

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.107/25/2011
900197862

| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
|-----------------------------------|-------------------|----------------|----------------------------|
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| HVHC Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Davis Vision, Inc. | | 06/24/2011 | CORPORATION: NEW YORK |
| Davisvision IPA, Inc. | | 06/24/2011 | CORPORATION: NEW YORK |
| Empire Vision Center, Inc. | | 06/24/2011 | CORPORATION: NEW YORK |
| DVSC, inc. | | 06/24/2011 | CORPORATION: PENNSYLVANIA |
| Viva Optique, Inc. | | 06/24/2011 | CORPORATION: NEW JERSEY |
| Viva IP Corp. | | 06/24/2011 | CORPORATION: NEW JERSEY |
| VIVA INTERNATIONAL, INC. | | 06/24/2011 | CORPORATION: NEW JERSEY |
| VIVA EUROPA, INC. | | 06/24/2011 | CORPORATION: NEW JERSEY |
| MIRACLE OPTICS | | 06/24/2011 | CORPORATION: CALIFORNIA |
| ECCA HOLDINGS CORPORATION | | 06/24/2011 | CORPORATION: DELAWARE |
| Eye Care Centers of America, Inc. | | 06/24/2011 | CORPORATION: TEXAS |
| EyeMasters, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA Enterprises, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Eye Care Holdings, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA MANAGED VISION CARE, INC. | | 06/24/2011 | CORPORATION: TEXAS |
| Stein Optical, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Eye Drx Retail Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Vision World, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| HOUR EYES, INC. | | 06/24/2011 | CORPORATION: MARYLAND |
| Visionary Retail Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Visionary Properties, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Visionworks Holdings, Inc. | | 06/24/2011 | CORPORATION: FLORIDA |
| Visionworks, Inc. | | 06/24/2011 | CORPORATION: FLORIDA |
| ECCA Management Investments, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA Management Services, Ltd. | | 06/24/2011 | LIMITED PARTNERSHIP: TEXAS |
| EyeMasters of Texas Investments. | | | |

CH \$2390.00 3135232

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

| | | | |
|--------------------------------------|--|------------|----------------------------|
| Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| EyeMasters of Texas Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| EyeMasters of Texas, Ltd. | | 06/24/2011 | LIMITED PARTNERSHIP: TEXAS |
| ECCA Distribution Investments, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA Distribution Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| ECCA Distribution Services, Ltd. | | 06/24/2011 | LIMITED PARTNERSHIP: TEXAS |
| Visionary Lab Investments, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Visionary Lab Management, Inc. | | 06/24/2011 | CORPORATION: DELAWARE |
| Visionary Lab Services, Ltd. | | 06/24/2011 | LIMITED PARTNERSHIP: TEXAS |

RECEIVING PARTY DATA

| | |
|-------------------|----------------------------------|
| Name: | PNC Bank, National Association |
| Street Address: | One PNC Plaza |
| Internal Address: | 249 Fifth Avenue |
| City: | Pittsburgh |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 15222 |
| Entity Type: | UNINC. ASSOCIATION: PENNSYLVANIA |

PROPERTY NUMBERS Total: 95

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 3135232 | CAMBRIDGE EYE DOCTORS |
| Registration Number: | 3289247 | CLAIMS PAID IN THE USA |
| Registration Number: | 3805215 | COMPUVISION |
| Registration Number: | 3741531 | COMPUVISION II |
| Registration Number: | 2410099 | DAVISVISION |
| Registration Number: | 3776058 | DAVISVISION SEE LIFE |
| Registration Number: | 3478148 | DAVISVISION THE EYECARE ADVANTAGE |
| Registration Number: | 3877673 | DAVISVISION'S EYE HEALTH & WELLNESS PROGRAM |
| Registration Number: | 1867340 | EMPIRE VISION CENTERS |
| Registration Number: | 3502487 | ENSURING AMERICA'S VISION |
| Registration Number: | 3831802 | FOCUS ON AMERICA |
| Registration Number: | 3894924 | SIGHT FROM AMERICA |
| Registration Number: | 2744884 | SUPERPAGE |
| Registration Number: | 2609502 | THE EXCEL ADVANTAGE |

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| | | |
|----------------------|---------|-------------------------------------|
| Registration Number: | 2612181 | THE EYECARE ADVANTAGE |
| Registration Number: | 3248152 | THE EYECARE ADVANTAGE |
| Registration Number: | 3269194 | VALUE ADVANTAGE PROGRAM |
| Registration Number: | 3762839 | ALBERTO ROMANI |
| Registration Number: | 3020260 | AZTEC COLLECTION |
| Registration Number: | 2484895 | BINYON'S |
| Registration Number: | 2074262 | BLUE MOON |
| Registration Number: | 2199419 | BOARDROOM CLASSICS |
| Registration Number: | 2158626 | CHELSEA MORGAN |
| Registration Number: | 3235280 | CONTACTS MADE EASY |
| Registration Number: | 2539553 | DOCTOR'S VALU VISION |
| Registration Number: | 2066189 | DOCTOR'S VALU VISION |
| Registration Number: | 2958895 | DOCTOR'S VISIONWORKS |
| Registration Number: | 3809599 | DR. BIZER'S VALUVISION OPTOMETRISTS |
| Registration Number: | 2773767 | ECCA MANAGED VISION CARE |
| Registration Number: | 3091552 | EV |
| Registration Number: | 3495160 | EVSD |
| Registration Number: | 3658018 | EVSD SUN DEFENSE |
| Registration Number: | 3657282 | EYE CARE CENTERS OF AMERICA, INC. |
| Registration Number: | 2544240 | EYE DRX |
| Registration Number: | 1279287 | EYE MASTERS |
| Registration Number: | 1660196 | EYEMASTERS |
| Registration Number: | 3546626 | EYEMASTERS WHY PAY MORE |
| Registration Number: | 1661198 | HOUR EYES |
| Registration Number: | 1661199 | HOUR EYES |
| Registration Number: | 2522006 | MASTER EYE ASSOCIATES |
| Registration Number: | 1655091 | |
| Registration Number: | 2983305 | PROVSPORT |
| 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: | 2002143 | SLIMLITE |

