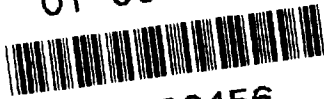


MRD 12-15-99

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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:

D

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

1. Name of conveying party(ies):  
**SAUNDERS PHOTO/GRAPHIC, INC.**

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

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

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

Name: **Tiffen Manufacturing Corporation**

Internal Address: \_\_\_\_\_

Street Address: **90 Oser Avenue**

City: **Hauppauge**                      State: **NY**      ZIP: **11788**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **New York**  
 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

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **December 10, 1999**

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

See attached list

Yes       No

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

Name: **David B. Kirschstein, Esq.**

Internal Address: \_\_\_\_\_

**Kirschstein, Ottinger, Israel & Schiffmiller, P.C.**

Street Address: **489 Fifth Avenue, 17th Floor**

City: **New York**                      State: **NY**      ZIP: **10017**

6. Total number of applications and registrations involved:..... **5**

7. Total fee (37 CFR 3.41):.....\$ **\$140.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

01/06/2000 DMGUYEN 00000025 1097269

01 FC:481                      40.00 DP  
02 FC:482                      100.00 DP

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.*

**DAVID B. KIRSCHSTEIN**                                           **12/13/99**

Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

**Registrations**

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Dt.</u>
SAUNDERS	1,097,269	7/25/78
DIFFUSALITE	1,194,254	4/27/82
STROBOFRAME	1,231,699	3/22/83
PHOTOGS	1,604,775	7/ 3/90
ZING DESIGNS	1,947,850	1/16/96

ASSIGNMENT

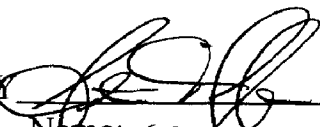
WHEREAS, SAUNDERS PHOTO/GRAPHIC, INC., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 21 Jetview Drive, Rochester, New York 14624-4496, has adopted the trademarks shown in the attached Exhibit A which have been registered in the United States Patent and Trademark Office; and

WHEREAS, TIFFEN MANUFACTURING CORPORATION, a corporation organized and existing under the laws of the State of New York, located and doing business at 90 Oser Avenue, Hauppauge, New York 11788, is desirous of acquiring said marks and the registrations thereof;


NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said SAUNDERS PHOTO/GRAPHIC, INC. does hereby assign unto the said TIFFEN MANUFACTURING CORPORATION all right, title and interest in and to the said marks together with the good will of the business symbolized by said marks and the registrations thereof.

Dated: December 10, 1999

SAUNDERS PHOTO/GRAPHIC, INC.

BY   
Name: STEVEN TIFFEN  
Title: PRESIDENT

Sworn to and subscribed before me this 10<sup>th</sup> day of December, 1999.

  
Notary Public

**ELLEN WARREN**  
NOTARY PUBLIC, State of New York  
No. 31-4647374  
Qualified in New York County  
Commission Expires July 31, 2001

RECORDED: 12/15/1999

TRADEMARK  
REEL: 002007 FRAME: 0292