

Recordation Form Cover Sheet

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

VISION MAINTENANCE ORGANIZATION, INC.

- Individual(s)
- General Partnership
- Corporation-State: Michigan
- Other:
- Association
- Limited Partnership

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: July 11, 2003

2. Name and address of receiving party(ies):

PEARLE, INC.
1925 ENTERPRISE PARKWAY
TWINSBURG, OH 44087

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

OPTICLUB
REG NO. 2,078,382

- Yes
- No

Additional numbers attached?

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

6. Total number of applications and registrations involved: one(1)

7. Total fee (37 CFR 3.41).....\$40.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

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.

Linda E. Sudzina
Name


Signature

7/14/03
Date

Total number of pages comprising cover sheet 3

CH \$40.00 180013 2078382

TRADEMARK ASSIGNMENT

WHEREAS, Vision Maintenance Organization, Inc., a Michigan corporation, at 2284 S. Ballenger Highway, Flint, Michigan 48503 ("Assignor"), is owner of the entire right, title and interest in and to the following (collectively, the "Trademark Rights"):

U.S. Trademark Registration No. 2,078,382 for OPTICLUB dated July 15, 1997; and

Any and all rights and privileges provided under the trademark and other laws of the United States, the individual states thereof and jurisdictions foreign thereto with respect to the foregoing; the GOODWILL of the business in which the mark is used; and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof; and

WHEREAS, Pearle, Inc., a Delaware corporation, at 1925 Enterprise Parkway, Twinsburg, Ohio, 44087 ("Assignee"), wishes to acquire the Trademark Rights.

NOW, THEREFORE, in view of the payment of Ten Dollars and 00/100 (\$10.00), and other legally sufficient and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor DOES HEREBY assign and transfer to Assignee any and all right, title and interest in and to the Trademark Rights.

Assignor shall, without further consideration, execute any additional documents and take such further action as may be requested to vest in Assignee good, valid and marketable title to the Trademark Rights.

This Assignment and all terms hereof shall be binding upon and inure to the benefit of the parties and their respective heirs, personal and legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor has executed this Assignment on
the date set forth below.

VISION MAINTENANCE ORGANIZATION, INC.

Dated: July 11, 2003

By: 

David J. Sherriff
Vice President, Secretary and General Counsel

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