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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1 07/25/2011 900197862

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HVHC Inc.		06/24/2011	CORPORATION: DELAWARE
Davis Vision, Inc.		06/24/2011	CORPORATION: NEW YORK
Davisvision IPA, Inc.		06/24/2011	CORPORATION: NEW YORK
Empire Vision Center, Inc.		06/24/2011	CORPORATION: NEW YORK
DVSC, inc.		06/24/2011	CORPORATION: PENNSYLVANIA
Viva Optique, Inc.		06/24/2011	CORPORATION: NEW JERSEY
Viva IP Corp.		06/24/2011	CORPORATION: NEW JERSEY
VIVA INTERNATIONAL, INC.		06/24/2011	CORPORATION: NEW JERSEY
VIVA EUROPA, INC.		06/24/2011	CORPORATION: NEW JERSEY
MIRACLE OPTICS		06/24/2011	CORPORATION: CALIFORNIA
ECCA HOLDINGS CORPORATION		06/24/2011	CORPORATION: DELAWARE
Eye Care Centers of America, Inc.		06/24/2011	CORPORATION: TEXAS
EyeMasters, Inc.		06/24/2011	CORPORATION: DELAWARE
ECCA Enterprises, Inc.		06/24/2011	CORPORATION: DELAWARE
Eye Care Holdings, Inc.		06/24/2011	CORPORATION: DELAWARE
ECCA MANAGED VISION CARE, INC.		06/24/2011	CORPORATION: TEXAS
Stein Optical, Inc.		06/24/2011	CORPORATION: DELAWARE
Eye Drx Retail Management, Inc.		06/24/2011	CORPORATION: DELAWARE
Vision World, Inc.		06/24/2011	CORPORATION: DELAWARE
HOUR EYES, INC.		06/24/2011	CORPORATION: MARYLAND
Visionary Retail Management, Inc.		06/24/2011	CORPORATION: DELAWARE
Visionary Properties, Inc.		06/24/2011	CORPORATION: DELAWARE
Visionworks Holdings, Inc.		06/24/2011	CORPORATION: FLORIDA
Visionworks, Inc.		06/24/2011	CORPORATION: FLORIDA
ECCA Management Investments, Inc.		06/24/2011	CORPORATION: DELAWARE
ECCA Management, Inc.		06/24/2011	CORPORATION: DELAWARE
ECCA Management Services, Ltd.		06/24/2011	LIMITED PARTNERSHIP: TEXAS
EyeMasters of Texas Investments,	The second secon		

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Inc.	06/24/2011	CORPORATION: DELAWARE
EyeMasters of Texas Management, Inc.	06/24/2011	CORPORATION: DELAWARE
EyeMasters of Texas, Ltd.	06/24/2011	LIMITED PARTNERSHIP: TEXAS
ECCA Distribution Investments, Inc.	06/24/2011	CORPORATION: DELAWARE
ECCA Distribution Management, Inc.	06/24/2011	CORPORATION: DELAWARE
ECCA Distribution Services, Ltd.	06/24/2011	LIMITED PARTNERSHIP: TEXAS
Visionary Lab Investments, Inc.	06/24/2011	CORPORATION: DELAWARE
Visionary Lab Management, Inc.	06/24/2011	CORPORATION: DELAWARE
Visionary Lab Services, Ltd.	06/24/2011	LIMITED PARTNERSHIP: TEXAS

### RECEIVING PARTY DATA

Name:	PNC Bank, National Association		
Street Address:	One PNC Plaza		
Internal Address:	249 Fifth Avenue		
City:	Pittsburgh	وواويون بوايد	AD CONTRACTOR AND ANTER
State/Country:	PENNSYLVANIA		
Postal Code:	15222		
Entity Type:	UNINC. ASSOCIATION: PENNSYLVANIA	-	

#### PROPERTY NUMBERS Total: 95

Property Type	Number	Word Mark
Registration Number:	3135232	CAMBRIDGE EYE DOCTORS
Registration Number:	3289247	CLAIMS PAID IN THE USA
Registration Number:	3805215	COMPUVISION
Registration Number:	3741531	COMPUVISION II
Registration Number:	2410099	DAVISVISION
Registration Number:	3776058	DAVISVISION SEE LIFE
Registration Number:	3478148	DAVISVISION THE EYECARE ADVANTAGE
Registration Number:	3877673	DAVISVISION'S EYE HEALTH & WELLNESS PROGRAM
Registration Number:	1867340	EMPIRE VISION CENTERS
Registration Number:	3502487	ENSURING AMERICA'S VISION
Registration Number:	3831802	FOCUS ON AMERICA
Registration Number:	3894924	SIGHT FROM AMERICA
Registration Number:	2744884	SUPERPAGE
Registration Number:	2609502	THE EXCEL ADVANTAGE

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Registration Number: 2512181 THE EYECARE ADVANTAGE  Registration Number: 3248152 THE EYECARE ADVANTAGE  Registration Number: 3268194 VALUE ADVANTAGE PROGRAM  Registration Number: 3762839 ALBERTO ROMANI  Registration Number: 3020280 AZTEC COLLECTION  Registration Number: 2484895 BINYON'S  Registration Number: 2074262 BLUE MOON  Registration Number: 2199419 BOARDROOM CLASSICS  Registration Number: 2199419 BOARDROOM CLASSICS  Registration Number: 2158626 CHELSEA MORGAN  Registration Number: 3235280 CONTACTS MADE EASY  Registration Number: 2539553 DOCTOR'S VALU VISION  Registration Number: 2958695 DOCTOR'S VALU VISION  Registration Number: 2958695 DOCTOR'S VALU VISION  Registration Number: 2958695 DOCTOR'S VALU VISION OPTOMETRISTS  Registration Number: 2773767 ECCA MANAGED VISION CARE  Registration Number: 3495160 EVSD  Registration Number: 3495160 EVSD  Registration Number: 3657282 EV ECARE CENTERS OF AMERICA, INC.  Registration Number: 2544240 EYE DRX  Registration Number: 2544240 EYE DRX  Registration Number: 2544240 EYE MASTERS  Registration Number: 1660196 EYEMASTERS  Registration Number: 364626 EYEMASTERS WHY PAY MORE  Registration Number: 364626 EYEMASTERS WHY PAY MORE  Registration Number: 1661198 HOUR EYES	
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Registration Number: 1655091	
Registration Number: 2983305 PROVSPORT	
Registration Number: 3939474 RAYZ	
Registration Number: 3939539 RAYZ	
Registration Number: 2492290 ROBERT MITCHEL	
Registration Number: 2173639 ROBERT MITCHEL EYEWEAR	
Registration Number: 2900458 SALSA	
Registration Number: 2124405 SEE BETTER LOOK BETTER	
Registration Number: 2002143 SLIMLITE	