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| | | |
|----------------------|---------|--------------------------------------|
| | 2061919 | SOUTH HAMPTON |
| Registration Number: | 2623042 | SOUTH HAMPTON |
| Registration Number: | 2472187 | SPLENDOR |
| Registration Number: | 2453255 | STEIN OPTICAL |
| Registration Number: | 3761089 | TECHNOLITE |
| Registration Number: | 3761264 | TWENTY TWENTY + |
| Registration Number: | 1339695 | VISIONWORKS |
| Registration Number: | 3718595 | VISIONWORLD |
| Registration Number: | 3393204 | CLEARSHIELD |
| Registration Number: | 1496303 | EMPIRE VISION |
| Registration Number: | 2984646 | EMPIRE VISION CENTERS FOCUSED ON YOU |
| Registration Number: | 3876960 | LENS123 |
| Registration Number: | 2514691 | PINNACLE |
| Registration Number: | 3238991 | SIGHTCARE |
| Registration Number: | 3724952 | MAGIC CLIP |
| Registration Number: | 3237957 | MAGIC TWIST |
| Registration Number: | 3146965 | MAGIC TWIST |
| Registration Number: | 3410745 | CAYLA & CO |
| Registration Number: | 3374247 | CLIP 1 ON |
| Registration Number: | 3410739 | DO YOU HAVE A SCREW LOOSE AGAIN? |
| Registration Number: | 3486378 | GAME POINT |
| Registration Number: | 3374234 | HAVANA COLLECTION |
| Registration Number: | 3030010 | MAGNETIX |
| Registration Number: | 3280384 | |
| Registration Number: | 1734451 | SAVVY |
| Registration Number: | 1522493 | SAVVY EYES |
| Registration Number: | 3374232 | TUCKER EST. 1952 |
| Registration Number: | 3386785 | VERONICA TAYLOR |
| Registration Number: | 3403457 | VISION LOCK |
| Registration Number: | 1741022 | VIVA |
| Registration Number: | 1189827 | VIVA |
| Registration Number: | 3353916 | V-LOCK |
| Registration Number: | 42244 | |
| Registration Number: | 15891 | |
| Registration Number: | 43992 | |

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| | 7820 | |
| Registration Number: | 68879 | |
| Serial Number: | 85126591 | IDEALCHOICE |
| Serial Number: | 85132082 | IDEALCHOICE |
| Serial Number: | 85209307 | LASER VISION |
| Serial Number: | 85319335 | SIGHT FROM AMERICA |
| Serial Number: | 85312244 | SIGHT FROM AMERICA DAVISVISION SEE LIFE |
| Serial Number: | 85303796 | AZTEC |
| Serial Number: | 85311842 | LOOKS THAT WORK |
| Serial Number: | 77916187 | MYFOCAL |
| Serial Number: | 85329822 | QUÉ BIEN SE VE |

CORRESPONDENCE DATA

Fax Number: (412)394-2555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412-394-7711
 Email: traip@thorpreed.com
 Correspondent Name: Thorp Reed & Armstrong, LLP
 Address Line 1: One Oxford Centre
 Address Line 2: 301 Grant Street, 14th Floor
 Address Line 4: Pittsburgh, PENNSYLVANIA 15219-1425

| | |
|--------------------|---------------------|
| NAME OF SUBMITTER: | Paul D. Bangor, Jr. |
|--------------------|---------------------|

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|------------|-----------------------|
| Signature: | /Paul D. Bangor, Jr./ |
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| | |
|-------|------------|
| Date: | 07/25/2011 |
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Total Attachments: 57

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TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

**FIRST AMENDED AND RESTATED NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS**

THIS FIRST AMENDED AND RESTATED NOTICE OF SECURITY INTEREST – U.S. TRADEMARKS (this "Notice of Security Interest") is made by the Grantors (as defined below) as of the 24th day of June, 2011.

WHEREAS, HVHC Inc., a Delaware corporation (the "Borrower"), Davis Vision, Inc., a New York corporation ("Davis Vision"), Davisvision IPA, Inc., a New York corporation ("Davisvision IPA"), Empire Vision Center, Inc., a New York corporation ("Empire Vision"), DVSC, Inc., a Pennsylvania corporation ("DVSC"), Viva Optique, Inc., a New Jersey corporation ("Viva Optique"), Viva IP Corp., a New Jersey corporation ("Viva IP"), VIVA INTERNATIONAL, INC., a New Jersey corporation ("Viva International"), VIVA EUROPA, INC., a New Jersey corporation ("Viva Europa"), MIRACLE OPTICS, a California corporation ("Miracle Optics"), ECCA HOLDINGS CORPORATION, a Delaware corporation ("ECCA Holdings"), Eye Care Centers of America, Inc., a Texas corporation ("Eye Care Centers"), EyeMasters, Inc., a Delaware corporation ("EyeMasters"), ECCA Enterprises, Inc., a Delaware corporation ("ECCA Enterprises"), Eye Care Holdings, Inc., a Delaware corporation ("Eye Care Holdings"), ECCA MANAGED VISION CARE, INC., a Texas corporation ("ECCA Managed Vision"), Stein Optical, Inc., a Delaware corporation ("Stein Optical"), Eye Drx Retail Management, Inc., a Delaware corporation ("Eye Drx"), Vision World, Inc., a Delaware corporation ("Vision World"), HOUR EYES, INC., a Maryland corporation ("Hour Eyes"), Visionary Retail Management, Inc., a Delaware corporation ("Visionary Retail"), Visionary Properties, Inc., a Delaware corporation ("Visionary Properties"), Visionworks Holdings, Inc., a Florida corporation ("Visionworks Holdings"), Visionworks, Inc., a Florida corporation ("Visionworks"), ECCA Management Investments, Inc., a Delaware corporation ("ECCA Management Investments"), ECCA Management, Inc., a Delaware corporation ("ECCA Management"), ECCA Management Services, Ltd., a Texas limited partnership ("ECCA Management Services"), EyeMasters of Texas Investments, Inc., a Delaware corporation ("EyeMasters of Texas Investments"), EyeMasters of Texas Management, Inc., a Delaware corporation ("EyeMasters of Texas Management"), EyeMasters of Texas, Ltd., a Texas limited partnership ("EyeMasters of Texas"), ECCA Distribution Investments, Inc., a Delaware corporation ("ECCA Distribution Investments"), ECCA Distribution Management, Inc., a Delaware corporation ("ECCA Distribution Management"), ECCA Distribution Services, Ltd., a Texas limited partnership ("ECCA Distribution Services"), Visionary Lab Investments, Inc., a Delaware corporation ("Visionary Lab Investments"), Visionary Lab Management, Inc., a Delaware corporation ("Visionary Lab Management"), and Visionary Lab Services, Ltd., a Texas limited partnership ("Visionary Lab Services") (the Borrower, Davis Vision, Davisvision IPA, Empire Vision, DVSC, Viva Optique, Viva IP, Viva International, Viva Europa, Miracle Optics, ECCA Holdings, Eye Care Centers, EyeMasters, ECCA Enterprises, Eye Care Holdings, ECCA Managed Vision, Stein Optical, Eye Drx, Vision World, Hour Eyes, Visionary Retail, Visionary Properties, Visionworks Holdings, Visionworks, ECCA Management Investments, ECCA Management, ECCA Management Services, EyeMasters of Texas Investments, EyeMasters of Texas Management, EyeMasters of Texas, ECCA Distribution Investments, ECCA Distribution Management, ECCA Distribution Services, Visionary Lab Investments, Visionary Lab Management and Visionary Lab Services are each, a "Grantor" and collectively, the "Grantors"),

