

5.19-03

05-21-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RI



102453927

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

EYE CARE CENTERS OF AMERICA, INC.

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 04/23/03

2. Name and address of receiving party(ies)

Name: ECCA ENTERPRISES, INC.

Internal

Address:

Street Address: 103 FAULK RD., SUITE 202

City: WILMINGTON State: DE Zip: 19803

- 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
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 78/198,108

B. Trademark Registration No.(s) 1,280,551

Additional number(s) attached Yes No

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

Name: ROBERT W. MASON

Internal Address:

Street Address: 112 E. PECAN ST., SUITE 1800

City: SAN ANTONIO State: TX Zip: 78205-1521

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 3.41) \$ 590.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

03-3483

DO NOT USE THIS SPACE

9. Signature.

ROBERT W. MASON

Name of Person Signing

Robert W. Mason

Signature

5/12/03

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/20/2003 TBIA21 00000107 78198108



01 FC:6521
02 FC:6522

40.00 OP
350.00 OP

TRADEMARK
REEL: 002736 FRAME: 0687



**EXHIBIT A**

**U.S. Registrations and Pending Applications**

<b>Mark</b>	<b>Reg. No./Serial No.</b>	<b>Reg. Date</b>	<b>Goods/Services</b>
EYE MASTERS	1,280,551	06/05/84	eyeglasses and contact lenses, IC 9 Dates of First Use: 4/22/82
EYE MASTERS	1,279,287	5/22/84	optical services, IC 42 Dates of First Use: 4/11/82
 EyeMasters	1,660,196	10/08/91	opticians services, IC 42 Dates of First Use: 8/17/88
 Misc. Design (Eye Logo)	1,655,091	08/27/91	optician services, IC 42 Dates of First Use: 8/17/88
SLIMLITE	2,002,143	09/24/96	optical goods, namely prescription eyeglass lenses, IC 9 Dates of First Use: 9/30/91
RAYZ	2,173,489	07/14/98	optical goods, namely sunglasses with both prescription and non- prescription lenses, IC 9 Dates of First Use: 6/30/96
SEE BETTER LOOK BETTER	2,124,405	12/23/97	retail optical store services, IC 35 Date of First Use: 12/29/96 In Commerce: 1/19/97 optician and optometric services, IC 42 Date of First Use: 12/29/96 In Commerce: 1/19/97
ALBERTO ROMANI	2,160,272	05/26/98	ophthalmic frames, IC 9 Dates of First Use: 12/31/95
CHELSEA MORGAN	2,158,626	05/19/98	ophthalmic frames, IC 9 Dates of First Use: 12/31/95
BOARDROOM CLASSICS	2,199,419	10/27/98	ophthalmic frames, IC 9 Dates of First Use: 12/31/95

SPLENDOR	2,472,187	07/24/01	eyeglasses, sunglasses, eyeglass frames, IC 9 I.T.U.
BINYON'S	2,484,895	09/04/01	retail shops featuring optical goods, IC 35 Dates of First Use: 7/1/84
SOUTH HAMPTON	2,623,042	09/24/02	ophthalmic frames, IC 9 Dates of First Use: 12/31/95
ROBERT MITCHEL	2,492,290	09/25/01	ophthalmic frames, IC 9 Dates of First Use: 12/31/95
ECCA MANAGED VISION CARE & DESIGN	78/198,108	filed 12/27/02	managed vision care services, IC 44; Date of First Use 08/28/96
TECHNOLITE	76/065,569	filed 06/08/00	Ophthalmic frames - IC 9 date of first use 12/31/95
BLUE MOON	2,479,689	08/21/01	Ophthalmic frames - IC 9 dates of first use 12/31/95
DOCTOR'S VISIONWORKS	78/215,287	filed 02/14/03	Retail shops featuring optical goods, IC 35 Dates of First Use 4/12/02 Optician services and optometric services, IC 44 Dates of First Use 4/12/02
ROBERT MITCHEL EYEWEAR and Design	2,173,639	07/14/98	Eyeglass frames and sunglass frames and parts thereof IC 9; Dates of First Use 08/30/96
BLUE MOON	2,074,262	06/24/97	Eyeglass frames and sunglass frames and parts thereof IC 9; Dates of First Use 04/30/95
SOUTH HAMPTON	2,061,919	05/13/97	Eyeglass frames, sunglass frames, and Parts thereof and cases therefore; IC 9; Dates of First Use 04/30/95
RXP2020	1,995,466	08/20/96	optical goods, namely prescription eyeglass lenses, IC 9; dates of first use: 07/23/95
THE COMPLETE OPTICAL LABORATORY LTD.	75/655,483	filed 03/08/99	optical laboratory services, IC 42; dates of first use 12/20/78

**Mexico Registrations**

 (Mexico)	337,370	filed 06/25/98	Optical Services, IC 42
 (Mexico)	337,369	filed 06/25/98	Eyeglasses and contact lenses, IC 9
EYE MASTERS (Mexico)	592,974	11/24/98	Optical Services, IC 42
EYE MASTERS (Mexico)	592,058	10/30/98	Eyeglasses and contact lenses, IC 9

## ASSIGNMENT

THIS ASSIGNMENT is made and effective as of April 30, 2003, by and between ECCA ENTERPRISES, INC., a Delaware corporation, and EYE CARE CENTERS OF AMERICA, INC., a Texas corporation.

