

06-07-1999

COVER SHEET

U.S. DEPARTMENT OF COMMERCE

ONLY

Patent and Trademark Office

To the Honorable Commi:

1. Name of conveying party(

New England Eyecare, P.C
270 Amity Road, Suite 220
Woodbridge, CT 06525



101057716

- [] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[x] Corporation: Connecticut
[] Other

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:

- [x] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other:

Execution Date: May 12, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,977,672
1,891,424

Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jamie J. Fitzgerald, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
Post Office Box 1960
City: New Haven State: Connecticut Zip: 06509-1960

6. Total number of applications and registrations involved: [2]

7. Total fee (37 CFR 3.41): \$65.00

- [x] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number: 11-0231
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Signature [Handwritten Signature]
Jamie J. Fitzgerald

May 28 1999

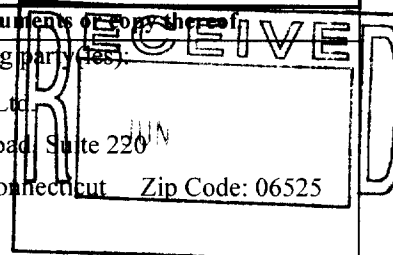
Total number of pages comprising cover sheet: [2]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.



Record the attached original documents or copy thereof. Name and address of receiving party (ies).

Name: Eyecare Consultants, Ltd.
Street Address: 270 Amity Road, Suite 220
City: Woodbridge State: Connecticut Zip Code: 06525

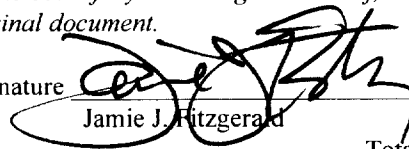
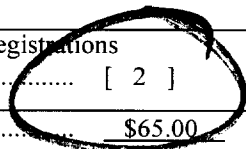
- [] Individual(s) citizenship:
[] Association
[] General Partnership
[] Limited Partnership
[x] Corporation - Connecticut

[] Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? [] Yes [x] No

6-2-99



06/07/1999 08:00:37 1977672
40.00
25.00
01 FU=481
02 FU=482

Assignment of Registered Trademark

Whereas, NEW ENGLAND EYECARE, P.C., a Connecticut Corporation, having its principal offices at 270 Amity Road, Suite 220, Woodbridge, Connecticut, has adopted, used, is using and is the owner of the following trademarks registered in the United States Patent and Trademark Office:

Trademark	Registration No.	Date of Registration
FINDING LOST PROFITS IN OPTOMETRY	1,977,672	6/4/96
FINDING LOST PROFITS IN OPHTHALMOLOGY	1,891,424	4/25/95


and Whereas, EYECARE CONSULTANTS, LTD., a Connecticut Corporation, has succeeded to the business, assets and appurtenant goodwill of said NEW ENGLAND EYECARE P.C.,

Now, **Therefore**, in consideration of the sum of one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, NEW ENGLAND EYECARE, P.C., hereby assigns to EYECARE CONSULTANTS, LTD. all rights, title and interest in the United States in and to above listed trademarks registration therefor, together with the goodwill of the business symbolized by said trademark and the registration thereof.

Signed at Woodbridge, Ct, this 12th day of May, 1999.

NEW ENGLAND EYECARE, P.C.

By:


Howard Gottlieb, O.D.
President and CEO

S4611001.DOC 04/20/99