

To the Honorable Commissioner of Patents and Trademarks
Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Primary Eyecare Network, Inc.
now known as VAI of Contra Costa, Inc.

Entity:

- Individual(s)
- General Partnership
- Corporation California
- Other _____
- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other Confirmation of Assignment of 08/31/00
Execution Date July 17, 2001
- Change of Name
- Merger

2. Name and Address of Party(ies) receiving an interest:

Name: PEN Purchase, Inc.
Internal Address: _____
Street Address: 14520 Doolittle Drive
City: San Leandro
State: California Zip: 94577

Entity:

- Individual
- General Partnership
- Corporation California
- Other _____
- Association
- Limited Partnership

Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

4. Application number(s) or patent number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,683,165
1,700,750
1,950,462

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kathleen A. Skinner
Internal Address: _____
Street Address: One Kaiser Plaza, Suite 2360
City: Oakland
State: CA Zip: 94612

6. Number of applications and registrations involved:
Three

7. Amount of fee enclosed or authorized to be charged:

\$90

8. Deposit account number: No. 19/2383
USE FOR CREDIT OR INSUFFICIENT FEE ONLY

DO NOT USE THIS SPACE

9. 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.

Kathleen A. Skinner
Name of Person Signing

Kathleen A. Skinner
Signature

8/14/01
Date

Total number of pages including cover sheet, attachments and document: 3

CONFIRMATION OF ASSIGNMENT
TO PEN PURCHASE, INC.

WHEREAS, Con-Cise Contact Lens Co., PEN Purchase, Inc., and PR Purchase, Inc. (all California corporations) ("Buyers"), and VisionAmerica Incorporated (a Delaware corporation), Primary Eyecare Network, Inc. (a California corporation), and PEN Resources, Inc. (a California corporation) ("Sellers"), were parties to an Asset Purchase Agreement dated August 31, 2000;

WHEREAS, pursuant to said agreement, all the Intellectual Property assets of Primary Eyecare Network, Inc. and PEN Resources, Inc., wholly owned subsidiaries of VisionAmerica Incorporated, were sold and transferred to PEN Purchase, Inc. and PR Purchase, Inc., respectively;

WHEREAS, said Intellectual Property assets include certain service mark registrations, tradenames, and copyright registrations more specifically identified on Exhibit A attached hereto.

WHEREAS, PEN Resources, Inc. was also known by a fictitious business name, PEN Publications, and certain of its copyright registrations are shown in that name;

NOW THEREFORE, Sellers hereby confirm that pursuant to the Asset Purchase Agreement of August 31,2000, and effective that date Sellers assigned and conveyed and transferred to PEN Purchase, Inc. (a California corporation), all rights, title and interest any Seller may have had in and to the Intellectual Property assets identified on Exhibit A hereto, together with all of the good will associated with the business with which such service marks and business names have been used.

PEN Resources, Inc. (a California corporation), also known as PEN Publications and now known as VAI of San Ramon, Inc.

Dated: 7-17-01

Witnessed: Patrice Johnson

Benny E. Ruffin
By: BARRY E. REIFLER
Title: V.P.

Primary Eyecare Network, Inc. (a California corporation), now known as VAI of Contra Costa, Inc.

Dated: 7-17-01

Witnessed: Patrice Johnson

Benny E. Ruffin
By: BARRY E. REIFLER
Title: V.P.

**EXHIBIT A
SCHEDULE OF SERVICE MARKS/COPYRIGHTS**

SERVICE MARKS

**A. California Service Mark Registrations
in the name of Primary Eyecare Network**

| <u>Mark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|--|-----------------|------------------|
| PRIMARY EYECARE NETWORK (Class. 42) | 39634 | 12/05/01 |
| PRIMARY EYECARE NETWORK (Class 41) | 38909 | 07/22/91 |

**B. U.S. Service Mark Registrations
in the name of Primary Eyecare Network, Inc.**

| <u>Mark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---------------------------------------|-----------------|------------------|
| P.E.N. | 1,950,462 | 01/23/96 |
| PRIMARY EYECARE NETWORK and Design | 1,683,165 | 04/14/92 |
| PRIMARY EYECARE NETWORK | 1,700,750 | 07/14/92 |

I hereby certify that this correspondence is being facsimile transmitted to the U.S. Patent and Trademark Office, Assignment Division, Fax No. 1-703-306-5995 on August 14, 2001.

Name: Kathleen A. Skinner
Signature: Kathleen A. Skinner
Date: August 14, 2001

Law Offices of Kathleen A. Skinner

One Kaiser Plaza, Suite 2360
Oakland, California 94612
Telephone: (510) 832-8700
Facsimile: (510) 836-2595

This communication may contain privileged or confidential information and is intended only for the identified recipient. If it is received by anyone else please notify the sender.

TELEFAX TRANSMITTAL SHEET

TO: Assignment Division **DATE:** August 14, 2001
COMPANY: U.S. Patent & Trademark Office **TIME:**
FAX NO.: 1-703-306-5995
FROM: Kathleen A. Skinner **DOCKET:** 958-200

3 PAGES FOLLOW THIS ONE.
IF ALL PAGES ARE NOT CLEARLY RECEIVED, PLEASE CONTACT SENDER
AT TELECOPIER NO. (510) 836-2595
OR BY CALLING OUR VOICE TELEPHONE NO. (510) 832-8700.

RE: U.S. Trademark Registrations
No. 1,683,165
No. 1,700,750
No. 1,950,462

COMMENTS:

Enclosed for recording is a Trademark Assignment regarding the above trademark registrations. Also enclosed is the required cover sheet. Please charge my deposit account for the recording fee.

If there should be any problem, please call the undersigned.

Very truly yours,

Kathleen A. Skinner
Kathleen A. Skinner

KAS/tw
Enclosures