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

1. Name of conveying party(ies):
POLAROID CORPORATION

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

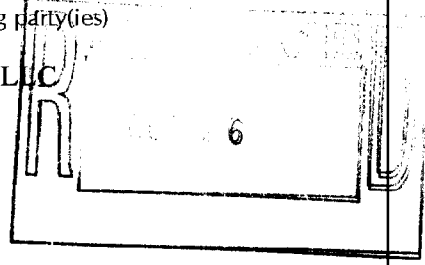
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
PGI GRAPHICS IMAGING LLC
103 Fourth Avenue
Waltham, MA 02451

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
(Designations must be a separate document from assignment)

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



3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: October 19, 1999

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
see attached Schedule A

Additional numbers attached? Yes No

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

DECHERT, PRICE & RHOADS
4000 Bell Atlantic Tower
1717 Arch Street, Philadelphia, PA 19103
TEL: (215) 994-2183 FAX (215) 944-2222

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
(Including any underpayment)

8. Deposit account number: 04-0475
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Terence A. Dixon
Name of Person Signing

[Signature] 10/26/99
Signature Date

Total number of pages including cover sheet, attachments, and document: 14

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

11/02/1999 NTHAI1 00000002 040475 1991936
01 EG:481 1.01
02 FC:482 40.00 CH
 75.00 CH

SCHEDULE A

**Recordation of Security Agreement between
PGI Graphics Imaging LLC and Deutsche Financial Services Corporation.**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
PGI	1,991,936	08/06/96
DRYJET and Design	2,089,926	8/19/97
DRY TECH	2,014,587	11/5/96
DRY TECH	2,093,340	09/02/97

TRADEMARK ASSIGNMENT

Polaroid Corporation, a Delaware corporation ("Polaroid"), for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, hereby assigns and agrees to assign all its right, title and interest in and to the trademarks, trademark registrations, and trademark applications listed on the attached Schedule, including all good will associated therewith, to PGI Graphics Imaging LLC, a Delaware limited liability company ("Buyer"), including all registrations which may issue upon such applications and all renewals of registration thereof, and all rights therein as provided by law, multinational treaties or conventions. It shall be the responsibility of Buyer to prepare the necessary recordal documents and to record the assignment in each country specified on the attached Schedule. Polaroid agrees to assist Buyer, at Buyer's expense, to execute the necessary documents to record the assignment in each country.

The assignment is in accordance with the provisions of the Contribution Agreement dated October 18, 1999 by and among Polaroid Corporation, Buyer, and Andlinger Capital VIII LLC.

IN WITNESS WHEREOF, Polaroid has caused this Trademark Assignment to be executed in its name this 19th day of October, 1999.

Polaroid Corporation

By: Judith G. Boynton
Name: Judith G. Boynton
Title: Chief Financial Officer

STATE OF Massachusetts

COUNTY OF Middlesex

On this 19th day of October, 1999, before me personally appeared Judith G. Boynton the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Polaroid Corporation.

Janice E. Jewell
Notary Public

Trademark Assignment -- Schedule

REGISTERED TRADEMARKS

MARK	COUNTRY	STATUS	REGISTRATION NO.	REGISTRATION DATE	CLASSES
DRY COAT	France	Issued	95591166	10/5/95	17
	Germany	Issued	39540789	6/13/96	17
	Taiwan	Issued	758121	5/16/97	17
DRYJET and Design	US	Issued	2089926	8/19/97	2, 9
DRY TECH	US	Issued	2014587	11/5/96	1
	US	Issued	2093340	9/2/97	7
	Austria	Issued	149006	9/6/93	1, 7
	Benelux	Issued	534581	7/1/93	1, 7
	Canada	Issued	TMA512989	7/20/99	N/A
	Canada	Issued	TMA512699	7/7/99	N/A
	France	Issued	93459888	3/17/93	1
	France	Issued	93474575	7/1/93	7
	Germany	Issued	2086369	12/5/94	1
	Germany	Issued	2078961	9/26/94	7
	Hong Kong	Issued	B07864 of 1997	8/6/97	1
	Hong Kong	Issued	B03867 of 1997	4/3/97	7
	Italy	Issued	00661618	7/26/93	1, 7
	Mexico	Issued	502705	8/30/95	1
	Mexico	Issued	502706	8/30/95	7
	Sweden	Issued	258929	6/17/94	1, 7
	Switzerland	Issued	416254	7/2/93	1, 7
PGI	US	Issued	1991936	8/6/96	1

PENDING TRADEMARK APPLICATIONS

MARK	COUNTRY	STATUS	APPLICATION NO.	APPLICATION DATE	CLASSES
PRESSTO!	Europe	Pending	926519	9/9/98	9