



100866015

10-29-98

Tab settings

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

MSA 10/29/98

1. Name of conveying party(ies):

Heller Financial, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: September 25, 1998

2. Name and address of receiving party(ies)

Name: Haxco International, Inc.

Internal Address:

Street Address: 4203 Earth City Expressway

City: St. Louis State: MO ZIP: 63045

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

(See attached)

Additional numbers attached? Yes No

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

Name: Sandra S. Rhodes

Internal Address:

Thompson Coburn

Street Address: One Mercantile Center

City: St. Louis State: MO ZIP: 63101

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

01	FC:481	40.00	OP
01	FC:482	325.00	OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sandra S. Rhodes

Name of Person Signing

Sandra S. Rhodes

Signature

10/27/98

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 1806 FRAME: 0919

Registration No.

1,125,056
1,139,614
1,139,643
1,368,380
1,003,498
1,159,509
1,159,119
1,616,246
1,420,617
1,618,126
1,625,936
1,486,422
1,294,232
1,295,188

RELEASE

This Release granted on this 25th day of September ____, 1998, by HELLER FINANCIAL, INC., as Agent ("Agent") to HASCO INTERNATIONAL, INC., a Missouri corporation ("Grantor"), as follows:

WITNESSETH

WHEREAS, the Grantor has heretofore granted to the Agent a Security Interest in certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (the "Marks") more particularly set forth on Schedule I attached hereto to secure the Obligations of the Grantor as defined in the Trademark Security Agreement between the parties dated August 29, 1991 (the "Trademark Security Agreement"); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule I hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor any and all right, title and interest in and to the Marks, and more particularly the security interest in the trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses set forth on Schedule I hereto granted to the Agent by the Grantor by the Trademark Security Agreement.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

Dated: September 25, 1998

HELLER FINANCIAL, INC., as Agent

[SEAL]

By: Kelli J. O'Connell
Name: KELLI J. O'CONNELL
Title: AVP

State of Illinois)
) ss.
County of Cook)

On this 25th day of September, 1998, before me personally appeared Kelli J. O'Connell, to me known who, being by me duly sworn, did depose and say that (s)he is a AVP of Heller Financial, Inc., described herein and which executed the foregoing instrument and that (s)he signed his name thereto pursuant to the authority granted by Heller Financial, Inc.



Rhonda M. Scheidt
Notary Public

My Commission Expires: 2-5-2001

SCHEDULE I
TRADEMARK SECURITY AGREEMENT

HASCO INTERNATIONAL, INC.

Reel/Frame: 0819/0475
Recordation: October 11, 1991

U.S. TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Babies are Beautiful	1,125,056	September 11, 1979
Babies are Beautiful	1,139,614	September 16, 1980
Babies are Beautiful	1,139,643	September 16, 1980
Birth-A-Gram & Design	1,368,380	October 29, 1985
Cradle Picture & Design	1,003,498	January 28, 1975
First Foto & Design	1,159,509	June 30, 1981
First Foto & Design	1,159,119	June 30, 1981
Health Care Images	1,616,246	October 2, 1990
Lovenotes from First Foto	1,420,617	December 9, 1986
Official First Foto & Design	1,618,126	October 16, 1990
Official First Foto & Design	1,625,936	December 4, 1990
Picture of Health	1,486,422	April 26, 1988
Premiere Photo & Design	1,294,232	September 11, 1984
Premiere Photo & Design	1,295,188	September 11, 1984

U.S. TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
	None	