(01242907)

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

have adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain First Amended and Restated Credit Agreement, dated as of June 24, 2011 (as may be further amended, modified, supplemented or restated from time to time, the "Credit Agreement"), by and among the Borrower, the Guarantors party thereto, the Lenders party thereto and PNC Bank, National Association, as administrative agent for the Lenders (in such capacity, the "Administrative Agent"), the Grantors have entered into that certain First Amended and Restated Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Administrative Agent;

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantors in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain Patent, Trademark and Copyright Security Agreement dated December 31, 2009 entered into by the Grantors in favor of the Administrative Agent (the "Prior Security Agreement"), which is amended and restated by the Security Agreement, the Grantors granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantors in and to, among other things, the Trademark Collateral, and, in connection with the Prior Security Agreement, the Grantors executed and delivered to the Administrative Agent that certain Notice of Security Interest — U.S. Trademarks dated as of December 31, 2009, and recorded in the United States Patent and Trademark Office at Reel/Frame: 004151/0124 on February 17, 2010 (the "Prior Notice of Security Interest"). This Notice of Security Interest amends and restates the Prior Notice of Security Interest in its entirety and is not a novation thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantors do hereby confirm their grant to the Administrative Agent (for itself and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent (for itself and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

The Agent's address is One PNC Plaza, 249 Fifth Avenue, Pittsburgh, Pennsylvania 15222.

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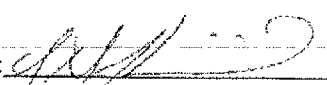
TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the day and year first above written, with the intention that it constitute a document under seal.

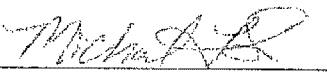
GRANTORS:

WITNESS: HVHC Inc., a Delaware corporation



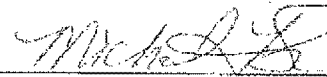
By:  (SEAL)
Name: Michael J. Kincaid
Title: Executive Vice President, Chief Financial Officer and Treasurer


WITNESS: Davis Vision, Inc., a New York corporation



By:  (SEAL)
Name: Michael J. Kincaid
Title: Treasurer

WITNESS: Davisvision IPA, Inc., a New York corporation



By:  (SEAL)
Name: Michael J. Kincaid
Title: Treasurer

WITNESS: Empire Vision Center, Inc., a New York corporation

By: _____ (SEAL)
Name: Joseph Siniscalchi
Title: Treasurer

WITNESS: DVSC, Inc., a Pennsylvania corporation

By: _____ (SEAL)
Name: Joseph Siniscalchi
Title: Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the day and year first above written, with the intention that it constitute a document under seal.

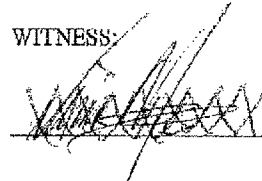
GRANTORS:

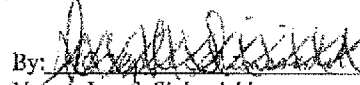
WITNESS: HVIC Inc., a Delaware corporation

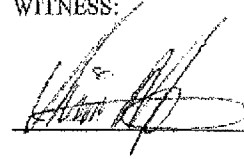
By: _____ (SEAL)
Name: Michael J. Kincaid
Title: Executive Vice President, Chief Financial Officer and Treasurer


WITNESS: Davis Vision, Inc., a New York corporation

By: _____ (SEAL)
Name: Michael J. Kincaid
Title: Treasurer

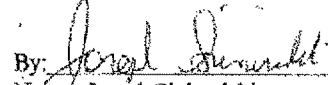
WITNESS:  Davisvision IPA, Inc., a New York corporation

By:  (SEAL)
Name: Joseph Siniscalchi
Title: Treasurer

WITNESS:  Empire Vision Center, Inc., a New York corporation

By:  (SEAL)
Name: Joseph Siniscalchi
Title: Treasurer

WITNESS:  DVSC, Inc., a Pennsylvania corporation

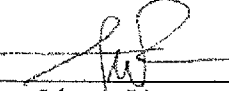
By:  (SEAL)
Name: Joseph Siniscalchi
Title: Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

Viva Optique, Inc., a New Jersey corporation

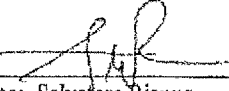
Chris H. Tull

By:  (SEAL)
Name: Salvatore Rianna
Title: CFO, CAO and Assistant Treasurer

WITNESS:

Viva IP Corp., a New Jersey corporation


Chris H. Tull

By:  (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS:

VIVA INTERNATIONAL, INC., a New Jersey corporation

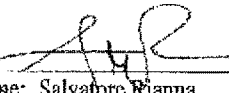
Chris H. Tull

By:  (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS:

VIVA EUROPA, INC., a New Jersey corporation

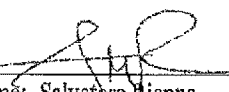
Chris H. Tull

By:  (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS:

MIRACLE OPTICS, a California corporation

Chris H. Tull

By:  (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS:

