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OPR/FINANCE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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  
Aug 31 1999

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
Dec 20, 1999

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  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

02/22/2000 DNGUYEN 00000238 75594882

01 FC:481 ( 40.00 DP )  
02 FC:482 ( 75.00 DP )

FOR OFFICE USE ONLY

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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. 20231

REEL: 002025 FRAME: 0016

**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.

Court B. Allen  
Name of Person Signing

*Court B. Allen*  
Signature

Jan. 13, 2000  
Date Signed

## ASSIGNMENT

WHEREAS, VISION TWENTY-ONE, INC. ("ASSIGNOR"), a Florida corporation having its principal place of business at 7360 Bryan Dairy Road, Largo, Florida 33777, successor by merger to EyeCare One Corp., formerly known as Stein Health Services, Inc., 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;

WHEREAS, STEIN OPTICAL, INC. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 1126 South 70th Street, West Allis, Wisconsin 53214, 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; and

WHEREAS, ASSIGNOR previously and erroneously executed an assignment of the Marks 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 Marks, shall be replaced by the assignment of the Marks 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 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, 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 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.

Executed this 23 day of December, 1999 and made effective as of August 31, 1999.

**VISION TWENTY-ONE, INC.,  
a Florida corporation**

By: [Signature]  
Theodore N. Gillette, Chief Executive Officer

STATE OF Florida  
COUNTY OF Pinellas

§  
§  
§

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

Given under my hand and seal of office this 23 day of December, 1999.

NOTARY PUBLIC - STATE OF FLORIDA  
JUDITH A. EREKSON  
COMMISSION # CC 742738  
EXPIRES 07/24/2002  
BONDED THRU ASA 1-888-NOTARY1

[Signature]  
Printed Name: Judith A Erekson  
Notary Public in and for the State of Florida  
My Commission Expires: 7/24/2002

ACKNOWLEDGED AND AGREED:

EYE CARE CENTERS OF AMERICA, INC.

By: [Signature]  
Alan E. Wiley, Executive Vice President

STEIN OPTICAL, INC.

By: [Signature]  
Alan E. Wiley, Executive Vice President

Wisconsin

Mark	Reg. No.	Reg. Date	Goods/Services
EYECARE ONE		4/26/89	retail sales of eye-glasses, eyewear and related products and optometric and optical store services
STEIN OPTICAL		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		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

**EXHIBIT A**

<b>U.S. Registrations</b>			
<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Goods/Services</b>
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
PARTNERS IN VISION	1,779,877	06/29/93	optometry services offered to third party employers for their employees and families

<b>U.S. Applications</b>			
<b>Mark</b>	<b>Serial No.</b>	<b>Filing Date</b>	<b>Goods/Services</b>
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