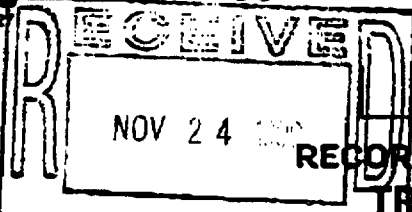


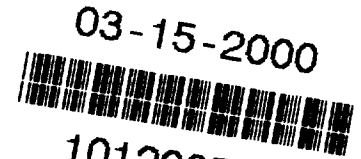
RE MRD

FORM PTO-1618A 3-11-00
Expires 03/31/01
OMB 0851-0027

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



REC'D 11/25/99
RECORDATION FORM COVER
TRADEMARKS ONLY



101290560

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s)

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 Amendment to Security Interest
Reel #001825, Frame #0674

Effective Date
Month Day Year
11 12 99

Conveying Party

Mark if additional names of conveying parties attached

Name First Union National Bank, as Administrative Agent

Execution Date
Month Day Year
10 8 98

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 Foothill Capital Corporation, for itself and as agent for certain lenders

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1000 Abernathy Road, N.E., Suite 1450

Address (line 2) Northpark Town Center, Bldg. 400

Address (line 3) Atlanta

Georgia/USA

30328

- 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 California

12/15/1999 TTON11 00000127 2171616

FOR OFFICE USE ONLY

#1 FC1481 40.00 OP
#2 FC1482 1025.00 UP

FORM PTO-1618B
Expires 03/30/99
OMB 0951-0027

Page 2

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

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="75/468182"/>	<input type="text" value="75/331508"/>	<input type="text" value="75/316257"/>	<input type="text" value="2,171,616"/>	<input type="text" value="465359"/>	<input type="text" value="2,451,1973"/>
<input type="text" value="75/468178"/>	<input type="text" value="75/331317"/>	<input type="text" value="75/319939"/>	<input type="text" value="1,786,605"/>	<input type="text" value="1,861,698"/>	<input type="text" value="1,831,133"/>
<input type="text" value="75/331638"/>	<input type="text" value="75/529326"/>	<input type="text" value="75/468181"/>	<input type="text" value="1,791,426"/>	<input type="text" value="1,861,710"/>	<input type="text" value="453788"/>

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.

Gretchen E. von Dwingelo
Name of Person Signing


Signature

11/24/99
Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 08/30/99
OMB 0851-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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 the Assignment.)

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)

TRADEMARK


**ASSIGNMENT OF SECURITY INTEREST
IN TRADEMARKS
(BORROWER)**

Whereby **FIRST UNION NATIONAL BANK**, as Administrative Agent ("Assignor"), has a security interest in and has taken a collateral assignment of the registered trademarks and trademark applications listed on Exhibit A attached hereto, and all of the rights and obligations underlying the security interest and collateral assignment have been assigned by Assignor to **FOOTHILL CAPITAL CORPORATION**, for itself and for the benefit of certain lenders ("Assignee"), pursuant to a certain Assignment and Acceptance Agreement of even date herewith (the "Assignment") among First Union National Bank, Bank of America, N.A., Assignee and Vista Eyecare, Inc.

Accordingly, in connection with the execution and delivery of the Assignment, Assignor hereby assigns all of its interest in and to said registered trademarks and trademark applications and hereby conveys the same, without recourse, representation or warranty, to Assignee, which has an address at Northpark Town Center, Building 400, 1000 Abernathy Road, N.E., Suite 1450, Atlanta, Georgia 30328.

**FIRST UNION NATIONAL BANK,
as Administrative Agent**

DATED: 11/12/99

By: 
Name: FREDERICK W. PRICE
Title: SENIOR VICE PRESIDENT

Address:
301 South College Street, Tw-5
Charlotte, NC 28288-0737

CANADA FT

TradeMarks

PK	App #	App Date	Reg #	Reg Date	Renewal	IC	Goods
	75044425	01/16/1996	2,171,616	07/07/1998	07/06/2008	9	Lenses sold as a component of eyeglasses and sunglasses
	74335,369	11/30/1992	1,786,605	08/10/1993	08/09/2003	9	Optical goods: namely, sunglasses and eyeglass cases
	74348,330	01/14/1993	1,791,426	09/07/1993	09/07/2003	9	Optical goods: namely, sunglasses and eyeglass cases
	193554	03/11/1994	465359	06/30/1994	03/10/2004	9	Productos opticos incluyendo armazones para anteojos y lentes para anteojos.
	74456,114	11/10/1993	1,861,698	11/08/1994	11/07/2004	9	Optical goods, namely eyeglass frames
	74465460	12/06/1993	1,861,710	11/08/1994	11/07/2004	9	Optical goods, namely eyeglass lenses
	94511073	03/15/1994	94511073	09/30/1994	03/14/2004	9	Appareils et instruments optiques, montures de lunettes et lentilles optiques. ...
	74353,865	01/29/1993	1,831,133	04/19/1994	04/18/2004	9	Optical goods; namely, coated spectacle lenses
	171627	06/29/1993	453788	06/28/1993	06/27/2003	9	Productos opticos incluyendo lentes para anteojos recubiertos [i.e., optical goods, namely eyeglass frames and ophthalmic lenses]

