



8/27/99

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RECORDATION FORM



DEPARTMENT OF COMMERCE

U.S. Patent & TMO/TM Mail Rcpt Dt #40

TRADEMARK

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please

101135676

<p>1. Name of conveying party(ies) <b>Fujicolor Processing, Inc.</b></p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> General Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Association  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached?  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <b>Ritz Camera Centers, Inc.</b></p> <p>Internal Address: Street Address: <b>6711 Ritz Way</b></p> <p>City: <b>Beltsville</b> State: <b>MD</b> Zip: <b>20705</b></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other</p>
<p>3. Nature of conveyance:  <input checked="" type="checkbox"/> Assignment  <input type="checkbox"/> Security Agreement  <input type="checkbox"/> Merger  <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: <b>June 9, 1999</b></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

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

A. Trademark Application No.(s) \_\_\_\_\_ B. Trademark Registration No.(s) **2,092,827**

Additional numbers attached?  Yes  No (see attached Schedule)

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>Galina Kirman</b></p> <p>Internal Address: <b>Whitman Breed Abbott &amp; Morgan LLP</b></p> <p>Street Address: <b>200 Park Avenue</b></p> <p>City: <b>New York</b> State: <b>New York</b> Zip: <b>10166</b></p>	<p>6. Total number of applications and registrations involved..... <b>4</b></p> <p>7. Total fee (37 CFR 3.41) .....\$<b>115.00</b></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account # <b>50-0297</b></p> <p>8. Deposit account number: <b>50-0297</b>  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

**Galina Kirman** \_\_\_\_\_ *Galina Kirman* \_\_\_\_\_ **8/27/99** \_\_\_\_\_  
Name of Person Signing Signature Date

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

09/02/1999 MTHAI1 00000182 2092827

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

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**SCHEDULE A**

**U.S.A.**

<b>SERVICE MARK</b>	<b>SERVICE MARK REGISTRATION NUMBER</b>
MCJON	2,092,827
MCJON	1,036,393
DEAN'S	970,423
DEAN'S	955,956

ASSIGNMENT

WHEREAS, FUJICOLOR PROCESSING, INC., a Delaware Corporation with a place of business at 555 Taxter Road, Elmsford, New York 10523 (hereinafter "ASSIGNOR"), has adopted and used certain trademarks which are registered in the United States Patent and Trademark Office, identified in Schedule A hereto (hereinafter the "MARKS"), and is the record owner of the entire right, title and interest in and to the MARKS;

WHEREAS, RITZ CAMERA CENTERS, INC., a Delaware Corporation located with a place of business at 6711 Ritz Way, Beltsville, Maryland 20705 (hereinafter "ASSIGNEE"), has succeeded via Asset Purchase Agreement, and is desirous of succeeding of record, to the rights thus owned by ASSIGNOR and acquiring of record therefrom all of ASSIGNOR's right, title and interest in, to and under the aforesaid MARKS, any and all registrations thereof (encompassing the underlying applications), and the goodwill of the business connected with the use of and symbolized by the MARKS;

NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which are hereby acknowledged, ASSIGNOR, effective October 23, 1998, did and hereby does assign and transfer unto ASSIGNEE all of ASSIGNOR's right, title and interest in and to the MARKS, together with any and all registrations thereof (encompassing said underlying applications), including all rights of recovery for past infringement thereof, and the goodwill of the business connected with the use of and symbolized by the MARKS.

FUJICOLOR PROCESSING, INC.

Dated: June 9, 1999

By: [Signature]  
Name: Hideyuki Hayashi  
Title: Chief Executive Officer

Signed and Sworn to Before me  
this 9th day of June, 1999

[Signature]  
Notary Public

**JONATHAN E. FILE**  
Notary Public, State of New York  
No. 4880339  
Qualified in Westchester County  
Commission Expires Nov. 24, 2000