

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455109

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VISIONWORKS OF AMERICA, INC.		12/18/2017	Corporation: TEXAS
EMPIRE VISION CENTER, INC.		12/18/2017	Corporation: NEW YORK
VISIONWORKS, INC.		12/18/2017	Corporation: DELAWARE
VISIONWORKS ENTERPRISES, INC.		12/18/2017	Corporation: DELAWARE
EYE DRX RETAIL MANAGEMENT, INC.		12/18/2017	Corporation: DELAWARE
VISIONARY RETAIL MANAGEMENT, LLC		12/18/2017	Limited Liability Company: DELAWARE
VISIONARY PROPERTIES, INC.		12/18/2017	Corporation: DELAWARE
ECCA MANAGED VISION CARE, INC.		12/18/2017	Corporation: TEXAS
VISIONWORKS DISTRIBUTION SERVICES, INC.		12/18/2017	Corporation: TEXAS
VISIONWORKS LAB SERVICES, INC.		12/18/2017	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	PNC BANK, NATIONAL ASSOCIATION
Street Address:	2100 Ross Avenue
Internal Address:	Suite 1850
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	4568893	A BETTER YOU
Registration Number:	4503290	A BETTER YOU
Registration Number:	3762839	ALBERTO ROMANI

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4560355	BIZER'S VISIONWORKS
Registration Number:	4452468	BIZER'S VISIONWORKS DOCTORS OF OPTOMETRY
Registration Number:	2074262	BLUE MOON
Registration Number:	2199419	BOARDROOM CLASSICS
Registration Number:	2158626	CHELSEA MORGAN
Registration Number:	3393204	CLEARSHIELD
Registration Number:	4896189	CS
Registration Number:	2066189	DOCTOR'S VALU VISION
Registration Number:	2773767	ECCA MANAGED VISION CARE
Registration Number:	1496303	EMPIRE VISION
Registration Number:	4915350	EVERY CHILD. EVERY YEAR.
Registration Number:	2544240	EYE DRX
Registration Number:	1660196	EYEMASTERS
Registration Number:	1661198	HOUR EYES
Registration Number:	1661199	HOUR EYES
Registration Number:	4588562	INFOCUSHD
Registration Number:	4612858	INFOCUSHD
Registration Number:	4863347	KNOW YOUR EYES
Registration Number:	4915253	LET'S GO SEE
Registration Number:	4169090	LOOKS THAT WORK
Registration Number:	2522006	MASTER EYE ASSOCIATES
Registration Number:	1655091	
Registration Number:	4863348	
Registration Number:	4023451	MY FOCAL
Registration Number:	2514691	PINNACLE
Registration Number:	4475551	QUÉ BIEN SE VE
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:	2061919	SOUTH HAMPTON
Registration Number:	2623042	SOUTH HAMPTON
Registration Number:	2472187	SPLENDOR
Registration Number:	2453255	STEIN OPTICAL
Registration Number:	3761089	TECHNOLITE
Registration Number:	1339695	VISIONWORKS

Property Type	Number	Word Mark
Registration Number:	4369198	VISIONWORKS DOCTORS OF OPTOMETRY
Registration Number:	4077240	
Registration Number:	4063106	AZTEC
Serial Number:	87527248	RAYCERS
Serial Number:	87527262	INDI
Serial Number:	87527223	TWENTY 20

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: ELIZABETH.BURKHARD@HKLAW.COM

Correspondent Name: Holland & Knight LLP

Address Line 1: 10 St. James Ave.

Address Line 2: 11th Floor

Address Line 4: Boston, MASSACHUSETTS 02116

ATTORNEY DOCKET NUMBER:	057833.00087
NAME OF SUBMITTER:	Laura O'Brien
SIGNATURE:	/Laura O'Brien/
DATE SIGNED:	12/19/2017

Total Attachments: 29

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, amended and restated, modified, supplemented, extended, joined and/or restated from time to time, the “IP Security Agreement”) dated as of December 18, 2017, is made by the Persons listed on the signature page hereof (individually, each a “Grantor” and collectively, jointly and severally, the “Grantors”) in favor of PNC Bank, National Association, as a lender and as Agent for the Lenders party from time to time to the Credit Agreement referred to below (together with its successors and assigns in such capacity, “Agent”).

