

02-22-1999

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name DOCTOR'S VALUVISION, PLLC

Execution Date
Month Day Year
10-01-98

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other professional limited liability company
- Citizenship/State of Incorporation/Organization KENTUCKY

Receiving Party

Mark if additional names of receiving parties attached

Name DR. MARK LYNN & ASSOCIATES, PLLC

DBA/AK/A/T/A

Composed of

Address (line 1) 2427 BOULEVARD NAPOLEON

Address (line 2)

Address (line 3) LOUISVILLE

KENTUCKY

40205

- Individual General Partnership Limited Partnership Corporation Association
- Other professional limited liability company
- Citizenship/State of Incorporation/Organization KENTUCKY

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
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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)

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.

Courtenay Brian Allen

Courtenay Brian Allen

Feb. 15, 1999

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, Doctor's ValuVision, PLLC ("ASSIGNOR"), a Kentucky professional limited liability company having its principal place of business at 516 East Highway 131, Clarksville, Indiana 47129, has adopted, owns, and has been using the mark DOCTOR'S VALUVISION & DESIGN, which is registered with the United States Patent and Trademark Office as Registration Number 2,066,189, in connection with eyeglasses, contact lenses, and parts thereof, and retail optical store services; and

WHEREAS, Dr. Mark Lynn & Associates, PLLC ("ASSIGNEE"), a Kentucky professional limited liability company having its principal place of business at 2427 Boulevard Napoleon, Louisville, Kentucky 40205, is entitled to an assignment of the entire right, title, and interest in and to said mark, all registrations and applications for registration thereof, including the above-referenced registration, and the goodwill of the business symbolized by said mark pursuant to a Master Asset Purchase Agreement dated as of August 22, 1998 (the "Master Asset Purchase Agreement") by and among Eye Care Centers of America, Inc., a Texas corporation, Mark E. Lynn, O.D., ASSIGNEE, the Companies (as defined in said Master Asset Purchase Agreement), and the Owners (as defined in said Master Asset Purchase Agreement);

NOW, THEREFORE, for the consideration recited in said Master Asset Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all right, title, and interest in and to said mark, all registrations and applications for registration thereof, including the above-referenced registration, together with the goodwill of the business symbolized by said mark, and the right to recover for past infringement of said mark. ASSIGNOR represents and warrants that it has not previously assigned, licensed, or conveyed any interest in said mark, and ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to this instrument.

Signed this 1st day of October, 1998.

Doctor's ValuVision, PLLC,
a Kentucky professional limited liability company

By: _____

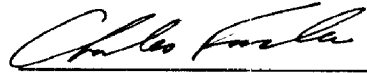

Jerry L. Bizer, O.D.

Chief Executive Officer and Manager

COMMONWEALTH OF KENTUCKY §
 §
COUNTY OF JEFFERSON §

Before me, a notary public, on this day personally appeared Jerry L. Bizer, O.D., known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same as Chief Executive Officer and Manager on behalf of Doctor's ValuVision, PLLC for the purposes and consideration therein expressed.

Given under my hand and seal of office this 1st day of October, 1998.



Notary Public in and for the Commonwealth of Kentucky

My Commission Expires: 2/19/2000