

09-25-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
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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

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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 Association

Corporation

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

09/25/2000 DNGUYEN 00000214 2066189
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002146 FRAME: 0136

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"/>	<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" value="2,066,189"/>	<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.

Courtenay B. Allen
Name of Person Signing

Court B Allen
Signature

9-6-2000
Date Signed

ASSIGNMENT

THIS ASSIGNMENT is made and entered into to be effective as of April 1, 2000, by and between EYE CARE HOLDINGS, INC., a Delaware corporation, and DR. MARK LYNN & ASSOCIATES, PLLC, a Kentucky Professional Limited Liability Company.

WHEREAS, DR. MARK LYNN & ASSOCIATES, PLLC ("ASSIGNOR"), a Kentucky Professional Limited Liability Company having its principal place of business at 2427 Boulevard Napoleon, Louisville, Kentucky 40204, 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, EYE CARE HOLDINGS, INC. ("ASSIGNEE"), a Delaware 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; and

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.

Executed this 14 day of August, 2000.

DR. MARK LYNN & ASSOCIATES, PLLC, a Kentucky Professional Limited Liability Company

By: Mark Lynn
MARK LYNN
Title: President

State INDIANA
COMMONWEALTH OF ~~KENTUCKY~~ §
COUNTY OF ~~JEFFERSON~~ Clark §

Before me, a notary public, on this day personally appeared MARK LYNN, 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 on behalf of DR. MARK LYNN & ASSOCIATES, PLLC for the purposes and consideration therein expressed.

Given under my hand and seal of office this ____ day of August, 2000.

Rita M. Thompson
Printed Name: Rita Thompson
Notary Public in and for the ~~Commonwealth of Kentucky~~ State INDIANA
My Commission Expires: 7-25-2007

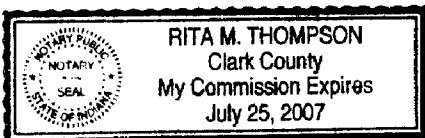


EXHIBIT A

U.S. Registrations			
Mark	Reg. No.	Reg. Date	Goods/Services
DOCTOR'S VALU VISION & DESIGN	2,066,189	06/03/97	Eyeglasses, contact lenses and parts thereof

State Registrations			
Kentucky			
Mark	Reg. No.	Reg. Date	Goods/Services
DR. BIZER'S VISION WORLD & DESIGN	9083/11832	02/22/90	Eye care services
DR. BIZER'S VISION WORLD & DESIGN	9084/11831	02/22/90	Eye glasses and eye glass products