WHEREAS, VISIONWORKS OF AMERICA, INC., a Texas corporation (“Visionworks”), EMPIRE VISION CENTER, INC., a New York corporation (“Empire”), VISIONWORKS, INC., a Delaware corporation (“VW Inc.”), VISIONWORKS ENTERPRISES, INC., a Delaware corporation (“Enterprises”), EYE DRX RETAIL MANAGEMENT, INC., a Delaware corporation (“Eye Drx”), VISIONARY RETAIL MANAGEMENT, LLC, a Delaware limited liability company (“VRM”), VISIONARY PROPERTIES, INC., a Delaware corporation (“Properties”), ECCA MANAGED VISION CARE, INC., a Texas corporation (“ECCA”), VISIONWORKS DISTRIBUTION SERVICES, INC., a Texas corporation (“Distribution”), VISIONWORKS LAB SERVICES, INC., a Texas corporation (“Lab Services” and together with Visionworks, Empire, VW Inc., Enterprises, Eye Drx, VRM, Properties, ECCA, and Distribution, individually, each a “Borrower” and collectively, jointly and severally, the “Borrowers”), have entered into a Revolving Credit and Security Agreement, dated as December 1, 2017, with Agent and the Lenders party thereto (as amended, restated, amended and restated, modified, supplemented, extended, joined and/or restated from time to time, the “Credit Agreement”). Capitalized terms used but not defined herein shall have the meanings specified in the Credit Agreement.

WHEREAS, under the terms of the Credit Agreement and the Other Documents, each Grantor has granted to Agent, for the benefit of the Lenders, a security interest in, among other property, all Intellectual Property of such Grantor, and has agreed as a condition thereof to execute this IP Security Agreement for recording with the United States Patent and Trademark Office, the United States Copyright Office and other Governmental Bodies.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

SECTION 1. **Definitions.** The following terms have the meanings set forth below:

(a) “Copyrights” means all of the following now owned or hereafter adopted or acquired by any Grantor: (i) all copyrights (whether statutory or common law, whether established or registered in the United States or any other country or political subdivision thereof, whether registered or unregistered and whether published or unpublished), rights and interests in copyrights, works protectable by copyright, and General Intangibles of like nature, all registrations and recordings thereof, and all applications in connection therewith, including all registrations, recordings, and applications in the United States Copyright Office or in any similar office or agency of the United States, any state or territory thereof, or any other country or any political subdivision thereof and all research and development relating to the foregoing, (ii) all

reissues, extensions, continuations, and renewals thereof and amendments thereto, (iii) income, fees, royalties, damages, claims, and payments now or hereafter due and/or payable with respect thereto, including damages and payments for past, present and future infringements thereof, (iv) rights corresponding thereto throughout the world and (v) rights to sue for past, present, and future infringements thereof.

(b) “Copyright License” means any and all rights now owned or hereafter acquired by any Grantor under any written or oral agreement granting any right to use any Copyright or Copyright registration, in each case to the extent assignable by such Grantor; provided, that, Grantor has identified on Schedule C attached hereto whether or not any of Grantor’s Copyrights or Copyright registrations are not assignable.

(c) “Patents” shall mean one or all of the following now or hereafter owned by any Grantor or in which any Grantor now has or hereafter acquires any rights: (i) all letters patent of the United States or any other country, all registrations, and recordings thereof, and all applications for letters patent of the United States or any other country, (ii) all reissues, continuations, continuations-in-part, divisions, reexaminations, or extensions of any of the foregoing and (iii) all inventions disclosed in and claimed in the Patents and any and all trade secrets and know-how related thereto.