ECCA HOLDINGS CORPORATION, a Delaware corporation

By: _____ (SEAL)
Name: Jennifer L. Taylor
Title: Assistant Secretary and Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS: Viva Optique, Inc., a New Jersey corporation

By: _____ (SEAL)
Name: Salvatore Rianna
Title: CFO, CAO and Assistant Treasurer

WITNESS: Viva IP Corp., a New Jersey corporation

By: _____ (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS: VIVA INTERNATIONAL, INC., a New Jersey corporation

By: _____ (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS: VIVA EUROPA, INC., a New Jersey corporation

By: _____ (SEAL)
Name: Salvatore Rianna
Title: Treasurer

WITNESS: MIRACLE OPTICS, a California corporation

By: _____ (SEAL)
Name: Salvatore Rianna
Title: Treasurer

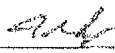
WITNESS: ECCA HOLDINGS CORPORATION, a Delaware corporation

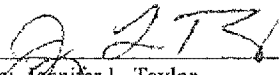
By:  _____ (SEAL)
Name: Jennifer L. Taylor
Title: Assistant Secretary and Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

Eye Care Centers of America, Inc., a Texas corporation

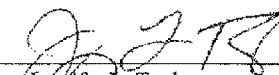


By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

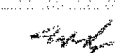
EyeMasters, Inc., a Delaware corporation

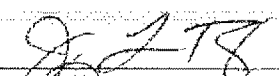


By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:


ECCA Enterprises, Inc., a Delaware corporation

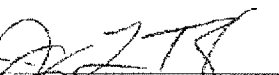


By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

Eye Care Holdings, Inc., a Delaware corporation

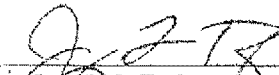


By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

ECCA MANAGED VISION CARE, INC., a Texas corporation



By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS: ECCA Management Services, Ltd., a Texas limited partnership

By: ECCA Management, Inc., its general partner

[Handwritten signature]

By: *[Handwritten signature]* (SEAL)

Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS: EyeMasters of Texas Investments, Inc., a Delaware corporation

[Handwritten signature]

By: *[Handwritten signature]* (SEAL)

Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS: EyeMasters of Texas Management, Inc., a Delaware corporation

[Handwritten signature]

By: *[Handwritten signature]* (SEAL)

Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS: EyeMasters of Texas, Ltd., a Texas limited partnership

By: EyeMasters of Texas Management, Inc., its general partner

[Handwritten signature]

By: *[Handwritten signature]* (SEAL)

Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

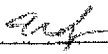
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8/16/2011 1:22:38 PM PAGE 21/065 Fax Server

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

WITNESS:

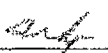
Visionary Lab Management, Inc., a Delaware corporation




By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

WITNESS:

Visionary Lab Services, Ltd., a Texas limited partnership



By: Visionary Lab Management, Inc.,
its general partner

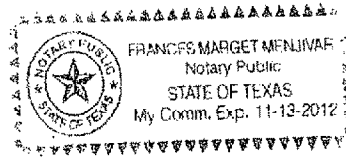
By:  (SEAL)
Name: Jennifer L. Taylor
Title: Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF MEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Executive Vice President, Chief Financial Officer and Treasurer of HVHC Inc., a Delaware corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Francis Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF PRELAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Treasurer of Davis Vision, Inc., a New York corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

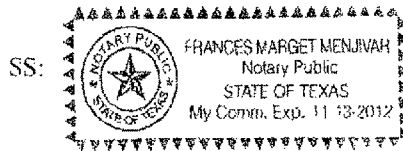
Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

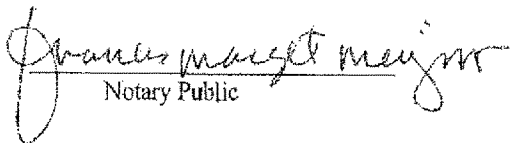
ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF BEXAR)



On this, the 24 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Michael J. Kincaid, who acknowledged himself to be the Treasurer of Davisvision IPA, Inc., a New York corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of New York)
)
COUNTY OF NASSAU)

SS:

On this, the 22nd day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Joseph Siniscalchi, who acknowledged himself to be the Treasurer of Empire Vision Center, Inc., a New York corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lauren Godoy
Notary Public, State of New York
No. 01GO6214131
Qualified in Nassau County
Commission Expires Nov. 30, 2013

Lauren Godoy
Notary Public

My Commission Expires: November 30, 2013

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of New York)
)
COUNTY OF Nassau) SS:

On this, the 29th day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Joseph Siniscalchi, who acknowledged himself to be the Treasurer of DVSC, Inc., a Pennsylvania corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lauren Godoy
Notary Public, State of New York
No. 01G06214131
Qualified in Nassau County
Commission Expires Nov. 30, 2013

Lauren Godoy
Notary Public

My Commission Expires: November 30, 2013

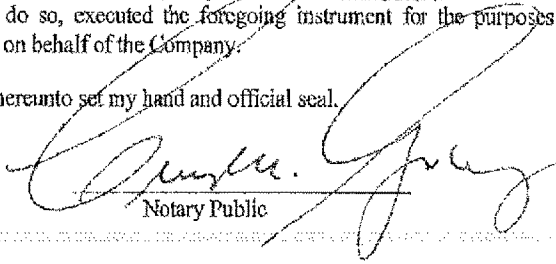
TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of NEW Jersey)
)
COUNTY OF SOMERSET) SS:

On this, the 22nd day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the CFO, CAO and Assistant Treasurer of Viva Optique, Inc., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

CHEYL M. GROBELNY
NOTARY PUBLIC
NEW JERSEY
COMMISSION EXPIRES 02/08/2012

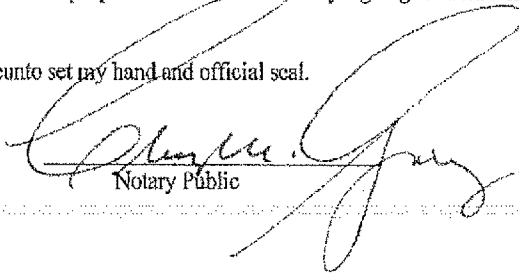
TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of NEW JERSEY)
) SS:
COUNTY OF SOMERSET)

