

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interests in Certain Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fleet National Bank		06/08/2005	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Eye Care Centers of America, Inc.		
Street Address:	11103 West Avenue		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78213		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1995376	MCLEOD	
CORRESPONDENCE DATA			
Fax Number:	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-951-8517		
Email:	kristine.ouimet@bingham.com		
Correspondent Name:	Kristine L. Ouimet		
Address Line 1:	Bingham McCutchen LLP		
Address Line 2:	150 Federal Street		
Address Line 4:	Boston, MASSACHUSETTS 02152		
NAME OF SUBMITTER:	Kristine L. Ouimet		
Signature:	/Kristine L. Ouimet/		
Date:	06/15/2005		

OP \$40.00 1995376

Total Attachments: 5

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**TERMINATION AND RELEASE
OF SECURITY INTERESTS IN CERTAIN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTERESTS IN CERTAIN TRADEMARKS ("Release"), dated as of June 8, 2005, by **FLEET NATIONAL BANK** a national banking association, as collateral agent (the "Agent") for itself and the other lending institutions which are parties to that certain Amended and Restated Credit Agreement dated as of December 23, 2002 (as amended and in effect from time to time, the "Credit Agreement"), among Eye Care Centers of America, Inc. ("Eye Care"), as borrower, the Agent and the lenders party thereto.

WHEREAS, pursuant to and in connection with the terms of that certain Assignment of Security Interest in Trademarks and Service Marks, dated as December 23, 2002, between Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company) and Fleet National Bank, as collateral agent and recorded with the USPTO on or about December 23, 2002 (Reel Number 002640 and Frame Number 0970) (as amended and supplemented from time to time, the "Trademark Agreement"), Eye Care, for the purpose of securing certain obligations of Eye Care to the Agent, on behalf of itself and the lenders party to the Credit Agreement, granted a security interest in and lien on, and collaterally assigned to the Agent, all of its trademarks, trademark registrations and associated goodwill, including, without limitation, the certain trademark: **MCLEOD** with registration number 1995376 and registration date 8/20/1996 (collectively referred to herein as the "Named Trademark"); and

WHEREAS, the Agent has agreed to terminate and release its security interest and all of its right, title and interest in the Named Trademark as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent and Eye Care hereby agree as follows:

1. **Release**. The Agent hereby terminates and releases its security interest in and first priority lien on the Named Trademark and all of its right, title and interest therein.
2. **Acknowledgment and Acceptance**. Eye Care hereby acknowledges and accepts the foregoing release by the Agent.
3. **Counterparts**. This Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

FLEET NATIONAL BANK, as Agent

By: gsmullin
Title: Senior Vice President

Accepted:

EYE CARE CENTERS OF AMERICA, INC.

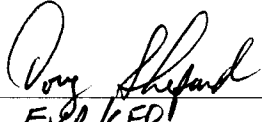
By: _____
Title: _____

FLEET NATIONAL BANK, as Agent

By: _____
Title: _____

Accepted:

EYE CARE CENTERS OF AMERICA, INC.

By: 
Title: EVP / CFO

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF North Carolina)
COUNTY OF Mecklenburg)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 18 day of Feb, 2005, personally appeared Gabriela Wilborn to me known personally, and who, being by me duly sworn, deposes and says that she is a Dr. VP of **FLEET NATIONAL BANK**, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

Sharon W. Brown
Notary Public
My Commission Expires: 7-8-09

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Texas)
)
COUNTY OF Bexar)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 8 day of June, 2005, personally appeared Doug Shepard to me known personally, and who, being by me duly sworn, deposes and says that he is a EVP/CEO of **EYE CARE CENTERS OF AMERICA, INC.**, and that said instrument was signed and sealed on behalf of said corporations by authority of their respective Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporations.

Betty Briseno

Notary Public

My Commission Expires: Dec. 18, 2008