(d) “Patent License” shall mean all of the following now owned or hereafter acquired by any Grantor or in which any Grantor now has or hereafter acquires any rights: to the extent assignable by a Grantor, any written agreement granting any right to make, use, sell, and/or practice any invention or discovery that is the subject matter of a Patent, in each case to the extent assignable by such Grantor; provided, that, Grantor has identified on Schedule A attached hereto whether or not any of Grantor’s Patents or Patent registrations are not assignable.

(e) “Trademarks” shall mean one or all of the following now owned or hereafter acquired by any Grantor or in which any Grantor now has or hereafter acquires any rights: (i) all trademarks (whether registered or unregistered), trade names, corporate names, business names, trade styles, service marks, logos, other source or business identifiers, prints, and labels on which any of the foregoing have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, including, without limitation, registrations, recordings, and applications in the United States Patent and Trademark Office or in any similar office or agency of any State of the United States or any other country or any political subdivision thereof, (ii) all reissues, extensions, or renewals thereof and (iii) the goodwill associated with or symbolized by any of the foregoing.

(f) “Trademark License” shall mean all of the following now owned or hereafter acquired by any Grantor or in which any Grantor now has or hereafter acquires any rights: any written agreement granting any right to use any Trademark or Trademark registration, in each case to the extent assignable by such Grantor; provided, that, Grantor has identified on Schedule B attached hereto whether or not any of Grantor’s Trademarks or Trademark registrations are not assignable.

SECTION 2. **Grant of Security.** Each Grantor hereby grants to Agent, for the benefit of the Lenders, a security interest in all of such Grantor's right, title, and interest in and to the following (the "Collateral"):

(i) all of its Patents and all Patent Licenses to which it is a party, including, but not limited to, those set forth on Schedule A hereto;

(ii) all of its Trademarks and all Trademark Licenses to which it is a party, including, but not limited to, those set forth on Schedule B hereto, together with all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License;

(iii) all of its Copyrights and all Copyright Licenses to which it is a party, including, but not limited to, those set forth on Schedule C hereto;

(iv) all reissues, divisions, continuations, continuations-in-part, extensions, renewals, and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

(v) any and all claims for damages and injunctive relief for past, present, and future infringement, dilution, misappropriation, violation, misuse, breach, or injury with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(vi) any and all products and proceeds of, collateral for, income, royalties, and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the Collateral of or arising from any of the foregoing.

SECTION 3. **Security for Obligations.** The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the prompt and complete payment and performance when due of all of the Obligations, whether direct or indirect, now existing or hereafter arising, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, guarantee obligations, indemnifications, contract causes of action, costs, expenses, or otherwise.

SECTION 4. **Recordation.** Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents, the Commissioner for Trademarks and any other applicable Governmental Body record this IP Security Agreement.

SECTION 5. **Execution in Counterparts.** This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. **Grants, Rights and Remedies.** This IP Security Agreement has been entered into in conjunction with the provisions of the Credit Agreement. Each Grantor does

hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, Agent with respect to the Collateral are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

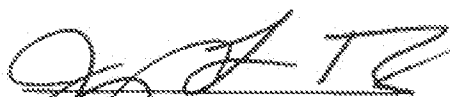
SECTION 7. **Governing Law.** This IP Security Agreement shall be governed by, and construed and interpreted in accordance with the internal laws of the State of New York without giving effect to the conflict of laws principles (other than section 5-1401 and 5-1402 of the New York general obligations law).

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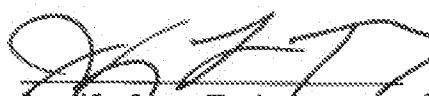
IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

GRANTORS:

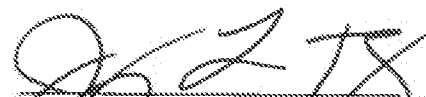
VISIONWORKS OF AMERICA, INC.

