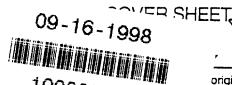
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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

	Tab settings □ □ I  U.S. Patent & TMOfc/TM Mail Ropt C	original documents or copy thereof	
00	To the Honor. 100	original documents or copy thereof.	
6	Name of conveying party(ies):	original documents or copy thereof.  2. Name ss of receiving party(ies)	
2	Proex Photo Systems, Inc.	Name: Consumer Programs Holding, In	
MRD 8-3	□ Individual(s) □ Association □ General Partnership □ Limited Partnership □ Corporation-State Missouri □ Other  Additional name(s) of conveying party(les) attached? □ Yes □XNo  3. Nature of conveyance: □ Assignment □ Merger □ Security Agreement □ Change of Name □ Other  Execution Date: □ October 4, 1996  4. Application number(s) or patent number(s):	Internal Address: 1706 Washington Ave.  Street Address: 1706 Washington Ave.  City: St. Louis State: MO ZIP: 6310  Individual(s) citizenship  Association General Partnership Limited Partnership Corporation-State Missouri 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	
	A. Tradernark Application No.(s)	B. Trademark Registration No.(s)	
	Additional numbers attached?   Yes XD No		
	5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
	Name: Caroline G. Chicoine  Internal Address: Blackwell Sanders Peper Martin LLP 720 Olive, 24th Floor  St. Louis, MO 63101-2396	7. Total fee (37 CFR 3.41)\$ 40.00  © Enclosed  Authorized to be charged to deposit account	
	Street Address: Blackwell Sanders Peper  Martin LLP  720 Olive, 24th Floor  City: St. Louis State: MO ZIP: 63101	8. Deposit account number:  11-0160  (Attach duplicate copy of this page **Qaying by deposit account)	
	DO NOT USE THIS SPACE		
	the original document.  Caroline G. Chicoine	ation is true and correct and any attached copy is a true copy of	
1	Name of Person Signing	Signature	

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

## NUNC PRO TUNC ASSIGNMENT

WHEREAS, Proex Photo Systems, Inc. (hereinafter "Assignor"), a corporation duly organized under the laws of the State of Missouri, having its principal place of business at 7101 Ohms Lane, Minneapolis, Minnesota, 55439, has adopted, used, is using and is the owner of the entire right, title and interest in and to the following trademark now registered in the United States Patent and Trademark Office, as well as the goodwill of the business associated therewith:

Trademark	Reg. No.	Date of Reg.
MAINSTREET PORTRAITS	1,932,275	October 31, 1995

WHEREAS, Consumer Programs Holding, Inc. (hereinafter "Assignee"), a corporation duly organized under the laws of the State of Missouri, having its principal place of business at 1706 Washington Avenue, St. Louis, Missouri 63103, is desirous of acquiring all right, title and interest in and to the aforesaid registered trademark, together with the goodwill of the business associated therewith.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee all of its right, title and interest in the United States in and to said trademarks, together with the goodwill of the business symbolized by said trademark and the registration thereof, and its right to sue for past infringement thereof.

STLD01-647572V1

Proex Photo Systems, Inc. -Consumer Programs Holding, Inc. Nunc Pro Tunc Assignment Page 2 of 2

This Agreement shall inure to the benefit of, and be binding upon, the parties, their heirs, successors and assigns.

Executed effective as of the 4th day of October, 1996.

PROEX PHOTO SYSTEMS, INC.

By:

Name:

Jesse J. Greene, J

. . . . . .

August 14 1998

**RECORDED: 08/31/1998** 

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TRADEMARK REEL: 1787 FRAME: 0636