On this, the 14th day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of Viva IP Corp., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

CHERYL M. GROBELNY
NOTARY PUBLIC
NEW JERSEY
COMMISSION EXPIRES 02/08/2012

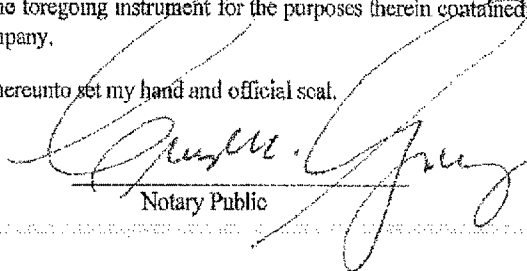
TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of NEW JERSEY)
) SS:
COUNTY OF SOMERSET)

On this, the 27th day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of VIVA INTERNATIONAL, INC., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My Commission Expires:

CHERYL M. GROBELNY
NOTARY PUBLIC
NEW JERSEY
COMMISSION EXPIRES 02/08/2012

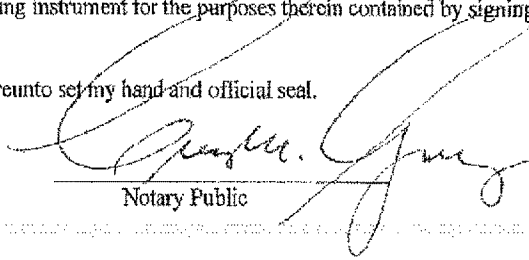
TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of NEW JERSEY)
COUNTY OF SOMERSET) SS:

On this, the 22nd day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of VIVA EUROPA, INC., a New Jersey corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

CHERYL M. GHORZELNY
NOTARY PUBLIC
NEW JERSEY
COMMISSION EXPIRES 02/03/2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

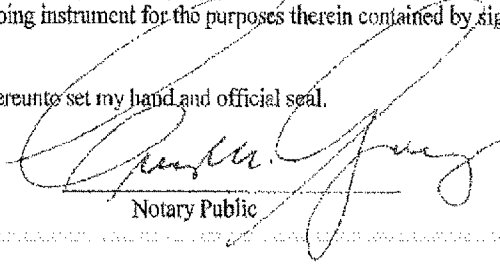
ACKNOWLEDGMENT

STATE/Commonwealth of NEW JERSEY)
)
COUNTY OF SOMERSET)

SS:

On this, the 2nd day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Salvatore Rianna, who acknowledged himself to be the Treasurer of MIRACLE OPTICS, a California corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

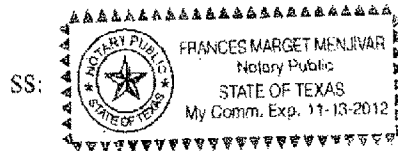
My Commission Expires:

CHERYL M. GROBELNY
NOTARY PUBLIC
NEW JERSEY
COMMISSION EXPIRES 02/08/2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

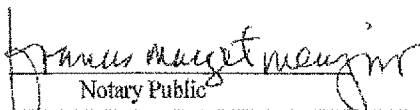
ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Assistant Secretary and Treasurer of ECCA HOLDINGS CORPORATION, a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

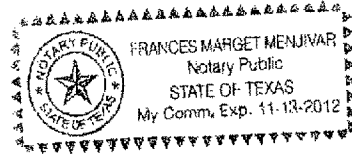
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF DALLAS)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Eye Care Centers of America, Inc., a Texas corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

frances marget menjivar
Notary Public

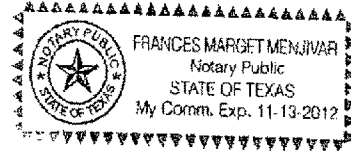
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/COMMONWEALTH OF TEXAS)
)
COUNTY OF BEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Margot Menjivar

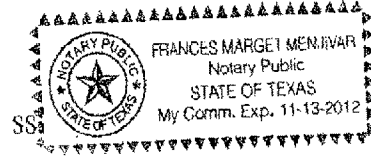
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF DEXAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Enterprises, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

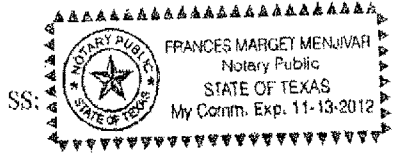
Frances Marget Menivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF DALLAS)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Eye Care Holdings, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

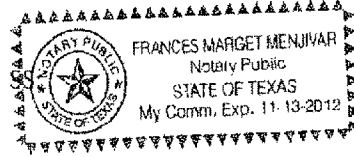
frances marget menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAL)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA MANAGED VISION CARE, INC., a Texas corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

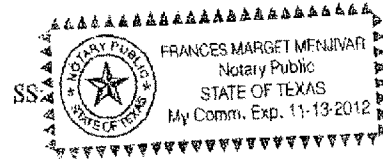
Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MOXAL)



On this, the 12 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Stein Optical, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

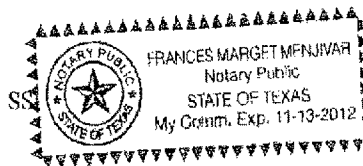
Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF HOUSTON)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Eye Drix Retail Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Mfujivar
Notary Public

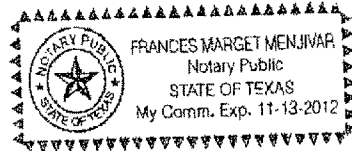
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Vision World, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

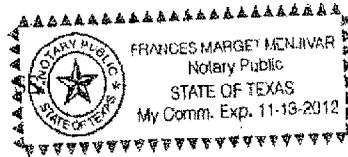
Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF DEXAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of HOUR EYES, INC., a Maryland corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

frances margot menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF WEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Retail Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menjivar

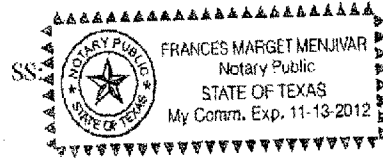
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Properties, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

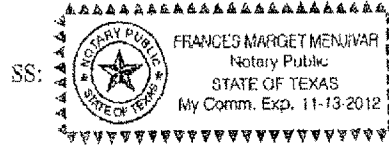
Frances Marget Menujar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF TEXAS)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionworks Holdings, Inc., a Florida corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menjivar
Notary Public

