

3/26/02

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DEPARTMENT OF COMMERCE S. Patent and Trademark Office

Tab settings

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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) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/1/2000

2. Name and address of receiving party(ies)

Name: Anylens Acquisition, LLC.

Internal

Address:

Street Address: 1500 Hempstead Trunpike

City: East Meadow State: NY Zip: 11554

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/702,718

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: James David Jacobs, Esq.

Internal Address: Baker & McKenzie

Street Address: 805 Third Avenue

29th Floor

City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41) \$ 280.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

02-0303 020,393

DO NOT USE THIS SPACE

9. Signature.

James David Jacobs, Esq.

Name of Person Signing

Signature

03/19/2002

Date

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

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

OFFICE OF PATENT RECORDS FINANCE SECTION 2002 MAR 26 AM 8:10

04/09/2002 DBYRNE 00000147 020393 75702718 01 FC:481 02 FC:482

APPENDIX A

TRADEMARK	APP. SERIAL NO.	ORIG. APP. DATE	GOODS AND/OR SERVICES
1-800 ANY LENS	75/705,858	5/13/1999	ON LINE RETAIL STORE
ANY LENS.COM	75/702,722	5/11/1999	ON LINE RATAIL STORE
CONTACT LENSES AMERICA	75/702,719	5/11/1999	ON LINE RETAIL STORE
CONTACTS AMERICA	75/702,720	5/11/1999	ON LINE RETAIL STORE
CONTACTS PLUS.COM	75/702,718	6/2/2000	ON LINE RETAIL STORE
NATIONAL CONTACT LENSES.COM	75/702,715	5/11/1999	ON LINE RETAIL STORE
NATIONAL CONTACTS.COM	75/702,714	5/11/1999	ON LINE RETAIL STORE

## 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 through its wholly owned subsidiary, 1-800 Any Lens, Inc., a Delaware Corporation ("Anylens") has a bona fide intent to use the Marks more particularly described on the attached Appendix A, each in connection with the goods and/or services indicated on said Appendix (collectively, the "Marks"); and

WHEREAS, Assignor has applied to register the Marks on the Principal Register of the United States Patent and Trademark Office based on Assignor's bona fide intent to use the Marks, through its wholly owned subsidiary, Anylens, in commerce in connection with the indicated described goods and/or services and filed applications thereof as indicated on the Appendix annexed hereto; and

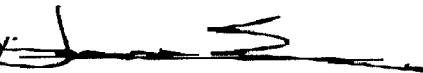
WHEREAS, Anylens Acquisition, LLC, a Delaware limited liability company, with its principal place of business at 1500 Hempstead Turnpike, East Meadow, New York 11554 ("Assignee"), desires to acquire Anylens, together with the business of said entity, in connection with which Assignor has a bona fide intent to use the Marks and the pending Applications therefore; and

WHEREAS, in connection with the foregoing, Assignor is this day selling and transferring to the Assignee all of its equity interest in Anylens.

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

Dated: December 1, 2000

STERLING VISION, INC.

By: 

Joseph Silver, General Counsel