

04-05-1999



FRONT SHEET

ONLY

Docket No.:

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To the Honorable Commissione

101000962

TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Olan Mills, Inc., a Delaware corporation
Olan Mills School Portraits, Inc., a Delaware corporation

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: **February 1, 1999**

2. Name and address of receiving party(ies):

Name: **Lifetouch National School Studios, Inc.**

Internal Address: _____

Street Address: **11000 Viking Drive**

City: **Eden Prairie** State: **MN** ZIP: **55344**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Minnesota**
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

1,475,893 1,379,742
1,379,752
1,371,892

Additional numbers Yes No

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

Name: **David C. West**

Internal Address: **Fredrikson & Byron, P.A.**

Street Address: **1100 International Centre**

900 Second Avenue South

City: **Minneapolis** State: **MN** ZIP: **55402**

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ **115.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

04/05/1999 JSHABAZZ 00000014 1475893

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 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.

David C. West

3/23/99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

3

3-29-99

TRADEMARK ASSIGNMENT

WHEREAS, OLAN MILLS, INC., a corporation organized and existing under the laws of Delaware, and OLAN MILLS SCHOOL PORTRAITS, INC., a corporation organized and existing under the laws of Delaware, both with their principal place of business at Chattanooga, Tennessee (collectively referred to as "Assignors") have adopted and used the trademarks set forth on Schedule A attached hereto and are the owners of the marks and goodwill associated therewith.

WHEREAS, LIFETOUCH NATIONAL SCHOOL STUDIOS, INC., a corporation organized and existing under the laws of Minnesota, with its principal place of business at Eden Prairie, Minnesota ("Assignee") is desirous of acquiring said trademarks and goodwill associated therewith.

NOW THEREOF, for the sum of ONE DOLLAR (\$1.00) in hand paid from Assignee to Assignors, the receipt of which is hereby acknowledged by Assignors, Assignors by these presents do hereby sell, transfer, convey and assign unto said Assignee all right, title and interest in and to the Trademarks set forth on Schedule A attached hereto, together with the goodwill of the business symbolized by the marks, and all federal and state registrations and applications therefore in the United States of America, and the right to recover for any past infringements of said trademarks.

OLAN MILLS, INC.

By: 

Title: PRCS

2-1-99
Date

OLAN MILLS SCHOOL PORTRAITS, INC.

By: 

Title: Secy

2-1-99
Date

SCHEDULE A

<u>Trademarks</u>	<u>Serial #</u>	<u>Filing Date</u>	<u>Registration #</u>	<u>Registration Date</u>
SWAP SHOTS	73/656,756	4/23/87	1475893	2/9/88
OLAN MILLS DIRECT	73/534697	4/29/85	1379752	1/21/86
PAWS & PIX	73/526841	3/14/85	1371892	11/19/2005
OLAN MILLS & DESIGN (Paws & Pix & Design)	73/526842	3/14/85	1379742	1/21/86

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