

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Truhearing		01/23/2006	CORPORATION: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TLC Vision (USA) Corporation		
<b>Street Address:</b>	540 Maryville Centre Drive		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	St. Louis		
<b>State/Country:</b>	MISSOURI		
<b>Postal Code:</b>	63141		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2874920	BRINGING YOU THE SOUNDS OF LIFE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(314)480-1505		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	314.480.1500		
<b>Email:</b>	trademark@husch.com		
<b>Correspondent Name:</b>	H. Frederick Rusche		
<b>Address Line 1:</b>	190 Carondelet Plaza		
<b>Address Line 2:</b>	Suite 600		
<b>Address Line 4:</b>	St. Louis, MISSOURI 63105		
<b>ATTORNEY DOCKET NUMBER:</b>	78378-003 TRUHEARING		
<b>NAME OF SUBMITTER:</b>	H. Frederick Rusche		
<b>Signature:</b>	/H. Frederick Rusche/		

OP \$40.00 2874920

Date:

01/25/2006

**Total Attachments: 2**

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TRADEMARK ASSIGNMENT

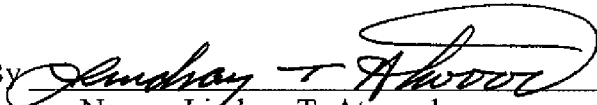
WHEREAS, TRUHEARING ("ASSIGNOR"), a Utah corporation, with offices at 859 West South Jordan Parkway, 2<sup>nd</sup> Floor, South Jordan, Utah 84095, has adopted, used, and is using, and is the owner of the trademark and United States Registration No. 2,874,920, granted August 17, 2004 for the mark BRINGING YOU THE SOUNDS OF LIFE (the "MARK"); and

WHEREAS, TLC VISION (USA) CORPORATION ("ASSIGNEE"), a Delaware corporation, having offices at 540 Maryville Centre Drive, Suite 200, St. Louis, Missouri 63141, is desirous of acquiring the entire right, title and interest in and to the MARK and registration, together with the good will of the business associated therewith; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign and transfer to ASSIGNEE its entire right, title and interest in and to the MARK, together with the good will symbolized by the MARK, and all other rights which ASSIGNOR has enjoyed thereunder, including any and all rights of recovery based on past infringement of said MARK and/or registration (e.g., pre-assignment infringement claims and damages), the same to be held and enjoyed by the ASSIGNEE, its successors and assigns.

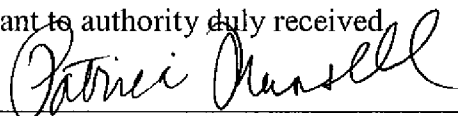
**Assignor**

**TRUHEARING**

By   
Name: Lindsay T. Atwood  
Title: President

STATE OF Missouri )  
COUNTY OF St. Louis ) SS.

On this 23 day of January, 2006, personally appeared Lindsay T. Atwood, to me known and known to me to be President of TRUHEARING, the Assignor above-named, and acknowledged to me that he executed the document on behalf of the Assignor and pursuant to authority duly received.

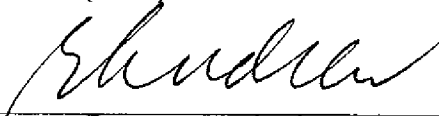
  
Notary Public

My Commission expires:

**Patricia Munsell**  
**Notary Public - Notary Seal**  
**STATE OF MISSOURI**  
**St. Louis City**

**Assignee**

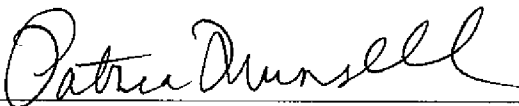
**TLC VISION (USA) CORPORATION**

By 

Name: Brian L. Andrew  
Title: Secretary

STATE OF MISSOURI )  
 ) SS.  
COUNTY OF ST. LOUIS )

On this 23 day of January, 2006, personally appeared Brian L. Andrew, to me known and known to me to be Secretary, of TLC VISION CORPORATION, the Assignee above-named, and acknowledged to me that he executed the document on behalf of the Assignee and pursuant to authority duly received.

  
Notary Public

My Commission expires:

**Patricia Munsell**  
**Notary Public - Notary Seal**  
**STATE OF MISSOURI**  
**St. Louis City**  
**My commission expires April 15, 2006**