WHEREAS, EYE CARE CENTERS OF AMERICA, INC. ("ASSIGNOR"), a Texas Corporation having its principal place of business at 11103 West Avenue, San Antonio, Texas 78213, has adopted, used, and has been using all marks owned by ASSIGNOR including the marks shown in Exhibit A attached hereto (collectively the "Marks") in connection with the goods and services listed in Exhibit A;

WHEREAS, ECCA ENTERPRISES, INC. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 103 Faulk Road, Suite 202, Wilmington, Delaware, 19803, desires to acquire all of ASSIGNOR's interest in and to said Marks, any registrations and applications for registration thereof, and the goodwill of the business symbolized by the Marks; and

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all of its right, title, and interest in and to said Marks, all registrations and applications for registration thereof, all rights derived from or associated with use of the Marks by ASSIGNOR together with the goodwill of the business symbolized by said Marks, and the right to recover for past infringement of said Marks. ASSIGNOR represents and warrants that it has not previously assigned the Marks, that all necessary corporate or legal action has been taken to authorize sale and assignment of the Marks and other rights as set forth herein, and that upon payment of the consideration as set forth herein. ASSIGNEE will acquire good and valid title to all rights, including the Marks, conveyed hereby, free and clear of any liens, encumbrances or adverse claims of any kind whatsoever, other than Fleet National Bank's present valid security interest pursuant to the Trademark Collateral Security and Pledge Agreement dated as of December, 23, 2002, by and among Eye Care Centers of America, Inc., the ASSIGNOR and Fleet National Bank. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to the provisions hereof.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the day and year first above written.

EYE CARE CENTERS OF AMERICA, INC., a  
Texas corporation

By: *Alan E. Wiley*  
Alan E. Wiley, Chief Financial Officer

STATE OF TEXAS                   §  
  §  
COUNTY OF BEXAR           §

Before me, a notary public, on this day personally appeared Alan E. Wiley, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same as Chief Financial Officer, on behalf of EYE CARE CENTERS OF AMERICA, INC., for the purposes and consideration therein expressed.

Given under my hand and seal of office this 23<sup>rd</sup> day of April, 2003.

*Betty Briseno*  
Printed Name: Betty Briseno  
Notary Public - State of Texas

My Commission Expires: Dec. 18, 2004



COX & SMITH  
INCORPORATED  
ATTORNEYS ♦ COUNSELORS

112 East Pecan Street  
Suite 1800  
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(210) 554-5315

Writer's E-Mail Address  
[rwmason@coxsmith.com](mailto:rwmason@coxsmith.com)

May 12, 2003

Box ASSIGNMENTS-FEE  
Commissioner of Patents and Trademarks  
Washington D.C. 20231

Re: United States Patents and Trademark Office  
Assignment from Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.  
Our Ref. No.: 6170.271

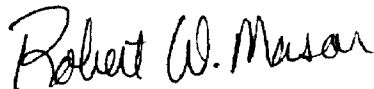
Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Recordation Form Cover Sheet and attachments (3 sheets);
2. Assignment (5 sheets);
3. Check in the amount of \$590.00; and
4. Acknowledgment Post Card.

The Commissioner is hereby authorized to charge any deficiency in fees or credit any overpayment to Deposit Account No. 03-3483.

Respectfully submitted,

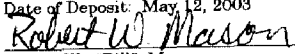


Robert W. "Bill" Mason  
Reg. No. 42,848



RWM/klb/enclosures

cc: Mr. Alan Wiley (w/encl.)

ic: Mr. J. Daniel Harkins [Firm] (w/o encl.)  
Ms. Pamela B. Huff [Firm] (w/o encl.)

Certificate of Mailing
I hereby certify that this paper and/or fee and all documents indicated as being attached are being deposited with the United States Postal Service on the date indicated below with sufficient postage as first class mail in an envelope addressed to the Commissioner of Patents & Trademarks Washington DC 20231.
Date of Deposit: May 12, 2003
 Robert W. "Bill" Mason

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