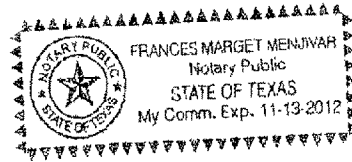
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionworks, Inc., a Florida corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menivar
Notary Public

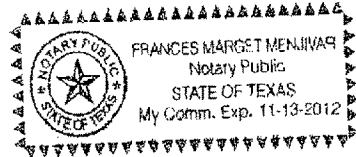
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF TARRANT)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Management Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

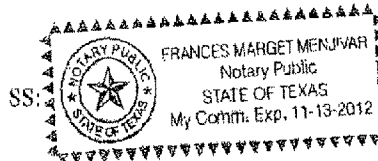
frances margot menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAL)



On this, the 12 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

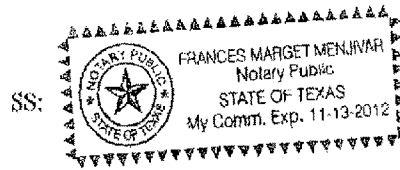
francesmargt menujar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF BEXAR)



SS:

On this, the 12 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of ECCA Management Services, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menzies
Notary Public

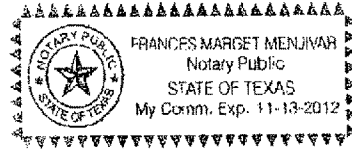
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAL)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menjivar
Notary Public

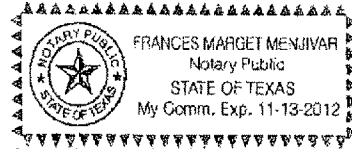
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF WEBSTER)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

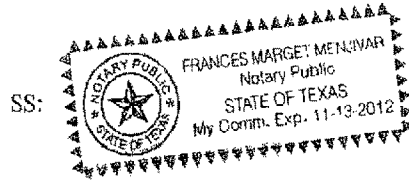
Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF BEXAR)



SS:

On this, the 14 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of EyeMasters of Texas Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of EyeMasters of Texas, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

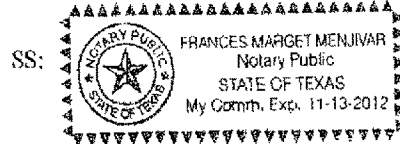
Frances Marget Menivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

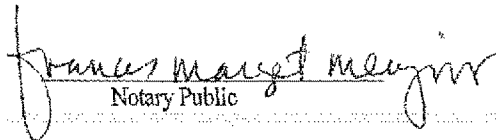
ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF MEXAR)



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

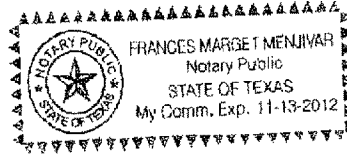
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menjivar
Notary Public

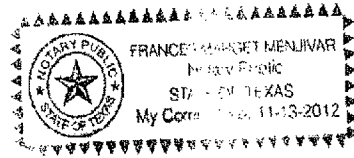
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF MEXIA)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of ECCA Distribution Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of ECCA Distribution Services, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

frances margot menjivar
Notary Public

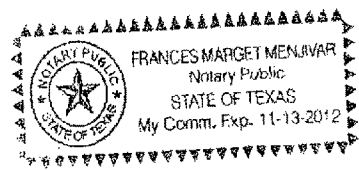
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF BEXAR)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Investments, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

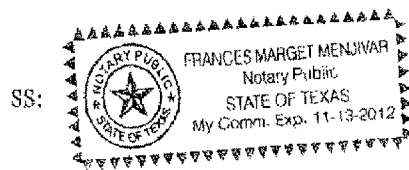
Frances Marget Menivar
Notary Public

My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
COUNTY OF PREXAR)



SS:

On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Management, Inc., a Delaware corporation (the "Company"), and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Frances Marget Menjivar
Notary Public

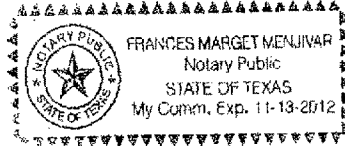
My Commission Expires: 11-13-2012

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

ACKNOWLEDGMENT

STATE/Commonwealth of TEXAS)
)
COUNTY OF Texas)

SS:



On this, the 22 day of June, 2011, before me, a Notary Public, the undersigned officer, personally appeared Jennifer L. Taylor, who acknowledged herself to be the Executive Vice President, Chief Financial Officer, Assistant Secretary and Treasurer of Visionary Lab Management, Inc., a Delaware corporation (the "General Partner"), which is the general partner of Visionary Lab Services, Ltd., a Texas limited partnership (the "Partnership"), and that she, as such officer of the General Partner, executed the foregoing instrument for the purposes therein contained by signing her name on behalf of the General Partner in its capacity as the general partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.




Frances Marget Menjivar
Notary Public

My Commission Expires: 11-13-2012




TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

Schedule ATRADEMARKS




U.S. Trademark Registrations

| OWNER | TRADEMARK | REG. DATE | REG. NO. |
|--------------------|---|--------------------|-----------|
| Davis Vision, Inc. | CAMBRIDGE EYE DOCTORS | August 29, 2006 | 3,135,232 |
| Davis Vision, Inc. | Claims paid in the USA | September 4, 2007 | 3,289,247 |
| Davis Vision, Inc. | COMPUVISION | June 22, 2010 | 3,805,215 |
| Davis Vision, Inc. | COMPUVISION II | January 26, 2010 | 3,741,531 |
| Davis Vision, Inc. | DAVISVISION and Design  | December 5, 2000 | 2,410,099 |
| Davis Vision, Inc. | DAVISVISION SEE LIFE and Design  | April 13, 2010 | 3,776,058 |
| Davis Vision, Inc. | DAVISVISION THE EYECARE ADVANTAGE and Design  | July 29, 2008 | 3,478,148 |
| Davis Vision, Inc. | DAVISVISION'S EYE HEALTH & WELLNESS PROGRAM | November 16, 2010 | 3,877,673 |
| Davis Vision, Inc. | EMPIRE VISION CENTERS | December 13, 1994 | 1,867,340 |
| Davis Vision, Inc. | ENSURING AMERICA'S VISION | September 16, 2008 | 3,502,487 |
| Davis Vision, Inc. | FOCUS ON AMERICA | August 10, 2010 | 3,831,802 |
| Davis Vision, Inc. | SIGHT FROM AMERICA | December 21, 2010 | 3,894,924 |
| Davis Vision, Inc. | SUPERPAGE | July 29, 2003 | 2,744,884 |
| Davis Vision, Inc. | THE EXCEL ADVANTAGE | August 20, 2002 | 2,609,502 |
| Davis Vision, Inc. | THE EYECARE ADVANTAGE | August 27, 2002 | 2,612,181 |
| Davis Vision, Inc. | THE EYECARE ADVANTAGE | May 29, 2007 | 3,248,152 |
| Davis Vision, Inc. | VALUE ADVANTAGE PROGRAM | July 24, 2007 | 3,269,194 |
| | | | |




TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

| OWNER | TRADEMARK | REG. DATE | REG. NO. |
|------------------------|---|-------------------|-----------|
| ECCA Enterprises, Inc. | ALBERTO ROMANI | March 23, 2010 | 3,762,839 |
| ECCA Enterprises, Inc. | AZTEC COLLECTION | November 29, 2005 | 3,020,260 |
| ECCA Enterprises, Inc. | BINYON'S | September 4, 2001 | 2,484,895 |
| ECCA Enterprises, Inc. | BLUE MOON | June 24, 1997 | 2,074,262 |
| ECCA Enterprises, Inc. | BOARDROOM CLASSICS | October 27, 1998 | 2,199,419 |
| ECCA Enterprises, Inc. | CHELSEA MORGAN | May 19, 1998 | 2,158,626 |
| ECCA Enterprises, Inc. | CONTACTS MADE EASY | April 24, 2007 | 3,235,280 |
| ECCA Enterprises, Inc. | DOCTOR'S VALU VISION | February 19, 2002 | 2,539,553 |
| ECCA Enterprises Inc. | DOCTOR'S VALU VISION and Design  | June 3, 1997 | 2,066,189 |
| ECCA Enterprises, Inc. | DOCTOR'S VISIONWORKS | May 31, 2005 | 2,956,895 |
| ECCA Enterprises, Inc. | DR. BIZER'S VALU VISION OPTOMETRISTS | June 29, 2010 | 3,809,599 |
| ECCA Enterprises, Inc. | ECCA MANAGED VISION CARE and Design  | October 14, 2003 | 2,773,767 |
| ECCA Enterprises, Inc. | EV | May 9, 2006 | 3,091,552 |
| ECCA Enterprises, Inc. | EVSD | September 2, 2008 | 3,495,160 |
| ECCA Enterprises, Inc. | EVSD SUN DEFENSE | July 21, 2009 | 3,658,018 |
| ECCA Enterprises, Inc. | EYE CARE CENTERS OF AMERICA, INC. | July 21, 2009 | 3,657,282 |
| ECCA Enterprises, Inc. | EYE DRX | March 5, 2002 | 2,544,240 |
| ECCA Enterprises, Inc. | EYE MASTERS | May 22, 1984 | 1,279,287 |
| ECCA Enterprises, Inc. | EYEMASTERS and Design  | October 8, 1991 | 1,660,196 |


TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

| OWNER | TRADEMARK | REG. DATE | REG. NO. |
|------------------------|--|--------------------|-----------|
| ECCA Enterprises, Inc. | EYEMASTERS WHY PAY MORE | December 16, 2008 | 3,546,626 |
| ECCA Enterprises, Inc. | HOUR EYES | October 15, 1991 | 1,661,198 |
| ECCA Enterprises, Inc. | HOUR EYES and Design HOUR EYES | October 15, 1991 | 1,661,199 |
| ECCA Enterprises, Inc. | MASTER EYE ASSOCIATES | December 25, 2001 | 2,522,006 |
| ECCA Enterprises, Inc. | Miscellaneous Design  | August 27, 1991 | 1,655,091 |
| ECCA Enterprises, Inc. | PROVSPORT | August 9, 2005 | 2,983,305 |
| ECCA Enterprises, Inc. | RAYZ | April 5, 2011 | 3,939,474 |
| ECCA Enterprises, Inc. | RAYZ and Design  | April 5, 2011 | 3,939,539 |
| ECCA Enterprises, Inc. | ROBERT MITCHEL | September 25, 2001 | 2,492,290 |
| ECCA Enterprises, Inc. | ROBERT MITCHEL EYEWEAR and Design  | July 14, 1998 | 2,173,639 |
| ECCA Enterprises, Inc. | SALSA | November 2, 2004 | 2,900,458 |
| ECCA Enterprises, Inc. | SEE BETTER LOOK BETTER | December 23, 1997 | 2,124,405 |
| ECCA Enterprises, Inc. | SLIMLITE | September 24, 1996 | 2,002,143 |
| ECCA Enterprises, Inc. | SOUTH HAMPTON | May 13, 1997 | 2,061,919 |
| ECCA Enterprises, Inc. | SOUTH HAMPTON | September 24, 2002 | 2,623,042 |
| ECCA Enterprises, Inc. | SPLENDOR | July 24, 2001 | 2,472,187 |
| ECCA Enterprises, Inc. | STEIN OPTICAL | May 22, 2001 | 2,453,255 |
| ECCA Enterprises, Inc. | TECHNOLITE | March 16, 2010 | 3,761,089 |