By: 
Name: Jennifer Lynn Taylor
Title: Executive Vice President, Chief
Financial Officer and Assistant
Secretary

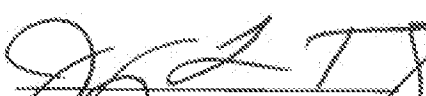
EMPIRE VISION CENTER, INC.

By: 
Name: Jennifer Lynn Taylor
Title: Executive Vice President, Chief
Financial Officer and Assistant
Secretary

VISIONWORKS, INC.

By: 
Name: Jennifer Lynn Taylor
Title: Executive Vice President, Chief
Financial Officer and Assistant
Secretary

VISIONWORKS ENTERPRISES, INC.

By: 
Name: Jennifer Lynn Taylor
Title: Executive Vice President, Chief
Financial Officer and Assistant
Secretary

**EYE DRX RETAIL MANAGEMENT,
INC.**

By: 

Name: Jennifer Lynn Taylor

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

**VISIONARY RETAIL MANAGEMENT,
LLC**

By: 

Name: Jennifer Lynn Taylor

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

VISIONARY PROPERTIES, INC.

By: 

Name: Jennifer Lynn Taylor

Title: President

ECCA MANAGED VISION CARE, INC.

By: 

Name: Jennifer Lynn Taylor

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

**VISIONWORKS DISTRIBUTION
SERVICES, INC.**

By: 

Name: Jennifer Lynn Taylor

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

VISIONWORKS LAB SERVICES, INC.

By: 

Name: Jennifer Lynn Taylor

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


SCHEDULE A

PATENTS AND PATENT LICENSES

None.

SCHEDULE B




TRADEMARKS AND TRADEMARK LICENSES

U.S. Federal Trademark/Service Mark Registrations					
OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame	
Visionworks Enterprises, Inc.	A BETTER YOU	07/15/2014	4,568,893	None	
Visionworks Enterprises, Inc.	A BETTER YOU	03/25/2014	4,503,290	None	
Visionworks Enterprises, Inc.	ALBERTO ROMANI	03/23/2010	3,762,839	PNC Bank - 4151/0124 PNC Bank - 4625/0888	
Visionworks Enterprises, Inc.	BIZER'S VISIONWORKS	07/01/2014	4,560,355	None	
Visionworks Enterprises, Inc.		12/17/2013	4,452,468	None	


OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	BLUE MOON	06/24/1997	2,074,262	<p>Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – release recorded on November 1, 2017</p> <p>Citicorp USA, Inc. – 3385/0034 – <i>Release of TM Security Agreement needs to be recorded.</i> Citicorp release recorded - 5837/0450. Amended release recorded November 29, 2017.</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank - 4625/0888</p>

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Ref./Frame
Visionworks Enterprises, Inc.	BOARDROOM CLASSICS	10/27/1998	2,199,419	<p>Bankers Trust Company – 1734/0033 (Release recorded 12/21/2009 – 4118/0311)</p> <p>Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank - 4625/0888</p>


OWNER	MARK	REG. DATE	REG. NO.	Security Interest Ref./Frame
Visionworks Enterprises, Inc.	CHELSEA MORGAN	05/19/1998	2,158,626	Bankers Trust Company – 1734/0033 Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317 Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371 Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 - 0384 – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank – 4625/0888
Empire Vision Center, Inc.	CLEARSHIELD	03/04/2008	3,393,204	PNC Bank – 4625/0888 Citicorp USA, Inc. – 3385/0034 (Release recorded 12/02/2013 – 5165/0057). PNC Bank – 4151/0124 PNC Bank - 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Franchise
Visionworks Enterprises, Inc.		02/02/2016	4,896,189	None
Visionworks Enterprises, Inc.	DOCTOR'S VALU VISION & DESIGN 	06/03/1997	2,066,189	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017
Visionworks Enterprises, Inc.	ECCA MANAGED VISION CARE & DESIGN 	10/14/2003	2,773,767	PNC Bank – 4151/0124 Fleet National Bank – 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017
				PNC Bank – 4151/0124 PNC Bank - 4625/0888