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	2061919	SOUTH HAMPTON	And Andrews
Registration Number:	2623042	SOUTH HAMPTON	
Registration Number:	2472187	SPLENDOR	
Registration Number:	2453255	STEIN OPTICAL	
Registration Number:	3761089	TECHNOLITE	
Registration Number:	3761264	TWENTY TWENTY +	
Registration Number:	1339695	VISIONWORKS	
Registration Number:	3718595	VISIONWORLD	
Registration Number:	3393204	CLEARSHIELD	
Registration Number:	1496303	EMPIRE VISION	
Registration Number:	2984646	EMPIRE VISION CENTERS FOCUSED ON YOU	
Registration Number:	3876960	LENS123	
Registration Number:	2514691	PINNACLE	
Registration Number:	3238991	SIGHTCARE	
Registration Number:	3724952	MAGIC CLIP	
Registration Number:	3237957	MAGIC TWIST	
Registration Number:	3146965	MAGIC TWIST	i i
Registration Number:	3410745	CAYLA & CO	
Registration Number:	3374247	CLIP 1 ON	
Registration Number:	3410739	DO YOU HAVE A SCREW LOOSE AGAIN?	
Registration Number:	3486378	GAME POINT	
Registration Number:	3374234	HAVANA COLLECTION	
Registration Number:	3030010	MAGNETIX	
Registration Number:	3280384		
Registration Number:	1734451	SAVVY	
Registration Number:	1522493	SAVVY EYES	
Registration Number:	3374232	TUCKER EST. 1952	
Registration Number:	3386785	VERONICA TAYLOR	
Registration Number:	3403457	VISION LOCK	
Registration Number:	1741022	VIVA	
Registration Number:	1189827	VIVA	
Registration Number:	3353916	V-LOCK	
Registration Number:	12214		
Registration Number.	15891		
Registration Number:	43992		

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	7820	
Registration Number:	68879	
Serial Number:	85126591	IDEALCHOICE
Serial Number:	85132082	IDEALCHOICE
Serial Number:	85209307	LASER VISION
Serial Number:	85319335	SIGHT FROM AMERICA
Serial Number:	85312244	SIGHT FROM AMERICA DAVISVISION SEE LIFE
Serial Number:	85303796	AZTEC
Serial Number:	85311842	LOOKS THAT WORK
Serial Number:	77916187	MYFOCAL
Serial Number:	85329822	QUÉ BIEN SE VE
CORRESPONDENCE DA  Fax Number:  Correspondence will be s	(412)394-2555	5 When the fax attempt is unsuccessful.
Phone: Email: Correspondent Name: Address Line 1: Address Line 2; Address Line 4:	traip@thorpred Thorp Reed & One Oxford Co 301 Grant Stre	Armstrong, LLP
NAME OF SUBMITTER:		Paul D. Bangor, Jr.
Signature:		/Paul D. Bangor, Jr./
Date:		07/25/2011
source=PDF of Security A	greemet for TM's	w-PNC Bank (01260976)#page1.tif w-PNC Bank (01260976)#page2.tif w-PNC Bank (01260976)#page3.tif w-PNC Bank (01260976)#page4.tif w-PNC Bank (01260976)#page5.tif w-PNC Bank (01260976)#page6.tif w-PNC Bank (01260976)#page7.tif w-PNC Bank (01260976)#page8.tif w-PNC Bank (01260976)#page9.tif w-PNC Bank (01260976)#page10.tif w-PNC Bank (01260976)#page11.tif w-PNC Bank (01260976)#page12.tif w-PNC Bank (01260976)#page13.tif w-PNC Bank (01260976)#page13.tif w-PNC Bank (01260976)#page13.tif w-PNC Bank (01260976)#page13.tif

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### FIRST AMENDED AND RESTATED NOTICE OF SECURITY INTEREST U.S. TRADEMARKS

THIS FIRST AMENDED AND RESTATED NOTICE OF SECURITY INTEREST — U.S. TRADEMARKS (this "Notice of Security Interest") is made by the Grantors (as defined below) as of the 24th day of June, 2011.