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

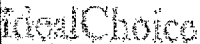
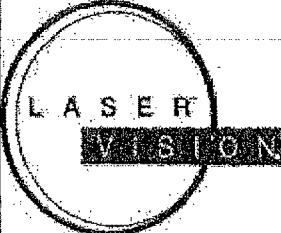
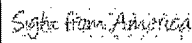

| OWNER | TRADEMARK | REG. DATE | REG. NO. |
|----------------------------|--|--------------------|-----------|
| ECCA Enterprises, Inc. | TWENTY TWENTY + and Design  Twenty Twenty+ | March 16, 2010 | 3,761,264 |
| ECCA Enterprises, Inc. | VISIONWORKS | June 4, 1985 | 1,339,695 |
| ECCA Enterprises, Inc. | VISIONWORLD | December 1, 2009 | 3,718,595 |
| Empire Vision Center, Inc. | CLEARSHIELD | March 4, 2008 | 3,393,204 |
| Empire Vision Center, Inc. | EMPIRE VISION | July 12, 1988 | 1,496,303 |
| Empire Vision Center, Inc. | EMPIRE VISION CENTERS FOCUSED ON YOU and Design  | August 16, 2005 | 2,984,646 |
| Empire Vision Center, Inc. | LENS123 | November 16, 2010 | 3,876,960 |
| Empire Vision Center, Inc. | PINNACLE | December 4, 2001 | 2,514,691 |
| Empire Vision Center, Inc. | SightCare | May 8, 2007 | 3,238,991 |
| Viva IP Corp. | MAGIC CLIP | December 15, 2009 | 3,724,952 |
| Viva IP Corp. | MAGIC TWIST | May 1, 2007 | 3,237,957 |
| Viva IP Corp. | MAGIC TWIST | September 19, 2006 | 3,146,965 |
| Viva Optique, Inc. | CAYLA & CO | April 8, 2008 | 3,410,745 |
| Viva Optique, Inc. | CLIP 1 ON | January 22, 2008 | 3,374,247 |
| Viva Optique, Inc. | DO YOU HAVE A SCREW LOOSE AGAIN? | April 8, 2008 | 3,410,739 |
| Viva Optique, Inc. | GAME POINT | August 12, 2008 | 3,486,378 |
| Viva Optique, Inc. | HAVANA COLLECTION | January 22, 2008 | 3,374,234 |
| Viva Optique, Inc. | MAGNETIX | December 13, 2005 | 3,030,010 |
| Viva Optique, Inc. | MISCELLANEOUS DESIGN  | August 14, 2007 | 3,280,384 |
| Viva Optique, Inc. | SAVVY | November 24, 1992 | 1,734,451 |
| Viva Optique, Inc. | SAVVY EYES | January 31, 1989 | 1,522,493 |
| Viva Optique, Inc. | TUCKER EST. 1952 | January 22, 2008 | 3,374,232 |
| Viva Optique, Inc. | VERONICA TAYLOR | February 19, 2008 | 3,386,785 |
| Viva Optique, Inc. | VISION LOCK | March 25, 2008 | 3,403,457 |
| Viva Optique, Inc. | VIVA | December 22, 1992 | 1,741,022 |

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

| OWNER | TRADEMARK | REG. DATE | REG. NO. |
|--------------------|--|-------------------|-----------|
| Viva Optique, Inc. | VIVA (Stylized)  | February 16, 1982 | 1,189,827 |
| Viva Optique, Inc. | V-LOCK | December 11, 2007 | 3,353,916 |








TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

U.S. Federal Trademark Applications

| OWNER | TRADEMARK | APP. DATE | APP. NO. |
|------------------------|---|--------------------|------------|
| Davis Vision, Inc. | IDEALCHOICE | September 10, 2010 | 85/126,591 |
| Davis Vision, Inc. | IDEALCHOICE and Design  | September 17, 2010 | 85/132,082 |
| Davis Vision, Inc. | LASER VISION and Design  | January 3, 2011 | 85/209,307 |
| Davis Vision, Inc. | SIGHT FROM AMERICA (Stylized)  | May 12, 2011 | 85/319,335 |
| Davis Vision, Inc. | SIGHT FROM AMERICA DAVISVISION SEE LIFE and Design  | May 4, 2011 | 85/312,244 |
| ECCA Enterprises, Inc. | AZTEC | April 25, 2011 | 85/303,796 |
| ECCA Enterprises, Inc. | LOOKS THAT WORK | May 4, 2011 | 85/311,842 |
| ECCA Enterprises, Inc. | MYFOCAL | January 20, 2010 | 77/916,187 |
| ECCA Enterprises, Inc. | QUE BIEN SE VE | May 25, 2011 | 85/329,822 |

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

U.S. State Trademark Registrations

| OWNER | TRADEMARK | STATE | REG. DATE | REG. NO. |
|-------------------------------|--|---------------|--------------------|------------|
| ECCA Enterprises, Inc. | VISION WORLD | Iowa | November 25, 1991 | 12214 |
| ECCA Enterprises, Inc. | DR. BIZER'S VISION WORLD and Design  | Kentucky | March 7, 2005 | 15,891 |
| ECCA Enterprises, Inc. | VISION WORLD | North Dakota | May 29, 2003 | 19,030,400 |
| ECCA Enterprises, Inc. | VISION WORLD (Stylized)  | South Dakota | September 10, 2009 | N/A |
| ECCA Enterprises, Inc. | VISION WORLD (Trade Name) | North Dakota | July 18, 1991 | 7107800 |
| ECCA Enterprises, Inc. | VISION WORLD & DESIGN  | North Dakota | November 26, 1991 | 7563900 |
| ECCA Enterprises, Inc. | VISION WORLD (Stylized)  | South Dakota | September 10, 2009 | N/A |
| ECCA Enterprises, Inc. | VISION WORLD & DESIGN  | South Dakota | November 26, 1991 | N/A |
| Empire Vision Center, Inc. | CAMBRIDGE EYE DOCTORS and Design  | Massachusetts | March 21, 1990 | 43,992 |
| Empire Vision Center, Inc. | SIGHTCARE | Vermont | February 23, 1998 | 7,820 |
| Empire Vision Center, Inc. | SIGHTCARE | Massachusetts | July 23, 2007 | 68,879 |
| Empire Vision Center, Inc. | SIGHTCARE (Stylized)  Rhode Island | Rhode Island | June 1, 1997 | 1,970,601 |

TO: THORP REED & ARMSTRONG, LLP COMPANY: ONE OXFORD CENTRE

| OWNER | TRADEMARK | STATE | REG. DATE | REG. NO. |
|-----------------------------------|----------------------------|-----------|-------------------|-----------|
| Eye Care Centers of America, Inc. | EYE MASTERS | Nebraska | May 10, 1992 | 1,186,015 |
| Eye Care Centers of America, Inc. | EYEMASTERS | Louisiana | February 17, 1992 | NA |
| Eye Care Centers of America, Inc. | EYEMASTERS (Trade Name) | Louisiana | February 17, 1992 | N/A |