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05-21-2003  
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Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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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):  
EYE CARE HOLDINGS, INC.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 04/23/03

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/195,500  
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Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,066,189;  
2,453,255; 2,544,240; 2,539,553  
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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: ..... 5

7. Total fee (37 CFR 3.41).....\$ 140.00  
 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: 5

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 00000106 76195500

01 FC:8521 40.00 OP  
02 FC:8522 100.00 OP

TRADEMARK  
REEL: 002737 FRAME: 0224

## ASSIGNMENT

THIS ASSIGNMENT is made and effective as of April 30, 2003, by and between ECCA ENTERPRISES, INC., a Texas corporation, and EYE CARE HOLDINGS, INC., a Delaware corporation.

WHEREAS, EYE CARE HOLDINGS, INC. ("ASSIGNOR"), a Delaware Corporation having its principal place of business at 11103 West Avenue, San Antonio, Texas , 78213, 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.

EYE CARE HOLDINGS, INC., a  
Delaware 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 EYE CARE HOLDINGS, 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**

**U.S. Registrations and Pending Applications**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Goods/Services</b>
	2,066,189	06/03/97	eyeglasses, contact lenses and parts thereof, IC 9 Dates of First Use: 3/15/92 retail optical store services, IC 42 Dates of First Use: 3/15/92
STEIN OPTICAL	2,453,255	05/22/01	retail shops featuring optical goods, IC 35 Dates of First Use: 4/30/79 optician services and optometric services, IC 42 Dates of First Use: 4/30/79
EYE DRx	2,544,240	03/05/02	retail shops featuring optical goods, IC 35 Dates of First Use: 1/5/79 optician services, IC 42 Dates of First Use: 1/5/79
DOCTOR'S VALUVISION	2,539,553	02/19/02	retail shops featuring optical goods, IC 35 Dates of First Use: 3/15/92 optician services and optometric services, IC 42 Dates of First Use: 3/15/92
	76/195,500	filed 01/17/01	retail shops featuring optical goods, IC 35 Dates of First Use: 12/15/85 optician services and optometric services, IC 42 Dates of First Use: 12/15/85

**State Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Goods/Services</b>
 (Kentucky)	11832.02	02/22/90	eye care products & services, IC 42 Date of First Use in State: 2/1/88 Date of First Use: 12/15/85

 <p>Dr. Brian's VISIONCARE OPTOMETRISTS www.drbrrians.com</p> <p>(Kentucky)</p>	11831.02	02/22/90	eye care products & services, IC 9 Date of First Use in State: 2/1/88 Date of First Use: 12/15/85
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COX & SMITH  
INCORPORATED  
ATTORNEYS ♦ COUNSELORS

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[rwmason@coxsmith.com](mailto:rwmason@coxsmith.com)

May 12, 2003

Box ASSIGNMENTS-FEE  
Commissioner of Patents and Trademarks  
Washington D.C. 20231

Re: United States Patents and Trademark Office  
Assignment from Eye Care Holdings, Inc. to ECCA Enterprises, Inc.  
Our Ref. No.: 6170.271

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Recordation Form Cover Sheet (1 sheet);
2. Assignment (4 sheets);
3. Check in the amount of \$140.00; and
4. Acknowledgment Post Card.

The Commissioner is hereby authorized to charge any deficiency in fees or credit any overpayment to Deposit Account No. 03-3483.

Respectfully submitted,

*Robert W. Mason*

Robert W. "Bill" Mason  
Reg. No. 42,848

RWM/klb/enclosures  
cc: Mr. Alan Wiley (w/encl.)

ic: Mr. J. Daniel Harkins [Firm] (w/o encl.)  
Ms. Pamela B. Huff [Firm] (w/o encl.)

Certificate of Mailing

I hereby certify that this paper and/or fee and all documents indicated as being attached are being deposited with the United States Postal Service on the date indicated below with sufficient postage as first class mail in an envelope addressed to the Commissioner of Patents & Trademarks Washington DC 20231.

Date of Deposit: May 12, 2003

*Robert W. Mason*  
Robert W. "Bill" Mason