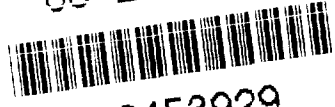


C-19-03

05-21-2003



102453929

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) 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):  
VISIONWORKS, 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: 04/23/03

2. Name and address of receiving party(ies)  
Name: ECCA ENTERPRISES, INC.

Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_

Street Address: 103 FAULK RD., SUITE 202  
 City: WILMINGTON State: DE Zip: 19803

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) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) 1,339,695  
 \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: ROBERT W. MASON  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: 112 E. PECAN ST., SUITE 1800  
 \_\_\_\_\_  
 \_\_\_\_\_

City: SAN ANTONIO State: TX Zip: 78205-1521

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
03-3483

DO NOT USE THIS SPACE

9. Signature.  
 ROBERT W. MASON      Robert W. Mason      5/12/03  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 4

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

05/20/2003 TDIAZ1 00000109 1339695 01 FC:8521 40.00 OP

TRADEMARK REEL: 002737 FRAME: 0216

## ASSIGNMENT

THIS ASSIGNMENT is made and effective as of April 30, 2003, by and between ECCA ENTERPRISES, INC., a Delaware corporation, and VISIONWORKS, INC., a Florida corporation.

WHEREAS, VISIONWORKS, INC. ("ASSIGNOR"), a Florida Corporation having its principal place of business at 340 Taft Street N.E., Minneapolis, Minnesota, 55413, has adopted, used, and has been using all marks owned by ASSIGNOR including the marks shown in Exhibit A attached hereto (collectively the "Marks") in connection with the goods and services listed in Exhibit A;

WHEREAS, ECCA ENTERPRISES, INC. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 103 Faulk Road, Suite 202, Wilmington, Delaware, 19803, 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 the Marks, 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, other than Fleet National Bank's present valid security interest pursuant to the Trademark Collateral Security and Pledge Agreement dated as of December, 23, 2002, by and among Eye Care Centers of America, Inc., the ASSIGNOR and Fleet National Bank. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to the provisions hereof.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the day and year first above written.

VISIONWORKS, INC., a  
Florida corporation

By: *Alan E. Wiley*  
Alan E. Wiley  
Title: Chief Financial Officer

STATE OF TEXAS                                    §  
  §  
COUNTY OF BEXAR                            §

Before me, a notary public, on this day personally appeared Alan E. Wiley, 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 Chief Financial Officer, on behalf of VISIONWORKS, INC., for the purposes and consideration therein expressed.

Given under my hand and seal of office this 23<sup>rd</sup> day of April, 2003.

*Betty Briseno*  
Printed Name: Betty Briseno  
Notary Public - State of Texas  
My Commission Expires: Dec. 18, 2004



**EXHIBIT A**

<b>U.S. Registration</b>			
<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Goods/Services</b>
VISIONWORKS	1,339,695	06/04/1985	retail optical store service; namely, fitting eyeglasses and prescription lenses and providing optometric examinations, IC 42 Dates of First Use: 8/13/84

Assignment  
Visionworks, Inc.  
608143.1

**RECORDED: 05/12/2003**

**TRADEMARK**  
**REEL: 002737 FRAME: 0219**