

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TD Bank, N.A.		03/04/2011	National Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OptiCare Eye Health Centers, Inc.		
<b>Street Address:</b>	87 Grandview Avenue		
<b>City:</b>	Waterbury		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06708		
<b>Entity Type:</b>	CORPORATION: CONNECTICUT		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1517614	EYE CARE FOR A LIFETIME	
<b>Registration Number:</b>	1551402	EYEWEAR AND EYE CARE FOR A LIFETIME	
<b>Registration Number:</b>	2528380	LOSE THE GLASSES, KEEP THE VISION	
<b>Registration Number:</b>	2702927	THE VISION OF HEALTH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)610-6200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-610-6100		
<b>Email:</b>	boxip@hoganlovells.com		
<b>Correspondent Name:</b>	Valerie Brennan, Hogan Lovells US LLP		
<b>Address Line 1:</b>	7930 Jones Branch Drive, 9th Floor		
<b>Address Line 2:</b>	Box Intellectual Property		
<b>Address Line 4:</b>	McLean, VIRGINIA 22102		
<b>ATTORNEY DOCKET NUMBER:</b>	28293.24		

CH \$115.00 1517614

**900187334**

**TRADEMARK  
 REEL: 004504 FRAME: 0233**

NAME OF SUBMITTER:	Valerie Brennan
Signature:	/vb/
Date:	03/24/2011
<b>Total Attachments: 3</b> source=Opticare Eye Health Centers Release of Security Int #page1.tif source=Opticare Eye Health Centers Release of Security Int #page2.tif source=Opticare Eye Health Centers Release of Security Int #page3.tif	

IN THE UNITED STATES  
PATENT AND TRADEMARK OFFICE

RELEASE OF SECURITY INTEREST

WHEREAS, OptiCare Eye Health Centers, Inc., a Connecticut Corporation, with offices at 87 Grandview Avenue, Waterbury, CT 06708 on September 9, 2009 granted a security interest in the federal trademark registrations shown on the attached Schedule A (collectively the "Marks") to TD Bank, N.A., which security agreement was recorded with the United States Patent and Trademark Office at Reel/Frame number 004060/0258 on September 11, 2009.

WHEREAS, TD Bank, N.A., a United States National Association, with offices at 1701 Route 10 East, Cherry Hill, New Jersey 08034 (the "Assignor") desires to release its rights as a mortgagee, pledgee, and secured party in connection with the Marks under the aforementioned security agreement, and OptiCare Eye Health Centers, Inc. (the "Assignee") desires to accept the release of the security interest and lien on the Marks.

NOW THEREFORE, for good and valuable consideration paid by Assignee, receipt of which is hereby acknowledged, Assignor hereby releases the mortgage, pledge, and security interest in and to the Marks, releases all other rights it may have under said security agreement with respect to the Marks, and cancels such agreement with respect to the Marks, effective as of the date written below.

IN WITNESS WHEREOF, the Assignor has caused this Release to be duly executed.

Date: March 4, 2011

TD Bank, N.A.

By: 

Name: Richard A. Zimmerman

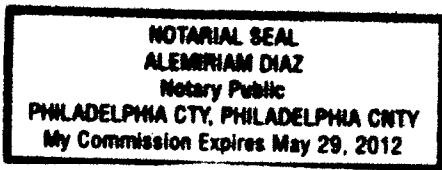
Title: Vice President

ACKNOWLEDGMENT

STATE OF Pa. )  
 )  
COUNTY OF \_\_\_\_\_ ) ss

On this 4 day of March, 2011 before me personally appeared \_\_\_\_\_, to me personally known, who, being duly sworn, did say that he/she is the \_\_\_\_\_ of TD Bank, N.A. (the "Assignor") and that he/she duly executed the foregoing instrument for and on behalf of Assignor being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of Assignor.

Alejandro Diaz  
Notary Public  
My commission expires:



SCHEDULE A  
U.S. MARKS

OPTICARE EYE HEALTH CENTERS, INC.

<b>Trademark</b>	<b>Serial No. Registration. No.</b>	<b>Status Status Date</b>	<b>Owner</b>
EYE CARE FOR A LIFETIME	SN:73-716458 RN:1,517,614	Renewed December 20, 2008	Opticare Eye Health Centers, Inc. (Connecticut Corp.)
EYEWEAR AND EYE CARE FOR A LIFETIME	SN:73-740996 RN:1,551,402	Renewed August 8, 2009	Opticare Eye Health Centers, Inc. (Connecticut Corp.)
LOSE THE GLASSES, KEEP THE VISION	SN:75-903502 RN:2,528,380	Registered 8 & 15 January 14, 2008	Opticare Eye Health Centers, Inc. (Connecticut Corp.)
THE VISION OF HEALTH	SN:76-007480 RN:2,702,927	Registered 8 & 15 April 1, 2009	Opticare Eye Health Centers, Inc. (Connecticut Corp.)