WHEREAS, HVHC Inc., a Delaware corporation (the "Borrower"), Davis Vision, Inc., a New York corporation ("Davis Vision"), Davisvision IPA. Inc., a New York corporation ("Davisvision IPA"), Empire Vision Center, Inc., a New York corporation ("Empire Vision"), DVSC, Inc., a Pennsylvania corporation ("DVSC"), Viva Optique, Inc., a New Jersey corporation ("Viva Optique"), Viva IP Corp., a New Jersey corporation ("Viva IP"), VIVA INTERNATIONAL, INC., a New Jersey corporation ("Viva International"), VIVA EUROPA. INC., a New Jersey corporation ("Viva Europa"), MIRACLE OPTICS, a California corporation ("Miracle Optics"), ECCA HOLDINGS CORPORATION, a Delaware corporation ("ECCA Holdings"), Eye Care Centers of America, Inc., a Texas corporation ("Eye Care Centers"), EyeMasters, Inc., a Delaware corporation ("EyeMasters"), ECCA Enterprises, Inc., a Delaware corporation ("ECCA Enterprises"), Eye Care Holdings, Inc., a Delaware corporation ("Eve Care Holdings"), ECCA MANAGED VISION CARE, INC., a Texas corporation ("ECCA Managed Vision"), Stein Optical, Inc., a Delaware corporation ("Stein Optical"), Eye Drx Retail Management, Inc., a Delaware corporation ("Eye Drx"), Vision World, Inc., a Delaware corporation ("Vision World"), HOUR EYES, INC., a Maryland corporation ("Hour Eyes"), Visionary Retail Management, Inc., a Delaware corporation ("Visionary Retail"), Visionary Properties, Inc., a Delaware corporation ("Visionary Properties"), Visionworks Holdings, Inc., a Florida corporation ("Visionworks Holdings"), Visionworks, Inc., a Florida corporation ("Visionworks"), ECCA Management Investments, Inc., a Delaware corporation ("ECCA Management Investments"), ECCA Management, Inc., a Delaware corporation ("ECCA Management"), ECCA Management Services, Ltd., a Texas limited partnership ("ECCA Management Services"), EyeMasters of Texas Investments, Inc., a Delaware corporation ("EveMasters of Texas Investments"), EyeMasters of Texas Management, Inc., a Delaware corporation ("EyeMasters of Texas Management"), EyeMasters of Texas, Ltd., a Texas limited partnership ("EyeMasters of Texas"), ECCA Distribution Investments, Inc., a Delaware corporation ("ECCA Distribution Investments"), ECCA Distribution Management, Inc., a Delaware corporation ("ECCA Distribution Management"), ECCA Distribution Services, Ltd., a Texas limited partnership ("ECCA Distribution Services"), Visionary Lab Investments, Inc., a Delaware corporation ("Visionary Lab Investments"), Visionary Lab Management, Inc., a Delaware corporation ("Visionary Lab Management"), and Visionary Lab Services, Ltd., a Texas limited partnership ("Visionary Lab Services") (the Borrower, Davis Vision, Davisvision IPA, Empire Vision, DVSC, Viva Optique, Viva IP, Viva International, Viva Europa, Miracle Optics, ECCA Holdings, Eye Care Centers, EyeMasters, ECCA Enterprises, Eye Care Holdings, ECCA Managed Vision, Stein Optical, Eye Drx, Vision World, Hour Eyes, Visionary Retail, Visionary Properties, Visionworks Holdings, Visionworks, ECCA Management Investments, ECCA Management, ECCA Management Services, EyeMasters of Texas Investments, EyeMasters of Texas Management, EyeMasters of Texas, ECCA Distribution Investments, ECCA Distribution Management, ECCA Distribution Services, Visionary Lab Investments, Visionary Lah Management and Visionary Lab Services are each, a "Grantor" and collectively, the "Grantors"),

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

have adopted, used and are using the United States trademarks listed on the annexed <u>Schedule A</u>, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain First Amended and Restated Credit Agreement, dated as of June 24, 2011 (as may be further amended, modified, supplemented or restated from time to time, the "Credit Agreement"), by and among the Borrower, the Guarantors party thereto, the Lenders party thereto and PNC Bank, National Association, as administrative agent for the Lenders (in such capacity, the "Administrative Agent"), the Grantors have entered into that certain-First Amended and Restated Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Administrative Agent;

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantors in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain Patent, Trademark and Copyright Security Agreement dated December 31, 2009 entered into by the Grantors in favor of the Administrative Agent (the "Prior Security Agreement"), which is amended and restated by the Security Agreement, the Grantors granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantors in and to, among other things, the Trademark Collateral, and, in connection with the Prior Security Agreement, the Grantors executed and delivered to the Administrative Agent that certain Notice of Security Interest — U.S. Trademarks dated as of December 31, 2009, and recorded in the United States Patent and Trademark Office at Reel/Frame: 004151/0124 on February 17, 2010 (the "Prior Notice of Security Interest"). This Notice of Security Interest amends and restates the Prior Notice of Security Interest in its entirety and is not a novation thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantors do hereby confirm their grant to the Administrative Agent (for itself and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent (for itself and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

The Agent's address is One PNC Plaza, 249 Fifth Avenue, Pittsburgh, Pennsylvania 15222.

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the day and year first above written, with the intention that it constitute a document under seal.

GRANTORS:

# WITNESS: HVHC Inc., a Delaware corporation (SEAL) Name: Michael J. Kincaid Title: Executive Vice President, Chief Financial Officer and Treasurer WITNESS: Davis Vision, Inc., a New York corporation (SEAL) Name: Michael J. Kincaid Title: Treasurer WITNESS: Davisvision IPA, Inc., a New York corporation (SEAL) Name: Michael J. Kincaid Title: Treasurer WITNESS: Empire Vision Center, Inc., a New York corporation (SEAL) Name: Joseph Siniscalchi Title: Treasurer WITNESS: DVSC, Inc., a Pennsylvania corporation

By:\_\_

Name: Joseph Siniscalchi

Title: Treasurer

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(SEAL)

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the day and year first above written, with the intention that it constitute a document under seal.

