3/26/02 04-10-2002	
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)  Tab settings	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
1. Name of conveying party(ies):  Sterling Vision, Inc.  Individual(s)  General Partnership  Corporation-State  Other  Additional name(s) of conveying party(ies) attached? Yes No.  Nature of conveyance:  Assignment  Security Agreement  Other  Execution Date: 12/1/2000	2. Name and address of receiving party(ies)  Name: _Anylens Acquisition, LLC  Internal Address:  Street Address: _1500 Hempstead Turnpike  City: _East MeadowState: _NY _Zip: _11554  Individual(s) citizenship  Association
4. Application number(s) or registration number(s):  A. Trademark Application No.(s)	B. Trademark Registration No.(s)
Additional number(s) attached Yes V No	
Name and address of party to whom correspondence concerning document should be mailed:     Name: James David Jacobs, Esq.	6. Total number of applications and registrations involved:
Internal Address: Baker & McKenzie	7. Total fee (37 CFR 3.41)\$  Enclosed  Authorized to be charged to deposit account
Street Address: 805 Third Avenue 29th Floor  City: New York State: NY Zip: 10022	8. Deposit account number:  02-0393
DO NOT USE THIS SPACE	
9. Signature. 02. DBYRNE 00000146 020393 75705858  1 40.00 CH  James David Jacobs, Esq.  Name of Person Signing Signature  Otal humber of pages including cover sheet, attachments, and document:  2 Date	

Mail becuments to be recorded with required cover sheet information to: Commissioner of Patent &/Trademarks, Box Assignments Washingtop, D.C. 20231

## ASSIGNMENT

WHEREAS, Sterling Vision, Inc., a New York corporation, with its principal place of business at 1500 Hempstead Turnpike, East Meadow, New York 11554 ("Assignor"), owns and has a bona fide intent to use the mark 1-800 ANY LENS, in connection with Retail Store Services (the "Mark"); and

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor's bona fide intent to use the Mark in commerce in connection with the above-described goods and/or services and filed an application therefore on May 13, 1999 and that application has been assigned serial No. 75/705,858; and

WHEREAS, Anylens Acquisition, LLC, a Delaware limited liability company, with its principal place of business at 1500 Hempstead Turnpike, East Meadow, New York 11554 ("Assignee"), desires to acquire Assignor's wholly owned subsidiary, 1-800 Anylens, Inc., a Delaware corporation, together with the business of said entity, in connection with which Assignor has a bona fide intent to use the Mark and the pending Application therefore.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all of its right, title and interest in and to the Mark and the pending Application therefore, together with the business of 1-800 Anylens, Inc in connection with which it has a bona fide intent to use the Mark.

Dated: December 1, 2000

RECORDED: 03/26/2002

STERLING VISION, INC.

Joseph Silver, General Counsel

TRADEMARK REEL: 002479 FRAME: 0540