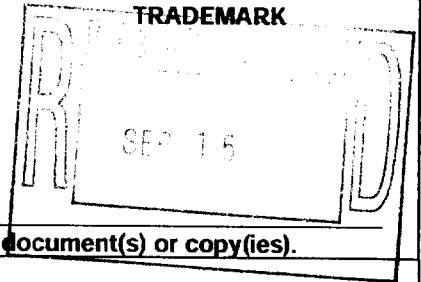


09-22-1999



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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

Name THE COMPLETE OPTICAL LABORATORY, LTD., CORP. Execution Date
Month Day Year
08/31/1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization NEW JERSEY

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 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization TEXAS

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09/22/1999 DNGUYEN 00000058 75655483

01 FC:481 40.00 OP

02 FC:482 25.00 OP

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:
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REEL: 001962 FRAME: 0314

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 B. ALLEN

Court B Allen

9-15-99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, THE COMPLETE OPTICAL LABORATORY, LTD., CORP. ("ASSIGNOR"), a New Jersey corporation having its principal place of business at 1255 Broadstreet, Bloomfield, New Jersey 07003, 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 31st day of August, 1999.

THE COMPLETE OPTICAL LABORATORY, LTD.,
CORP., a New Jersey corporation

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

STATE OF Florida §
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 THE COMPLETE OPTICAL LABORATORY, LTD., CORP. for the purposes and consideration therein expressed.

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

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

My Commission Expires: _____



EXHIBIT A

U.S. Registrations			
Mark	Reg. No.	Reg. Date	Goods/Services
THE COMPLETE OPTICAL LABORATORY LTD. & DESIGN	1,744,920	01/05/93	Optical laboratory services

U.S. Applications			
Mark	Serial No.	Filing Date	Goods/Services
THE COMPLETE OPTICAL LABORATORY LTD. & DESIGN	75/655,483	3/08/99	Optical laboratory services

State Registrations			
New Jersey			
Mark	Reg. No.	Reg. Date	Goods/Services
COL THE COMPLETE OPTICAL LABORATORY LTD.	14530	2/28/97	Optical laboratory services