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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

FOR OFFICE USE ONLY

02/22/2000 DMGUYEN 00000211 75278568

01 FC:481
02 FC:482

40.00 OP
25.00 OP

File OK

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) **TRADEMARK**
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002025 FRAME: 0171

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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<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.

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, 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, VISION WORLD, INC. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 2277 West Highway 36, Roseville, Minnesota 55113, 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 20 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

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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 20 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: 742738

ACKNOWLEDGED AND AGREED:

EYE CARE CENTERS OF AMERICA, INC.

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

VISION WORLD, INC.

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

EXHIBIT A

U.S. Applications			
Mark	Serial No.	Filing Date	Goods/Services
AMALFI OCHIALLI	75/278,568 (application abandoned)	4/21/97	eyeglass frames (with demonstration lenses)
POLYTHIN	75/486,695 (application abandoned)	5/18/98	eyeglass lenses

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

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		11/26/91	optical services in Int'l Class 42, State Class 42
VISION WORLD & DESIGN		11/26/91	optical goods in Int'l Class 9, State Class 10
VISION WORLD & DESIGN		11/26/91	optical goods in Int'l Class 9, State Class 14
VISION WORLD & DESIGN		07/05/91	optical goods in Int'l Class 9, State Class 9
VISION WORLD		11/26/91	optical goods in State Class 3

Wisconsin

Mark	Reg. No.	Reg. Date	Goods/Services
VISION WORLD & DESIGN		7/10/91	optical goods
VISION WORLD & DESIGN		11/27/91	optical goods and services