

04-07-2000



101308921

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Lifetouch National School Studios Inc.

12 - 9 - 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Name Lifetouch Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 11000 Viking Drive Suite 400

Address (line 2) _____

Address (line 3) Eden Prairie

City

Minnesota

State/Country

55344

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Minnesota

04/06/2000 12CITES 00000060 75482863

FOR OFFICE USE ONLY

01 FC:441
02 FC:442

40.00 BP
475.00 BP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (8801-0027), Washington, D.C. 20503. See OMB Information Collection Budget Postage 0801-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002044 FRAME: 0917

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). SEE ATTACHED

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/483,283"/>	<input type="text" value="75/573,863"/>	<input type="text" value="75/559,060"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/558,928"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Marsha Stolt
Name of Person Signing

Marsha Stolt
Signature

3-1-2000
Date Signed

Attachment to Recordation Form Cover Sheet

Lifetouch National School Studios Inc. to Lifetouch Inc.

Trademark Registration Numbers:

1,926,720	1,954,867
1,733,872	1,931,522
2,022,125	1,475,893
1,647,976	1,860,895
1,379,742	1,323,226
1,379,752	1,323,758
1,731,069	1,648,818
1,371,892	1,638,011

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made by and between Lifetouch National School Studios Inc., a Minnesota Corporation, having a business address at 11000 Viking Drive, Eden Prairie, Minnesota 55344 ("Assignor"), and Lifetouch Inc., a Minnesota corporation having a business address at 11000 Viking Drive, Eden Prairie, Minnesota 55344. ("Assignee").

WHEREAS, Assignor has adopted and is using and is the owner of the marks identified on the attached Schedule A (the "Marks"); and

WHEREAS, Assignee is desirous of acquiring the Marks and any registrations therefore.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in and to the Marks, including any registrations therefore, together with that part of the goodwill of the business associated with the use of and symbolized by the Marks.

IN WITNESS WHEREOF, seller has executed and delivered this instrument as of this 9th day of DECEMBER, 1999.

ASSIGNOR:

LIFETOUCH NATIONAL SCHOOL STUDIOS INC.

By: 

Its: Secretary

ASSIGNEE:

LIFETOUCH INC.

By: 

Ted L. Koenecke

Its: Assistant Secretary

**TRADEMARK
REEL: 002044 FRAME: 0920**

Schedule A

Mark	Filing Date	Appl. #	Reg. Date (If Applicable)	Reg. # (If Applicable)
BRAGAZINES	05/11/98	75/483,283		
CASUAL COLOR	02/15/94	74/490,421	10/10/95	1,926,720
CLASSIC REFLECTIONS	10/20/98	75/573,863		
CYBERPROOF	09/25/98	75/559,060		
FREESTYLES	04/10/92	74/264,462	11/17/92	1,733,872
IMAGE ELAN	01/16/96	75/043,235	12/10/96	2,022,125
MICRO-Z	04/10/90	74/052,311	06/18/91	1,647,976
OLAN MILLS and Design	03/14/85	73/526,842	01/21/86	1,379,742
OLAN MILLS DIRECT and Design	04/29/85	73/534,697	01/21/86	1,379,752
PARTNERS IN EDUCATION and Design	03/05/92	74/252,414	11/10/92	1,731,069
PAWS & PIX	03/14/85	73/526,841	11/19/85	1,371,892
PRINCIPAL'S BOOKMARK	04/10/90	74/052,310	03/12/91	1,638,011
SEGALL-MAJESTIC	03/13/95	74/645,379	02/06/96	1,954,867
SENIORS 2000	09/25/98	75/558,928		
SENIORVISION	11/14/94	74/598,692	10/31/95	1,931,522
SWAP SHOTS	04/23/87	73/656,756	02/09/88	1,475,893
TROPHY CARD	06/10/93	74/401,100	11/01/94	1,860,895
LIFETOUCH and Design	06/13/84	73/484,964	03/05/85	1,323,226
LIFETOUCH (Stylized)	06/13/84	484,961	03/05/85	1,323,758
PARTNERS IN EDUCATION	04/10/90	74/052,308	06/25/91	1,648,818

RECORDED: 03/06/2000

TRADEMARK
REEL: 002044 FRAME: 0921