## **GRANTORS:** WITNESS: HVHC Inc., a Delaware corporation By: (SEAL) Name: Michael J. Kincaid Title: Executive Vice President, Chief Financial Officer and Treasurer WITNESS: Davis Vision, Inc., a New York corporation By: (SEAL) Name: Michael J. Kincaid Title: Treasurer Davisvision IPA, Inc., a New York corporation Name: Joseph Siniscalchi Title: Treasurer WITNESS Empire Vision Center, Inc., a New York corporation (SEAL) Title: Treasurer WITNESS: DVSC, Inc., a Pennsylvania corporation (SEAL)

Name: Joseph Siniscalchi Title: Treasurer

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:	Viva Optique, Inc., a New Jersey corporation
anh 111	By: (SEAL) Name: Salvatore Rianna Title: CFO, CAO and Assistant Treasurer
WITNESS:	Viva IP Corp., a New Jersey corporation
app all	By:
WITNESS:	VIVA INTERNATIONAL, INC., a New Jersey corporation
art Jah	Hy: (SEAL) Name: Salvatore Rianna
	Title: Treasurer
WITNESS:	VIVA EUROPA, INC., a New Jersey corporation
Chot tall	By (SEAL) Naise: Salvatore Rianna Title: Treasurer
WITNESS:	MIRACLE OPTICS, a California corporation
anh Palli	Name: Salvatore Rianna Title: Treasurer
WITNESS:	ECCA HOLDINGS CORPORATION, a Delaware corporation
	By: (SEAL) Name: Jennifer L. Taylor

Title: Assistant Secretary and Treasurer

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WIINESS;	Viva Optique, Inc., a New Jersey corporation		
	By: (SEAL)		
a various ani arkina dekilokusakudi sasudiki arka ni sa sasuur ekiskur sa sa ta saran sa sa sa sa sa sa sa sa s Ani saran sa sa ta sa	Name: Salvatore Risana		
	Title: CFO, CAO and Assistant Treasurer		
WITNESS:	Viva IP Corp., a New Tersey corporation		
	By:(SEAL)		
	Name: Salvatore Rianna Title: Treasurer		
WITNESS:	VIVA INTERNATIONAL, INC., a New Jersey corporation		
	By: (SEAL)		
de tableto (n. 1555 et 1565 et 1566 et 1666 et	Name: Salvatore Rianna		
	Title: Treasurer		
WITNESS:	VIVA EUROPA, INC., a New Jersey corporation		
	By:(SEAL) Name: Salvatore Rianna Title: Treasurer		
WITNESS:	MIRACLE OPTICS, a California corporation		
	By:(SEAL) Name: Salvatore Rianna Title: Treasurer		
WITNESS:	ECCA HOLDINGS CORPORATION, a Delaware corporation		
- Alfr	By: (SEAL) Name: Jennifer L. Taylor Title: Assistant Scoretary and Treasurer		

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Eye Care Centers of America, Inc., a Texas

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

corporation (SEAL) Name: Jennifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: EyeMasters, Inc., a Delaware corporation By: (SEAL) Name:/Jennifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: ECCA Enterprises, Inc., a Delaware corporation (SEAL) Name: Jennifer L. Taylor Title Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Eye Care Holdings, Inc., a Delaware corporation (SEAL) Jennifer L. Taylor Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: ECCA MANAGED VISION CARE, INC., a

Texas corporation

Name: Jennifer L. Taylor

Titled Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

By:

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(SEAL)

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS: Stein Optical, Inc., a Delaware corporation (SEAL) Name: Jennifer L. Taylor Title Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Eye Drx Retail Management, Inc., a Delaware corporation (SEAL) Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Vision World, Inc., a Delaware corporation Name: Jennifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: HOUR EYES, INC., a Maryland corporation (SEAL) Name: Jennifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Visionary Retail Management, Inc., a Delaware corporation (SEAL) Name; tennifer L. Taylor Title: TExeputive Vice President, Chief Financial

(01242907)

Officer, Assistant Secretary and Treasurer

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS: Visionary Properties, Inc., a Delaware corporation By: (SEAL) Name: Achnifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Visionworks Heldings, Inc., a Florida corporation (SEAL) Name: /Jennifer L. Taylor Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: Visionworks, Inc., a Florida corporation (SEAL) Name; Jennifer L. Taylor Tifle: (Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: ECCA Management Investments, Inc., a Delaware corporation (SEAL) Names Jennifer L. Taylor Title Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer WITNESS: ECCA Management, Inc., a Delaware corporation Name: compfer L. Taylor

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Titlez Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

ECCA Management Services, Ltd., a Texas

limited partnership

By: ECCA Management, Inc., its general

partner

Name: Jennifer L. Taylor

Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

HyeMasters of Texas Investments, Inc., a

Delaware corporation

(SEAL)

(SEAL)

(SEAL)

Namez Jennifer L. Taylor

Executive Vice President, Chief Financial Title: Officer, Assistant Secretary and Treasurer

WITNESS:

EyeMasters of Texas Management, Inc., a

Delaware corporation

By:

Name: Jennifer L. Taylor Titley Executive Vice President, Chief Financial

Officer, Assistant Secretary and Treasurer

WITNESS:

EyeMasters of Texas, Ltd., a Texas limited

partnership

By: EyeMasters of Texas Management,

Inc., its general partner

Red

By:

(SEAL)

Name: Jemifer L. Taylor

Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

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(SEAL)

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

ECCA Distribution Investments, Inc., a Delaware

corporation

By:

Name: Johnster L. Taylor

Title Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

ECCA Distribution Management, Inc., a Delaware

corporation

(SEAL)

Name/ Jennifer L. Taylor

Title. Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

ECCA Distribution Services, Ltd., a Texas limited

partnership

By: ECCA Distribution Management, Inc., its general partner

By: (SEAL)

Name: Johnifer L. Taylor

Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

Visionary Lab Investments, Inc., a Delaware

corporation

(SEAL)

Name: Jennifer L. Taylor (

Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

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(SEAL)

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

Visionary Lab Management, Inc., a Delaware

corporation

-

Name, Jennifer L. Taylor

Title: Executive Vice President, Chief Financial

Officer, Assistant Secretary and Treasurer

WITNESS:

Visionary Lab Services, Ltd., a Texas limited

partnership

By: Visionary Lab Management, Inc.,

its general partner

By:\_\_\_

Name, Jennifer L. Taylor

U

(SEAL)

Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF

1EX49\_

COUNTY OF MEXAIL

FRANCES MARGET MENUIVAE
Notary Public
STATE OF TEXAS
My Comm. Exp. 11-13-2012

On this, the <u>22</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Executive Vice President, Chief Financial Officer and Treasurer of HVHC Inc., a Delaware corporation (the "<u>Company</u>"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public Therefore

