

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Asset Purchase		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Vision Centers, Inc.		08/08/1997	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cole National Corporation		
<b>Street Address:</b>	4000 Luxottica Place		
<b>City:</b>	Mason		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45040		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1365005	EYESFIRST	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(410)280-6758		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	4102806608		
<b>Email:</b>	llaubscher@laubscherlaw.com		
<b>Correspondent Name:</b>	Lawrence E. Laubscher, Jr.		
<b>Address Line 1:</b>	1160 Spa Road, Suite 2B		
<b>Address Line 4:</b>	Annapolis, MARYLAND 21403		
<b>NAME OF SUBMITTER:</b>	Lawrence E. Laubscher, Jr.		
<b>Signature:</b>	/l/ljr/		
<b>Date:</b>	09/02/2005		
<b>Total Attachments: 1</b> source=24101.dec#page1.tif			

**OP \$40.00 1365005**

DECLARATION REGARDING TITLE OF TRADEMARK  
OWNED BY COLE NATIONAL CORPORATION

I, Valerio Giacobbi, declare:

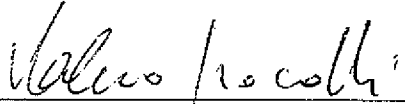
that I am President and Chief Executive Officer of Cole National Corporation, a Delaware corporation having a principal place of business at 4000 Luxottica Place, Mason, Ohio, 45040 USA and that I am authorized to make this affidavit on its behalf.

that the records of the United States Patent and Trademark Office currently reflect that American Vision Centers, Inc., a Delaware corporation having a principal place of business at 4000 Luxottica Place, Mason, OH, 45040 USA is the owner of U.S. trademark registration No. 1,365,005, EYEFIRST.

that by virtue of a confidential Asset Purchase Agreement executed on August 5, 1997 between American Vision Centers, Inc. and Cole National Corporation, U.S. trademark registration No. 1,365,005 is now owned by Cole National Corporation.

that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements and the like so made were made with the knowledge that willful false statements may be punishable by fine or imprisonment or both and may jeopardize the validity of the registration.

SEPT. 2, 2005

  
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Valerio Giacobbi  
President and Chief Executive Officer