TRADEMARKS

App #	App Date	Reg #	Reg Date	Renewal	IC	Goods
74/335,552	11/30/1992	1,789,212	08/24/1993	08/23/2003	9	Optical goods; namely, eyeglass frames and ophthalmic lenses
94/511072	03/15/1994	94/511072	10/04/1994	03/14/2004	9	Appareils et instruments optiques, montures de lunettes et lentilles optiques. ... Productos opticos como armazones para anteojos y lentes oftalmicos.
171587	06/28/1993	453787	03/08/1994	06/27/2003	9	
74/344,164	12/29/92	1,788,013	8/17/93	08/23/2003	9	Optical goods; namely, eyeglass frames and ophthalmic lenses
75/468182	04/15/1998				09	Optical goods; namely, ophthalmic lenses for eyeglasses and sunglasses
75/102,459	05/10/1996	2,171,682	07/07/1998	07/06/2008	9	Ophthalmic lens coatings sold as a component of spectacle lenses and sunglass lenses; coated spectacle lenses, and coated sunglass lenses.
75/468178	04/15/1998				09	Optical goods; namely, ophthalmic lens coatings and ophthalmic lens materials sold as a component of spectacle lenses and sunglass lenses; coated spectacle lenses and coated sunglass lenses
75/331638	07/28/1997				035	SERVICES: Employment recruitment of entertainers and

TRADEMARKS

App #	App Date	Reg #	Reg Date	Renewal	IC	Goods
75331508	07/28/1997				035	providing business management services for those optometrists. SERVICES:Employment recruiting of optometrists and providing business management services for those optometrists.
75/331317	07/31/1998				35	Employment recruiting of optometrists and business management services for optometrists Optical goods, namely, eyeglass frames and ophthalmic lenses.
75/529326	07/31/1998			35		
75/316257	06/27/1997			9		
75/575 248	09/19/1994	1,921,730	09/26/1995	09/25/2005	9	Optical goods

TradeMark

App #	App Date	Reg #	Reg Date	Renewal	IC	Goods	
VINCENTE (word)	74/575,247	09/19/1994	1,921,729	09/26/1995	09/25/2005	9	frames and sunglasses Optical goods, namely eyeglass frames and sunglasses Optical goods
ND COLLECTION	75/319939	07/07/1997				9	
L VISION	74/350,048	01/21/1993	1,843,972	07/05/1994	07/04/2004	35	Operation of retail eyeglass outlets for others
IES, LTD. (word) (SM)	75/043799	01/16/1996	2,106,043	10/14/1997	10/13/2007	009	Eyeglasses and sunglasses
ARE (word)	74/504,585	03/24/1994	1,908,736	08/01/1995	07/31/2005	35	Operation of vision centers in retail outlets for others
rd) (SM)	74/348,137	01/13/1993	1,843,857	07/05/1994	07/04/2004	35	Operation of vision centers in retail outlets for others

Optical Goods

App #	App Date	Reg #	Reg Date	Renewal	IC	Goods
74/439,182	09/23/1993	1,858,034	10/11/1994	10/10/2004	42	Operation of vision centers in retail outlets for others
75/468181	04/15/1998				09	Optical goods; namely, ophthalmic lenses for eyeglasses and sunglasses
75/156,661	08/27/1996	2,084,005	07/29/1997	07/28/2007	035	Operation of retail vision centers.
74/416,786	07/26/1993	1,920,747	09/19/1995		9	Optical goods; namely, eyeglass and sunglasses frames
75/008,457	10/23/1995	2,042,507	03/04/1997	03/03/2007	009	Optical goods
75/468185	04/15/1998				09	Optical goods; namely, ophthalmic lenses for eyeglasses and sunglasses
75/044426	01/16/1996				9	Eyeglasses and sunglasses
75/324077	07/14/1997				009	lenses for eyeglasses and sunglasses
75/043798	01/16/1996	2,071,317	06/17/1997	06/16/2007	42	Operation of retail optical centers
74/335,451	11/30/1992	1,845,072	07/12/1994	07/11/2004	9	Optical goods; namely, eyeglass frames and ophthalmic lenses

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App #	App Date	Reg #	Reg Date	Renewal	IC	Goods
74335452	11/30/1992	1,847,271	07/26/1994	07/25/2004	9	Optical goods; namely, eyeglass frames and ophthalmic lenses Lenses sold as a component of eyeglasses and sunglasses Retail optical outlet services. Retail optical outlet services Eyeglasses and sunglasses
75044427	01/16/1996	2,175,796	07/21/1998	07/20/2008	9	
75070137	03/11/1996	2,060,895	05/13/1997	05/12/2007	042	
75116588	06/10/1996	2,131,833	01/27/1998	01/26/2008	035	
75044428	01/16/1996				9	

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UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
 ASSISTANT SECRETARY AND COMMISSIONER
 OF PATENTS AND TRADEMARKS
 Washington, D.C. 20231

MARCH 08, 2000

PTAS

PAUL, HASTINS, JANOFSKY & WALKER, LLP
 GRETCHEN E. VON DWINGELO
 600 PEACHTREE STREET, N.E.
 SUITE 2400
 ATLANTA, GA 30308-2222



101222206A

UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101222206

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE REGISTRATION NUMBERS 94511073 AND 95/511072 ARE NOT U.S. ISSUED TRADEMARK REGISTRATION NUMBERS AND CAN NOT BE RECORDED. ALSO, THE FEE TO RECORD TRADEMARK PROPERTY NUMBERS IS \$40 FOR THE FIRST AND \$25 FOR EACH THEREAFTER. THE FEE FOR RECORDING 43 PROPERTY NUMBERS, THE TOTAL LISTED ON THE RECORDATION COVER SHEET, IS \$1090; FOR 41 PROPERTY NUMBERS, THE FEE IS \$1040. OUR OFFICE RECEIVED \$1065. PLEASE REVIEW AND MODIFY YOUR LIST OF PROPERTY NUMBERS, AND, IF NECESSARY, REMIT THE ADDITIONAL \$40.

MAYA BENNETT, EXAMINER
 ASSIGNMENT DIVISION
 OFFICE OF PUBLIC RECORDS

RECORDED: 11/25/1999

TRADEMARK
 REEL: 002033 FRAME: 0729