My Commission Expires: 11-13-2012-

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF _	TEXA5	)
COUNTY OF _ PYEYAR_		) )



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On this, the <u>VV</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Treasurer of Davis Vision, Inc., a New York corporation (the "<u>Company</u>"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012-

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF _	TEXAS)	ARABARARARARARARARARARARARARARARARARARA	
COUNTY OF BEXAIL	) SS: )	Notary Public STATE OF TEXAS My Corner, Exp. 11 13-20	312

On this, the 24 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Treasurer of Davisvision IPA, Inc., a New York corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public Meis Mei

My Commission Expires: 11-13-2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF NOW YORK ) SS:

On this, the day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Joseph Siniscalchi, who acknowledged himself to be the Treasurer of Empire Vision Center, Inc., a New York corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lauren Godoy Notary Public, State of New York No. 01GO6214t31 Qualified in Nassau County Commission Expires Nov. 30, 2013

Kawan Yoday Notary Public

My Commission Expires; November 30,0013

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TO:THORP REED & ARMSTRONG, LLP COMPANY:ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF NOW YORK

SS:

COUNTY OF NOSSOU

On this, the decoration of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Joseph Siniscalchi, who acknowledged himself to be the Treasurer of DVSC, Inc., a Pennsylvania corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lauren Godoy
Notary Public, State of New York
No. 01GO6214131
Qualified in Nassau County
Commission Expires Nov. 30, 2013

Notary Public

My Commission Expires: November 30,2013

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF DEW JEASEY ) SS:

On this, the <u>Zh</u> oday of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the CFO, CAO and Assistant Treasurer of Viva Optique, Inc., a New Jersey corporation (the "<u>Company</u>"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal

Notary Pub

My Commission Expires:

CHERYL M. GROEELNY ROTARY PUBLIC NEW JERSEY COMMISSION FXPIRES 02/08/2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF NEW JEEFEY	)	
(	)	SS:
COUNTY OF DOMELSET	)	

On fluis, the Zeolday of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of Viva IP Corp., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

Notary Public

IN WITNESS WHEREOF, I hercunto set my hand and official scal.

and the second transfer and analysis

My Commission Expires:

CHERYL M. GROBELNY NOTARY PUBLIC NEW JEASIEY GOMMISSION EXPIRES 02/08/2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF NEW JERSEY )
COUNTY OF SOMEWART

On this, the <u>Zho</u>day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of VIVA INTERNATIONAL, INC., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official scal

My Commission Expires:

CHERYL M. GROBELNY NOTARY PUBLIC NEW JEREEY COMMISSION EXPIRES 02/08/2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF NEW JEISEY )
COUNTY OF SOMERSET )
SS:

On this, the Zizz day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of VIVA EUROPA, INC., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:

CHERYL M. GROEFELYY Hotafy Public New Etreey Commession expires olygarrite

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF NEW JEKSEY	)	
COUNTY OF SOMERSOT	) )	SS

On this, the Madday of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Riamua, who acknowledged himself to be the Treasurer of MIRACLE OPTICS, a California corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:

CHERVI, M. GROBELNY NOTABY PUBLIC NEW JERGEY COMMISSION EXPIRES 02/08/2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF	TEXAS )	ee.	FRANCES MARGET MENJIVAR Notary Public
COUNTY OF MEXAIL	)	33;	STATE OF TEXAS  My Comm. Exp. 11-13-2012

On finis, the \( \frac{1}{22} \) day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Assistant Secretary and Treasurer of ECCA HOLDINGS CORPORATION, a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official scal.

My Commission Expires: 11-13-2012-

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF	TEXAS
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COUNTY OF WEXAL

SS:



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On this, the <u>UV</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Scoretary and Treasurer of Eye Care Centers of America, Inc., a Texas corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012\_

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS

COUNTY OF BEXAL

SS:



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On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Pinancial Officer, Assistant Secretary and Treasurer of EyeMasters, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public O

My Commission Expires: 11-13-2012-

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**ACKNOWLEDGMENT** 

STATE/COMMONWEALTH OF TEXAS

COUNTY OF BEXATE



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On this, the W day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Enterprises, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

|--|

STATE/COMMONWEALTH OF TEXAS	)	
COUNTY OF FREXAIL	)	



Fax Server

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

36 /64

USPTO

8/16/2011 1:22:36 PM PAGE 37/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS )
COUNTY OF MEXAN )



Fax Server

On this, the <u>VV</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA MANAGED VISION CARE, INC., a Texas corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

(01242807)

37 /64

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8/16/2011 1:22:36 PM PAGE 38/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS

COUNTY OF PAGNAL



Fax Server

On this, the <u>DD</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Stein Optical, Inc., a Delaware corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

Notary Public

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-20/2-

(01242907)

38 /64

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8/16/2011 1:22:36 PM PAGE 39/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS

COUNTY OF BEXER



Fax Server

— On this, the Delay of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Eye Dix Retail Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hercunto set my hand and official scal.

Notary Fire

My Commission Expires: 11-13-2012

39 /64

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8/16/2011 1:22:36 PM PAGE 40/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMON	WEALTH OF	TEYAS	)
COUNTY OF	MEYAR_		) )

FRANCES MARGET MENJIVAR
Notary Public
STATE OF TEXAS
My Comm. Exp. 11-13-2012

Fax Server

——— On this, the  $2\nu$  day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Vision World, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official scal.

My Commission Expires: {(-{3-2012-

40 /64

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8/16/2011 1:22:36 PM PAGE 41/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF

TEXAS

COUNTY OF \_ MEXAIL



Fax Server

On this, the <u>P</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of HOUR EYES, INC., a Maryland corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I bereunto set my hand and official seal.

