

05-21-2003



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Form PTO-1594 R
(Rev. 10/02)
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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):
EYE DRX RETAIL MANAGEMENT, 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) 75/655,483
B. Trademark Registration No.(s) 2,439,943

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: 2

7. Total fee (37 CFR 3.41) \$ 65.00
 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 00000105 75655483
01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

TRADEMARK
REEL: 002737 FRAME: 0230

ASSIGNMENT

THIS ASSIGNMENT is made and effective as of April 30, 2003, by and between ECCA ENTERPRISES, INC., a Delaware corporation, and EYE DRX RETAIL MANAGEMENT, INC., a Delaware corporation;

WHEREAS, EYE DRX RETAIL MANAGEMENT, INC. ("ASSIGNOR"), a Delaware corporation having its principal place of business at 1255 Broad Street, Bloomfield, NJ 07003, 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.

EXHIBIT A

U.S. Registrations and Pending Applications

Mark	Reg. No./Serial No.	Reg. Date	Goods/Services
SEE THE DIFFERENCE, SEE THE EYE DRX & Design	2,439,943	04/03/01	retail shops featuring contact lenses and eyeglasses, IC 35; Dates of First Use 01/05/79
THE COMPLETE OPTICAL LABORATORY LTD.	75/655,483	filed 03/08/99	optical laboratory services, IC 42; dates of first use 12/20/78