

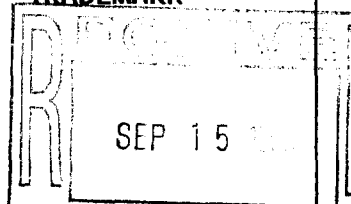
09-22-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101151437

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



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

MRD 9-15-99

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

Execution Date
Month Day Year
 08/31/1999

Name VISION TWENTY-ONE, INC.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization FLORIDA

Receiving Party

Mark if additional names of receiving parties attached

Name EYE CARE CENTERS OF AMERICA, INC.

DBA/AKA/TA

Composed of

Address (line 1) 11103 WEST AVENUE

Address (line 2)

Address (line 3) SAN ANTONIO

TEXAS

78213

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

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.)

Citizenship/State of Incorporation/Organization TEXAS

09/22/1999 DNGUYEN 00000060 75278568

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
150.00 DP

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

TRADEMARK
REEL: 001962 FRAME: 0305

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="75/278,568"/>	<input type="text" value="75/486,695"/>	<input type="text" value="75/594,882"/>	<input type="text" value="1,672,800"/>	<input type="text" value="1,743,726"/>	<input type="text" value="1,779,877"/>
<input type="text" value="75/594,360"/>	<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"/>

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 B. ALLEN

Name of Person Signing

Court B Allen

Signature

9-15-99

Date Signed

ASSIGNMENT

WHEREAS, VISION TWENTY-ONE, INC. ("ASSIGNOR"), a Florida corporation having its principal place of business at 7209 Bryan Dairy Road, Largo, Florida 34647, has adopted, used, and has been using the marks shown in Exhibit A attached hereto (the "Marks") in connection with the goods and services listed in Exhibit A; and

WHEREAS, EYE CARE CENTERS OF AMERICA, INC. ("ASSIGNEE"), a Texas corporation having its principal place of business at 11103 West Avenue, San Antonio, Texas 78213, desires to acquire all of ASSIGNOR's interest in and to said Marks, any registrations and applications for registration thereof, and the goodwill of the business symbolized by the Marks;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all of its right, title, and interest in and to said Marks, all registrations and applications for registration thereof, all rights derived from or associated with use of the Marks by ASSIGNOR together with the goodwill of the business symbolized by said Marks, and the right to recover for past infringement of said Marks. ASSIGNOR represents and warrants that it has not previously assigned, licensed, or conveyed any interest in said Marks or the other rights referenced herein, that all necessary corporate or legal action has been taken to authorize sale and assignment of the Marks and other rights as set forth herein, and that upon payment of the consideration as set forth herein, ASSIGNEE will acquire good and valid title to all rights, including the Marks, conveyed hereby, free and clear of any liens, encumbrances or adverse claims of any kind whatsoever. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to the provisions hereof.

Signed this 31 day of August, 1999.

VISION TWENTY-ONE, INC.,
a Florida corporation

By: Richard T. Welch
Printed Name: Richard T. Welch
Title: Chief Financial Officer

STATE OF Ill. §
COUNTY OF Hillsborough §

Before me, a notary public, on this day personally appeared Richard T. Welch, 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 CFO on behalf of VISION TWENTY-ONE, INC. for the purposes and consideration therein expressed.

Given under my hand and seal of office this 31 day of August, 1999.

Melissa G. Hansen
Printed Name: _____
Notary Public in and for the State of _____

My Commission Expires: _____

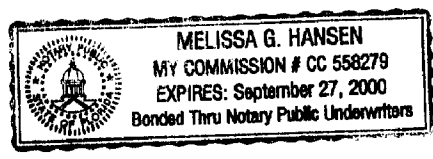


EXHIBIT A

U.S. Registrations			
Mark	Reg. No.	Reg. Date	Goods/Services
ACCU-LAB	1,672,800	01/21/92	custom manufacture of eye-glasses to order and/or specifications of others; and retail optical store services
SEE THE DIFFERENCE SEE THE EYE DRx & DESIGN	1,743,726	12/29/92	retail shops featuring contact lenses and eyeglasses
PARTNERS IN VISION	1,779,877	06/29/93	optometry services offered to third party employers for their employees and families

U.S. Applications			
Mark	Serial No.	Filing Date	Goods/Services
AMALFI OCHIALLI	75/278,568	4/21/97	eyeglass frames (with demonstration lenses)
POLYTHIN	75/486,695	5/18/98	eyeglass lenses
EYE Q	75/594,882	11/24/98	retail optical and optometry services
EYE Q (STYLIZED)	75/594,360	11/24/98	retail optical and optometry services

State Registrations

Iowa

Mark	Reg. No.	Reg. Date	Goods/Services
VISION WORLD	11802	7/5/91	optical goods
VISION WORLD	12214	11/25/91	optical services
VISION WORLD	12213	11/25/91	optical goods
VISION WORLD	12212	11/25/91	optical goods
VISION WORLD	12211	11/25/91	optical goods

New Jersey

Mark	Reg. No.	Reg. Date	Goods/Services
SEE THE DIFFERENCE SEE THE EYE DRx & DESIGN	14529	2/28/97	prescriptions and sales of eyeglasses and contact lenses, eye exams and other necessary eye care services
COL THE COMPLETE OPTICAL LABORATORY, LTD.	10084	10/16/91	fabrication of eyewear

North Dakota

Mark	Reg. No.	Reg. Date	Goods/Services
VISION WORLD & DESIGN	7107800	7/18/91	tradename
VISION WORLD & DESIGN	7563900	11/26/91	optical goods and services

South Dakota

Mark	Reg. No.	Reg. Date	Goods/Services
VISION WORLD & DESIGN	N/A	11/26/91	optical services in Int'l Class 42, State Class 42
VISION WORLD & DESIGN	N/A	11/26/91	optical goods in Int'l Class 9, State Class 10
VISION WORLD & DESIGN	N/A	11/26/91	optical goods in Int'l Class 9, State Class 14
VISION WORLD & DESIGN	N/A	07/05/91	optical goods in Int'l Class 9, State class 9

Wisconsin

Mark	Reg. No.	Reg. Date	Goods/Services
EYECARE ONE	N/A	4/26/89	retail sales of eye-glasses, eyewear and related products and optometric and optical store services
VISION WORLD & DESIGN	N/A	7/10/91	optical goods
VISION WORLD & DESIGN	N/A	11/27/91	optical goods and services
STEIN OPTICAL	N/A	10/24/84	The business of selling, servicing, fitting and repairing eye glasses, eye glass frames, contact lenses and other optical appliances and optical accessories; providing licensed optometrical, optician and/or eye physician services in connection with optical business; and the sale, servicing and fitting of hearing aids and hearing aid accessories and medically related products and services thereto
THE EYE GLASS COMPANY	N/A	10/24/84	The business of selling, servicing, fitting and repairing eye glasses, eye glass frames, contact lenses and other optical appliances and optical accessories; providing licensed optometrical, optician and/or eye physician services in connection with optical business; and the sale, servicing and fitting of hearing aids and hearing aid accessories and medically related products and services thereto