Tanus Maryt Mluym Notary Public

My Commission Expires: 11-13-2012-

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8/16/2011 1:22:36 PM PAGE 42/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

COUNTY OF WEXAR



Fax Server

On this, the Way of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Retail Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires: ((-(3-20)2

(012A2901)

42 /64

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8/16/2011 1:22:36 PM PAGE 43/069

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF \_\_

COUNTY OF WEXAR



Fax Server

On this, the Laday of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Properties, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seat.

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My Commission Expires: (1-13-2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF	TEYAS )	PRY PUBLISHED FRANCES MARGET MENUIVARI Notery Public
COUNTY OF SEXAL		STATE OF TEXAS My Comm. Exp. 11-13-2012

Notary Public

On this, the \( \frac{1}{2} \subseteq \) day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionworks Holdings, Inc., a Florida corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I bereunto set my hand and official seal.

My Commission Expires: 11-13-2012-

44 /64

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

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STATE/COMMONWEALTH OF _	TEXA5)	FRANCES MARGET MENJIVAR
COUNTY OF MEXAG	) 8	State of Texas My Comm. Exp. 11-13-2012
000KI X 0X	,	TEXE WA COLLUS CYL.

On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionworks, Inc., a Florida corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

(01342907)

45 /64

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMO	NWEALTH OF_	TEYAS	)
COUNTY OF	MEXAR		) )

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On this, the VV day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Management Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-20 12

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8/16/2011 1:22:36 PM PAGE 47/065

Fax Server

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT



On this, the <u>U</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Management, Inc., a Delaware corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-20 17\_

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47 /64

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8/16/2011 1:22:36 PM PAGE 48/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS

COUNTY OF PREXAIL

SS: TANCES MARGET MENJINAR Notary Public STATE OF TEXAS MY Comm. Exp. 11-13-2012

Fax Server

On this, the Way of June, 2011, before me, a Notary-Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Sceretary and Treasurer of ECCA Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of ECCA Management Services, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hercanto set my hand and official seal.

My Commission Expires: (1-13-2012

48 /64

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8/16/2011 1:22:36 PM PAGE 49/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS ) SS:

FRANCES MARGET MENJIVAR Notary Public STATE OF TEXAS My Comm. Exp. 11-13-2012

Fax Server

On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

Notary Public

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-(2-2012

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49 /64

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8/16/2011 1:22:36 PM PAGE 50/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF _	TEXAS )		AAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAA
COUNTY OF WORKER	)	SS:	FRANCES MARGET MENJIVAR Notary Public STATE OF TEXAS My Comm. Exp. 11-13-2012

On this, the W day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I bereunto set my hand and official seal.

My Commission Expires:  $(-13 - 2012_{-1})$ 

50 /64

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Fax Server

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF TEXAS

COUNTY OF BEXAIL



On this, the Add day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of EyeMasters of Texas, Ltd., a Toxas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

V

My Commission Expires: 11-13-2012

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Notary Public Mluyow

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8/16/2011 1:22:36 PM PAGE 52/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/COMMONWEALTH OF	TEXAS )		FRANCES MARGET MENJIVAR
COUNTY OF BEXAL	) (	SS:	Notary Public STATE OF TEXAS My Commth, Exci. 11-13-2012
			ABBBBBBBBABBBBBBBBBBBBBBBBBBBBBBBBBBBB

On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

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8/16/2011 1:22:36 PM PAGE 53/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF	TEXAS	)		FRANCES MARGET MENJIVAR
COUNTY OF MEXAL	·	)	SS:	STATE OF TEXAS  My Comm. Exp. 11-13-2012
				· T - **********************************

On this, the <u>UU</u> day of June, 2011, before me, a Notary-Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Management, Inc., a Delaware corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

Notary Public

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 11-13-2012

53 /64

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8/16/2011 1:22:36 PM PAGE 54/065

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF 1

IEXA5

COUNTY OF INE XAM-



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On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of ECCA Distribution Services, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Trances manyet menging Notary Public

My Commission Expires: 11-13-2012

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

STATE/COMMONWEALTH OF	)	gg.	4
COUNTY OF PYEXAR	)	22:	4 4 4



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On this, the <u>W</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Investments, Inc., a Delaware corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: \(-13-2012-

55 /64

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/COMMONWEALTH OF TEXAS	. )	ļ
COUNTY OF PYDYAIL	)	)

FRANCES MARGET MENJIVAR Notary Public STATE OF TEXAS MY Comm. Exp. 11-13-2012

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On this, the <u>Marketter</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Management, Inc., a Delaware corporation (the "<u>Company</u>"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

Notary Public

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: (1-12-2012-

56 /64

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

<u>ACKNOWLEDGMENT</u>

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STATE/COMMONWEALTH OF	TEXAS )	4	FRANCES MARGET MENLIVAR	
• • • • • • • • • • • • • • • • • • • •	)	SS: 💲	Notary Public	-
COUNTY OF	)	1	STATE OF TEXAS	8
			My Comm. Exp. 11-13-2012	
		,	** ** ** * * * * * * * * * * * * * * *	ř

On this, the <u>VV</u> day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Management, Inc., a Delaware corporation (the "<u>General Partner</u>"), which is the general partner of Visionary Lab Services, Ltd., a Texas limited partnership (the "<u>Partnership</u>"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: (1-13-20 12-

(01242907)

