

12-09-1999



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

**RECORDATION FORM COVER SHEET
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MPO 11-22-99

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
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
8/31/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11/19/99

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

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.)

FOR OFFICE USE ONLY

12/08/1999 TT0M11 00000137 1743726

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

TRADEMARK
REEL: 001996 FRAME: 0849

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

210/554-5302

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="75/633,602"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,743,726"/>	<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"/>

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.

W. Bradley Barnes

22 Nov 99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, CHARLES M. CUMMINS, O.D., P.A. ("ASSIGNOR"), a New Jersey professional association, having its principal place of business at 1255 Broad Street, Bloomfield, New Jersey 07003, has adopted, used, and has been using the mark shown in Exhibit A attached hereto (the "Mark") in connection with the goods and services listed in Exhibit A;

WHEREAS, EYE DRX RETAIL MANAGEMENT, INC. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 1255 Broad Street, Bloomfield, New Jersey 07003, desires to acquire all of ASSIGNOR's interest in and to said Mark, any registrations and applications for registration thereof, and the goodwill of the business symbolized by the Mark; and

WHEREAS, ASSIGNOR previously and erroneously executed an assignment of the Mark in favor of Eye Care Centers of America, Inc. on August 31, 1999 and the parties hereby acknowledge that such assignment was erroneously executed, shall be null and void and, with respect to the Mark, shall be replaced by the assignment of the Mark contained herein;

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 Mark, all registrations and applications for registration thereof, all rights derived from or associated with use of the Mark by ASSIGNOR 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, except for the aforementioned erroneous assignment to Eye Care Centers of America, Inc., dated August 31, 1999, it has not previously assigned, licensed, or conveyed any interest in said Mark or the other rights referenced herein, that all necessary corporate or legal action has been taken to authorize sale and assignment of the Mark 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 Mark, 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.

Executed this 11th day of November 1999 and made effective as of August 31, 1999.

**CHARLES M. CUMMINS, O.D., P.A.,
a New Jersey Professional Association**

By: [Signature]
Charles M. Cummins, President

STATE OF New Jersey §
COUNTY OF Essex §

Before me, a notary public, on this day personally appeared Charles M. Cummins, 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 President of CHARLES M. CUMMINS, O.D., P.A. for the purposes and consideration therein expressed.

Given under my hand and seal of office this 11th day of November 1999.

VERONICA M. ROSS
NOTARY PUBLIC - NEW JERSEY
MY COM. EXPIRES 12/31/2004

[Signature]
Printed Name: Veronica Ross
Notary Public in and for the State of N.J.
My Commission Expires: 12/31/2004

ACKNOWLEDGED AND AGREED:

CHARLES M. CUMMINS, O.D., P.A.

By: [Signature]
Charles M. Cummins, President

EYE CARE CENTERS OF AMERICA, INC.

By: _____
Alan E. Wiley, Executive Vice President

EYE DRX RETAIL MANAGEMENT, INC.

By: _____
Alan E. Wiley, Executive Vice President

Executed this _____ day of November 1999 and made effective as of August 31, 1999.

**CHARLES M. CUMMINS, O.D., P.A.,
a New Jersey Professional Association**

By: _____
Charles M. Cummins, President

STATE OF _____ §
COUNTY OF _____ §

Before me, a notary public, on this day personally appeared Charles M. Cummins, 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 President of CHARLES M. CUMMINS, O.D., P.A. for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of November 1999.

Printed Name: _____
Notary Public in and for the State of _____
My Commission Expires: _____

ACKNOWLEDGED AND AGREED:

CHARLES M. CUMMINS, O.D., P.A.

By: _____
Charles M. Cummins, President

EYE CARE CENTERS OF AMERICA, INC.

By: *Alan E. Wiley*
Alan E. Wiley, Executive Vice President

EYE DRX RETAIL MANAGEMENT, INC.

By: *Alan E. Wiley*
Alan E. Wiley, Executive Vice President

EXHIBIT A

U.S. Registration			
Mark	Reg. No.	Reg. Date	Goods/Services
SEE THE DIFFERENCE SEE THE EYE DRx & DESIGN	1,743,726	12/29/92	retail shops featuring contact lenses and eyeglasses

U.S. Application			
Mark	Application Serial No.	Filing Date	Goods/Services
SEE THE DIFFERENCE SEE THE EYE DRx & DESIGN	75-633,602	2/4/99	retail shops featuring contact lenses and eyeglasses