and knitwear, namely sweaters, shirts and hats	R	Renewal due 3/4/06	544912-8050
MARCOFLEX	US	1,353,886	8/13/85	9	Spectacles, glasses, sunglasses, lenses, spectacle frames, spectacle cases	R	Renewal due 8/13/05	544912-8904
MM MEMORY METAL AND DESIGN	US	2,675,800	1/21/03	9	Eyeglasses, sunglasses and eyeglass frames	R	8&15 due between 1/21/08-09	544912-8615
MVP MARCHON VALUED ARTNERS	US	76/375979	2/26/02	35	Retail store services, namely incentive award programs	P	Response to Office Action mailed on 9/15/04	544912-8964
NATIONAL LENS CARE & DESIGN	US	1,657,599	9/17/91	36	Underwriting extended service contracts for contact lenses	R	Renewal Due 9/17/11	544912-8707

Mark	Country	ser./ Reg. No.	Filing/ Reg. Date	Class	Goods	Status	Next Action	Docket No.
OFFICEMATE	US	2,011,326	10/29/96	9	Computer programs recorded on magnetic disks which are designed and marketed solely for use in office accounting, practice management, word processing and scheduling by health care professionals including ophthalmologists and opticians	R	Renewal due 10/29/06	544912-8015
OPIS	US	16622.83	10/29/91	9	Computer software for use information and instructions to optometric patients	R	Renewal Due 11/29/11	544912-8048
OPIS	US	76/475429	12/16/02	9	Computer program and user manual sold	R	Declaration of Use due 5/25/10 Renewal Due: 5/25/14	544912-8965
OP-TOPICS	US	1,445,102	6/30/87	16	Optical publications, namely newsletters, magazines, brochures and columns	R	Renewal due 6/30/07	544912-8120
ORDERMASTER	US	1,416,633	11/11/86	16	Printed matter, namely notebooks, diaries, order books, booklets or pamphlets for recording orders of such items as spectacle frames, spectacles, glasses, sunglasses, lenses, spectacle cases	R	Renewal due 11/11/06	544912-8130

<u>Mark</u>	<u>Country</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Goods</u>	<u>Status</u>	<u>Next Action</u>	<u>Docket No.</u>
SOINTU	US	2,419,993	1/9/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8 and 15 due between 1/9/06- 07 Renewal due 9/30/13	544912-8617
SUNCENTER	US	76/343214	11/29/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	P	Declaration of Use due between 9/30/08 and 9/30/09	544912-8958
SUNCENTER and Design	US	76/365661	1/31/02	16 20 35	Pamphlets, brochures, and flyers Displays for goods Retail business services and advertising	P	Renewal due 10/21/13 Declaration of Use due between 10/21/08 and 10/21/09	544912-8963
SUNMIRRORS	US	1,588,592	3/27/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 3/27/10	544912-8170
SUNSTAR	US	1,607,209	7/24/90	9	Spectacles, glasses, sunglasses, lenses, spectacle frames and spectacle cases	R	Renewal due 7/24/10	544912-8456
SUPERTHIN BY MARCHON and Design	US	2,042,285	3/4/97	9	Eyeglasses, sunglasses and eyeglass frames	R	Renewal due 3/4/07	544912-8014

Mark	Country	Ser./ Reg. No.	Filing/ Reg. Date	Class	Goods	Status	Next Action	Docket No.
TANOS	US	2,376,178	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due 8/8/05- 06	544912-8618
TANOS TITANIUM	US	2,376,177	8/8/00	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due between 8/8/05- 06	544912-8619
THE METAL WITH A MEMORY	US	2,352,921	5/30/00	9	Eyeglass frames	R	8&15 due between 5/30/05- 06	544912-8600
TIFLEX	US	2,474,283	7/31/01	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8 & 15 Due between 7/31/06- 07	544912-8679
TRES JOLI	US	2,239,881	4/13/99	9	Eyeglasses, sunglasses and eyeglass frames	R	Response due by 1/7/05 Renewal due by 4/13/09	544912-8027
TRES JOLI	US	78/487242	9/21/04	9	eyeglasses, sunglasses and eyeglass frames	F		544912-8974
TRUFLEX	US	2,548,326	3/12/02	9	Eyeglasses, sunglasses, eyeglass frames and eyeglass cases	R	8&15 due between 3/12/07- 3/12/08	544912-8695
ULTRAFIT	US	2,255,798	6/22/99	9	Eyeglasses, sunglasses and eyeglass frames	R	8&15 due between 6/22/04-05	544912-8008
VERSA-RULE	US	1,784,010	7/27/93	9	Graduated scale devices for measuring optical pupillary distance	R	Renewal due 7/27/13	544912-8597
X-FLEX	US	2,558,458	2/12/02	9	Eyeglasses, sunglasses and eyeglass frames	R	8 & 15 due between 2/12/07- 08	544912-8033