57 /64

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

### Schedule A

## **TRADEMARKS**

### U.S. Trademark Registrations

OWNER	TRADEMARK	REG. DATE:	REG NO.
Davis Vision, Inc.	CAMBRIDGE EYE DOCTORS	August 29, 2006	3,135,232
Davis Vision, Inc.	Claims paid in the USA	September 4, 2007	3.289,247
Davis Vision, Inc.	COMPLIVISION	Jone 22, 2010	3,805,215
Davis Vision, Inc.	COMPUVISION II	January 26, 2010	3.741,531
DavisVision, Inc.	DAVISVISION and Design	December 5, 2000	2,410,099
DavisVision, Inc.	DAVISVISION SEE LIFE and Design	April 13, 2010	3,776,058
ta intrinse Laborator (PA), valenti	VISION		e mili i laskultetuken selitettik ili milit (k. 190
DavisVision, Inc.	DAVISVISION THE EYECARE ADVANTAGE and Design	July 29, 2008	3,478,148
Davis Vision, Inc.	DAVISVISION'S EYE HEALTH & WELLNESS PROGRAM	November 16, 2010	3,877,673
Davis Vision, Inc.	EMPIRE VISION CENTERS	December 13 1994	1,867,340
Davis Vision, Inc.	ENSURING AMERICA'S VISION	September 16, 2008	3,502,487
DavisVision, Inc.	FOCUS ON AMERICA	August 10, 2010	3,831,802
DavisVision, Inc.	SIGHT FROM AMERICA	December 21, 2010	3,894,924
Davis Vision, Inc.	SUPERPAGE	July 29, 2003	2,744,884
DavisVision, Inc.	TIJE EXCEL ADVANTAGE	August 20, 2002	2,609,502
DavisVision, Inc.	THE EYECARE ADVANTAGE	August 27, 2002	2,612,181
Davis Vision, Inc.	THE EYECARE ADVANTAGE	May 29, 2007	3,248,152
Davis Vision, Inc.	VALUE ADVANTAGE PROGRAM	July 24, 2007	3,269,194

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

COWNER 5 - 182	F FTRADEMARK	REG. DATE	REGINO.
ECCA Enterprises, Inc.	ALBERTO ROMANI	March 23, 2010	3,762,839
ECCA Enterprises, Inc.	AZTEC COLLECTION	November 29, 2005	3,020,260
ECCA Enterprises, Inc.	BINYONS	September 4, 2001	2,484,895
ECCA Enterprises, Inc.	BLUE MOON	June 24, 1997	2,074,262
ECCA Enterprises, Inc.	BOARDROOM CLASSICS	October 27, 1998	2,199,419
ECCA Enterprises, Inc.	CHELSEA MORGAN	May 19, 1998	2,158,626
ECCA Enterprises, Inc.	CONTACTS MADE EASY	April 24, 2007	3,235,280
BCCA Enterprises, Inc.	DOCTOR'S VALU VISION	February 19, 2002	2,539,553
	DOCTOR'S VALU VISION and Design	June 3, 1997	2,066,189
ja tuosen enemakan ene	minument of the Party Vision	nike anumerar e se semeri A. (1917). Ali	genter das un distribuir deser ductions in
ECCA Enterprises, Inc.	DOCTOR'S VISIONWORKS	May 31, 2005	2,956,895
ECCA Enterprises, Inc.	DR. BIZER'S VALUVISION OPTOMETRISTS	June 29, 2010	3,809,599
ECCA Enterprises, Inc.	ECCA MANAGED VISION CARE and Design  ECA  MANAGED VISION CARE	October 14, 2003	2,773,767
ECCA Enterprises, Inc.	EV	May 9, 2006	3,091,552
ECCA Enterprises, Inc.	EVSD	September 2, 2008	3,495,160
ECCA Enterprises, Inc.	EVSD SUN DEFENSE	July 21, 2009	3,658,018
ECCA Enterprises, Inc.	EYE CARE CENTERS OF AMERICA, INC.	July 21, 2009	3,657,282
ECCA Enterprises, Inc.	EYE DRX	March 5, 2002	2,544,240
ECCA Enterprises, Inc.	EYE MASTERS	May 22, 1984	1,279,287
ECCA Enterprises, Inc.	EYEMASTERS and Design  EyeMasters	October 8, 1991	1,660,196

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

	OWNER	TRADEMARK	REG. DATE	REG. NO.	
	ECCA Enterprises, Inc.	EYEMASTERS WHY PAY MORE	December 16, 2008	3,546,626	
	ECCA Enterprises, Inc.	HOUR EYES	October 15, 1991	1,661,198	
	ECCA Enterprises, Inc.	HOUR EYES and Design	October 15, 1991	1,661,199	
	ECCA Enterprises, Inc.	MASTER EYE ASSOCIATES	December 25, 2001	2,522,006	
	ECCA Enterprises, Inc.	Miscellaneous Design	August 27, 1991	1,655,091	
	ECCA Enterprises, Inc.	PROVSPORT	August 9, 2005	2,983,305	
	ECCA Enterprises, Inc.	RAYZ	April 5, 2011	3,939,474	
minetal alaeka kaka sa akina	ECCA Enterprises, Inc.	RAYZ and Design	April 5, 2011	3,939,539	25 2 5 5.
		<b> RAYZ</b>			
	ECCA Enterprises, Inc.	ROBERT MITCHEL	September 25, 2001	2,492,290	
	ECCA Enterprises, Inc.	ROBERT MITCHEL EYEWEAR and Design robert mitchel	July 14, 1998	2,173,639	
	ECCA Enterprises,	SALSA	November 2, 2004	2,900,458	
	ECCA Enterprises, Inc.	SEE BETTER LOOK BETTER	December 23, 1997	2,124,405	
	ECCA Enterprises, Inc.	SLIMLITE	September 24, 1996	2,002,143	
	ECCA Enterprises, Inc.	SOUTH HAMPTON	May 13, 1997	2,061,919	
	ECCA Enterprises, Inc.	SOUTH HAMPTON	September 24, 2002	2,623,042	
	ECCA Enterprises, Inc.	SPLENDOR	July 24, 2001	2,472,187	
	ECCA Enterprises, Inc.	STEIN OPTICAL	May 22, 2001	2,453,255	
	ECCA Enterprises, Inc.	TECHNOLITE	March 16, 2010	3,761,089	