OWNER	MARK	REG. DATE	REG. NO.	Security Interest Rel./Frame
Empire Vision Center, Inc.	EMPIRE VISION	07/12/1988	1,496,303	Citicorp USA, Inc. – 3385/0034 (Release recorded 12/02/2013 – 5165/0057).
Visionworks Enterprises, Inc.	EVERY CHILD. EVERY YEAR.	03/08/2016	4,915,350	PNC Bank – 4151/0124 PNC Bank - 4625/0888 None
Visionworks Enterprises, Inc.	EYE DRX	03/05/2002	2,544,240	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank - 4625/0888



OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	EYEMASTERS & DESIGN  EyeMasters	10/08/1991	1,660,196	Banque Indosuez – 1498/0001 Amendment to Security Agreement re Credit Agricole Indosuez - 1680/0180 (Release recorded 5/18/1998 – 1733/0798). Bankers Trust Company – 1734/0033 Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317 Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371 Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	HOUR EYES	10/15/1991	1,661,198	<p>Credit Agricole Indosuez - 1673/0431 (Release recorded 5/18/1998 – 1728/0633)</p> <p>Bankers Trust Company – 1728/0659 Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317 Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371</p> <p>Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>


OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.		10/15/1991	1,661,199	<p>Credit Agricole Indosuez - 1673/0431 (Release recorded 5/18/1998 – 1728/0633)</p> <p>Bankers Trust Company – 1728/0659 Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317 Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371</p> <p>Bankers Trust Company – 1728/0719; <i>Conveying Party: The Summit Group, Inc.; Security Interest recorded in error, need to request removal from the record.</i></p> <p>Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Recl./Frame
Visionworks Enterprises, Inc.	INFOCUSHD	08/19/2014	4,588,562	None
Visionworks Enterprises, Inc.		09/30/2014	4,612,858	None
Visionworks Enterprises, Inc.	KNOW YOUR EYES	12/01/2015	4,863,347	None
Visionworks Enterprises, Inc.	LET'S GO SEE	03/08/2016	4,915,253	None
Visionworks Enterprises, Inc.	LOOKS THAT WORK	07/03/2012	4,169,090	PNC Bank – 4625/0888
Visionworks Enterprises, Inc.	MASTER EYE ASSOCIATES	12/25/2001	2,522,006	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073
				Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226
				JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017
				PNC Bank – 4151/0124
				PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	 <p>MISC. DESIGN (EYE LOGO)</p>	08/27/1991	1,655,091	<p>Banque Indosuez – 1498/0001</p> <p>Amendment to Security Agreement re Credit Agricole Indosuez - 1680/0180 (Release recorded 5/18/1998 – 1733/0798)</p> <p>Bankers Trust Company – 1734/0033</p> <p>Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317</p> <p>Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371</p> <p>Fleet National Bank – 2720/0366</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Ref./Frame
Visionworks Enterprises, Inc.		12/01/2015	4,863,348	None
Visionworks Enterprises, Inc.	MY FOCAL	09/06/2011	4,023,451	PNC Bank – 4625/0888
Empire Vision Center, Inc.	PINNACLE	12/04/2001	2,514,691	Citicorp USA, Inc. – 3385/0034 (Release recorded 12/02/2013 – 5165/0057)
				PNC Bank – 4151/0124
				PNC Bank – 4625/0888
Visionworks Enterprises, Inc.	QUÉ BIEN SE VE	01/28/14	4,475,551	PNC Bank – 4625/0888
Visionworks Enterprises, Inc.	RAYZ	04/05/2011	3,939,474	PNC Bank – 4151/0124
Visionworks Enterprises, Inc.		04/05/2011	3,939,539	PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Ref./Frame
Visionworks Enterprises, Inc.	ROBERT MITCHEL	09/25/2001	2,492,290	<p>Fleet National Bank – 2720/0366</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.		07/14/1998	2,173,639	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017 Citicorp USA, Inc. – 3385/0034 – <i>Release of TM Security Agreement needs to be recorded.</i> Release from Citicorp recorded – 5837/0450. Amended release recorded November 29, 2017.
Visionworks Enterprises, Inc.	SALSA	11/02/2004	2,900,458	PNC Bank – 4151/0124 PNC Bank – 4625/0888 PNC Bank – 4151/0124 PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Framc
Visionworks Enterprises, Inc.	SEE BETTER LOOK BETTER	12/23/1997	2,124,405	<p>Banque Indosuez – 1498/0001</p> <p>Amendment to Security Agreement re Credit Agricole Indosuez - 1680/0180 (Release recorded 5/18/1998 – 1733/0798)</p> <p>Bankers Trust Company – 1734/0033</p> <p>Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317</p> <p>Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371</p> <p>Fleet National Bank – 2720/0366</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>



OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	SOUTH HAMPTON	05/13/1997	2,061,919	<p>Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>Citicorp USA, Inc. – 3385/0034 – <i>Release of TM Security Agreement needs to be recorded.</i> Citicorp release recorded - 5837/0450. Amended release recorded November 29, 2017.</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	SOUTH HAMPTON	09/24/2002	2,623,042	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384- – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank – 4625/0888
Visionworks Enterprises, Inc.	SPLENDOR	07/24/2001	2,472,187	PNC Bank – 4625/0888 Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384- – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Reel/Frame
Visionworks Enterprises, Inc.	STEIN OPTICAL	05/22/2001	2,453,255	Fleet National Bank – 2720/0366 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073 Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226 JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017 PNC Bank – 4151/0124 PNC Bank – 4625/0888
Visionworks Enterprises, Inc.	TECHNOLITE	03/16/2010	3,761,089	PNC Bank – 4151/0124 PNC Bank – 4625/0888

OWNER	MARK	REG. DATE	REG. NO.	Security Interest Ref./Frame
Visionworks Enterprises, Inc.	VISIONWORKS	06/04/1985	1,339,695	<p>Chemical Bank – 0993/0163 (Release recorded 03/31/1994 – 1132/0003)</p> <p>Heller Financial, Inc. – 1132/0012 (Release recorded 11/04/1996 – 1498/0606)</p> <p>Banque Indosuez – 1571/0605</p> <p>Amendment to Security Agreement re Credit Agricole Indosuez - 1680/0180 (Release recorded 5/18/1998 – 1775/0857)</p> <p>Bankers Trust Company – 1728/0618 Change of Name to Deutsche Bank Trust Company America recorded 5/12/2005 – 3082/0317</p> <p>Assignment of Security Interest to Fleet National Bank recorded 12/23/2002 – 2640/0970</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3186/0371</p> <p>Fleet National Bank – 2720/0366</p> <p>Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0073</p> <p>Fleet National Bank - 2723/0810 Release by Secured Party: Bank of America (formerly Fleet National Bank) – 3187/0226</p> <p>JPMorgan Chase Bank, N.A. – 3064/0384 – released recorded on November 1, 2017</p> <p>PNC Bank – 4151/0124</p> <p>PNC Bank – 4625/0888</p>

[Visionworks] IP Security Agreement
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OWNER	MARK	REG. DATE	REG. NO.	Security Interest Recl./Frame
Visionworks Enterprises, Inc.	VISIONWORKS DOCTORS OF OPTOMETRY	07/16/2013	4,369,198	None
Visionworks Enterprises, Inc.	RAYCERS		App. No. 87527248	None
Visionworks Enterprises, Inc.	INDI		App. No. 87527262	None
Visionworks Enterprises, Inc.	TWENTY 		App. No. 87527223	None
Visionworks Enterprises, Inc.		12/27/2011	4077240	None
Visionworks Enterprises, Inc.	AZTEC	11/29/2011	4063106	PNC Bank – 4625/0888

SCHEDULE C

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