

04-14-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM TRADEMARKS ONLY

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):

Laser Vision Centers, Inc.

4.9.03

- Individual(s) Association General Partnership Limited Partnership Corporation-State (Missouri) 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: 05/30/2002

2. Name and address of receiving party(ies)

Name: TLC Vision Corporation

Internal Address: Suite 200

Street Address: 540 Maryville Centre Drive

City: St. Louis State: MO Zip: 63141

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State province of New Brunswick 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)

B. Trademark Registration No.(s) 2,175,267

Additional number(s) attached Yes No

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

Name: Belinda B. May

Internal Address: Suelthaus & Walsh, P.C.

Street Address: 7733 Forsyth Blvd., 12th Floor

City: St. Louis State: MO Zip: 63105

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Belinda B. May

Name of Person Signing

Signature

Date

April 3, 2003

Total number of pages including cover sheet, attachments, and document: 6

04/11/2003 DBYRNE 00000045 2175267

01 FC:8521 02 FC:8522

40.00 OP 200.00 OP

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

2,175,268
2,090,433
1,885,214
1,823,091
2,113,932
1,743,742
1,834,948
2,381,479

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 15, 2002

TLC VISION CORPORATION
(Exact name of registrant as specified in its charter)

New Brunswick
(State or other
jurisdiction of
organization)

0-29302
(Commission File
Number)

980151150
(I.R.S. Employer
Identification Number)

5280 Solar Drive, Suite 300
Mississauga, Ontario
(Address of principal executive offices)

L4W 5M8
(Zip Code)

Registrant's telephone number, including area code: (905) 602-2020

Item 2. Acquisition or Disposition of Assets

On August 25, 2001, TLC Vision Corporation ("TLC" and formerly known as TLC Laser Eye Centers Inc.), entered into an Agreement and Plan of Merger, dated as of August 25, 2001 (the "Merger Agreement"), by and among Laser Vision Centers, Inc., a Delaware corporation ("LaserVision"), TLC and TLC Acquisition II Corp., a Delaware corporation and a wholly-owned subsidiary of TLC ("Merger Subsidiary"), providing for LaserVision to become a wholly-owned subsidiary of TLC by means of a merger of Merger Subsidiary with and into LaserVision (the "Merger"). On August 23, 2002 and August 25, 2002, the boards of directors of TLC and LaserVision, respectively, approved and adopted the Merger Agreement and the Merger. On April 18, 2002, the shareholders of each of TLC and LaserVision voted to approve the Merger and other related matters contemplated by the Merger Agreement. The Merger was consummated and became effective on May 15, 2002 when a Certificate of Merger of Merger Subsidiary with and into LaserVision was filed with the office of the Secretary of State of Delaware. As a result of the Merger, LaserVision became a wholly-owned subsidiary of TLC. As well, in connection with the Merger, TLC was continued under the laws of the province of New Brunswick and changed its name from TLC Laser Eye Centers Inc. to TLC Vision Corporation.

Upon consummation of the Merger, each share of LaserVision common stock was converted into the right to receive 0.95 of a TLC common share. Approximately 26.6 million TLC common shares will be issued to LaserVision shareholders. In addition, upon consummation of the Merger, the number of shares receivable upon exercise of each outstanding stock option and warrant to purchase shares of LaserVision common stock was proportionately adjusted on the basis of the 0.95-to-1 ratio and become exercisable for TLC common shares on the same material terms and conditions of the LaserVision option or warrant at the time of the Merger. Additionally, as contemplated by the Merger Agreement, immediately prior to the Merger, LaserVision changed the exercise price of outstanding stock options and warrants of LaserVision which would have an exercise price greater than \$8.688 per TLC common share after the Merger to a price equivalent to \$8.688 per TLC common share. TLC is also allowing the holders of outstanding TLC stock options with an exercise price greater than \$8.688 to elect to reduce the exercise price of their options to \$8.688 by surrendering a number of the existing shares subject to each repriced option as follows: for every option with an exercise price of over \$40, the holder will surrender 75% of the shares subject to such option; for every option with an exercise price of \$30 to \$40, the holder will surrender approximately 66.6% of the shares subject to such option; for every option with an exercise price of \$20 to \$30, the holder will surrender 50% of the shares subject to such option; and for every option with an exercise price between \$8.688 to \$20, the holder will not surrender any of the shares subject to such option.

In connection with the Merger, the number of members comprising the board of directors of TLC was increased from seven to eleven. Four representatives of LaserVision's former Board of Directors -- John J. Klobnak, James M. Garvey, Richard L. Lindstrom, M.D. and David S. Joseph have been elected to the Board of Directors of TLC.

The senior management of TLC is now comprised of the following: Elias Vamvakas, Chairman and Chief Executive Officer; James Wachtman, President & Chief Operating Officer; Charles Bono, Chief Financial Officer; and Robert W. May and Lloyd D. Fiorini serve as co-legal counsels. John J. Klobnak has assumed a non-executive Vice Chairmanship and will continue as a director of TLC for approximately one year.

For a more detailed description of the Merger, reference is made to the joint proxy statement/prospectus (the "Proxy Statement/Prospectus") included in TLC's Registration Statement on Form S-4 (File No. 333-71532) declared effective by the Securities and Exchange Commission on March 1, 2002. For a description of the nature of any material relationship between LaserVision or its directors, officers and affiliates and TLC or its directors, officers and affiliates, reference is made to the Proxy Statement/Prospectus.

Prior to the Merger, LaserVision used its assets (including plant, equipment and other physical property) to provide access to computer-controlled lasers called excimer lasers, automated microsurgical instruments called microkeratomes used to create a thin flap on the eye, other equipment and support services such as training, technical support and equipment maintenance to eye surgeons for the treatment of nearsightedness, farsightedness, astigmatism and cataracts primarily in the United States.

Item 7. Financial Statements and Exhibits

- (a) Financial statements of business acquired.

The financial statements required by paragraph (a) of Item 7 of Form 8-K were previously reported in TLC's Registration Statement on Form S-4 (File No. 333-71532).

- (b) Pro forma financial information.

The pro forma financial information required by paragraph (b) of Item 7 of Form 8-K were previously reported in TLC's Registration Statement on Form S-4 (File No. 333-71532).

- (c) Exhibits.

Exhibit Number	Description
2.1	Agreement and Plan of Merger dated as of August 25, 2001 (incorporated herein by reference to Exhibit 2.1 to TLC's Registration Statement on Form S-4 (File No. 333-71532)).
2.2	Letter dated December 27, 2001 amending the Agreement and Plan of Merger (incorporated herein by reference to Exhibit 2.2 to TLC's Registration Statement on Form S-4 (File No. 333-71532)).
99	Proxy Statement/Prospectus included in TLC's Registration Statement on Form S-4 (File No. 333-71532).

* * *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, TLC has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 30, 2002

TLC VISION CORPORATION

By /s/ Lloyd D. Fiorini

Lloyd D. Fiorini
Co-General Counsel and Secretary

EXHIBIT INDEX

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