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

			REG. NO
ECCA Enterprises,	I .	March 16, 2010	3,761,264
ne.	Design		
	Twenty		
	Twenty+		
ECCA Enterprises,	VISIONWORKS	June 4, 1985	1,339,695
RC.			
2CCA Enterprises,	VISIONWORLD	December 1, 2009	3,718,595
nc.			
Empire Vision Center,	CLEARSHIELD	March 4, 2008	3,393,204
nc.	<u> </u>		
Empire Vision Center,	EMPIRE VISION	fuly 12, 1988	1,496,303
nc.	VV-maker		
impire Vision Center,	EMPIRE VISION CENTERS	August 16, 2005	2,984,646
	FOCUSED ON YOU and	•	
	Design		
	(Empire		
	(Empire Vision Centers		
Empire Vision Center,	LENS123	November 16, 2010	3,876,960
nc.			
Empire Vision Center,	PINNACLE	December 4, 2001	2,514,691
nc.			
Empire Vision Center,	SightCare	May 8, 2007	3,238,991
nc.			
	MAGIC CLIP	December 15, 2009	3,724,952
Viva IP Corp.	MAGIC TWIST	May 1, 2007	3,237,957
Viva IP Corp.	MAGIC TWIST	September 19, 2006	3,146,965
Viva Optique, Inc.	CAYLA & CO	April 8, 2008	3,410,745
Viva Optique, Inc.	CLIP 1 ON	January 22, 2008	3,374,247
Viva Optique, Inc.	DO YOU HAVE A SCREW	April 8, 2008	3,410,739
	LOOSE AGAIN?	10.0000	
Viva Optique, Inc.	GAME POINT	August 12, 2008	3,486,378
Viva Optique, Inc.	HAVANA COLLECTION	January 22, 2008	3,374,234
Viva Optique, Inc.	MAGNETIX	December 13, 2005	3,030,010
Viva Optique, Inc.	MISCELLANEOUS	August 14, 2007	3,280,384
			**
			1
	DESIGN		<b>******</b>
Viva Optique, Inc.	SAVVY	November 24, 1992	1,734,451
Viva Optique, Inc.	SAVVY EYES	January 31, 1989	1,522,493
Viva Optique, Inc.	TUCKER EST. 1952	January 22, 2008	3,374,232
Viva Optique, Inc.	**************************************	February 19, 2008	3,386,785
Viva Optique, Inc.	VISION LOCK	March 25, 2008	3,403,457
Viva Optique, Inc.	VIVA	December 22, 1992	1,741,022
rava vizingue, me.	TATI	DAGING ZZ, JJ72	1,171,022
	4		

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OWNER	TRADEMARK	REG. DATE	REG NO:
Viva Optique, Inc.	VIVA (Stylized)	February 16, 1982	1,189,827
	Viva		
Viva Optique, Inc.	V-J.OCK	December 11, 2007	3,353,916

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# U.S. Federal Trademark Applications

OWNER	TRADEMARK	APP DATE	wer no.
Davis Vision, Inc.	DEALCHOICE	September 10, 2010	85/126,591
Davis Vision, Inc.	IDEALCHOICE and Design	September 17, 2010	85/132,082
DavisVision, Inc.	LASER VISION and Design	January 3, 2011	85/209,307
	LASER		
Davis Vision, Inc.	SIGHT FROM AMERICA (Stylized)	May 12, 2011	85/319,335
	Sight from America		
www.nemann.com.com.com.	ne meloment de he ekstad er i segma	ang kalangan ang pangangan kalangan a	
Davis Vision, Inc.	SIGHT FROM AMERICA DAVISVISION SEE LIFE and Design	May 4, 2011	85/312,244
ECCA Enterprises,	AZTEC	April 25, 2011	85/303,796
ECCA Enterprises, Inc.	LOOKS THAT WORK	May 4, 2011	85/311,842
ECCA Enterprises, Inc.	MYFOCAL	January 20, 2010	77/916,187
ECCA Enterprises, Inc.	QUE BIEN SE VE	May 25, 2011	85/329,822

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### U.S. State Trademark Registrations

OWNER	TRADEMARK	STATE	REGIDATE	REG. NO.
ECCA Enterprises, Inc.	<u> </u>	Iowa	November 25, 1991	12214
ECCA Enterprises, Inc.	DR. BIZER'S VISION WORLD and Design Dr. Bixer's VisionWorld	Kentucky	March 7, 2005	15,891
ECCA Enterprises, Inc.	VISION WORLD	North Dakota	May 29, 2003	19,030,400
ECCA Enterprises, Inc.	VISION WORLD (Stylized) VISION VORID	South Dakota	September 10, 2009	N/A
ECCA Enterprises, Inc.	VISION WORLD (Trade Name)	North Dakota	July 18, 1991	7107800
ECCA Enterprises, Inc.	vision world & DESIGN  Wision World	North Dakota	November 26, 1991	7563900
ECCA Enterprises, Inc.	VISION WORLD (Stylized) VISIONN ORID	South Dakota	September 10, 2009	N/A
ECCA Enterprises, Inc.	vision world & design <b>OVision</b> World	South Dakota	November 26, 1991	N/A
Empire Vision Center, Inc.	CAMBRIDGE EYE DOCTORS and Design Cambiage Eye Doctors	Massachusetts	March 21, 1990	43,992
Empire Vision Center, Inc.	SIGHTCARE	Vermont	February 23, 1998	7,820
Empire Vision Center, Inc.		Massachusetts	July 23, 2007	68,879
Inc.	SIGNITCARE (Stylized) <b>Sighi</b> CAIO Rhode Island	Rhode Island	June 1, 1997	1,970,601
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OWNER Eye Care Centers of America, Inc.	TRADEMARK EYE MASTERS	Nebraska	REG. DATE May 10, 1992	REG. NO:
Eye Care Centers of America, Inc.	EYEMASTERS	Louisiana	February 17, 1992	NA
Eye Care Centers of America, Inc.	EYEMASTERS (Trade Name)	Louisiana	February 17, 1992	N/A

TRADEMARK REEL: 004625 FRAME: 0950

**RECORDED: 09/14/2011**