FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 09-01-2000



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Name Lifetouch Portrait Stud	ios Inc	Month Day Year
TITELOUCH FOILIAIT STUD	105 Inc.	12 – 9 – 1999
Formerly		
Individual General Partnership	Limited Partnership X (Corporation Association
Other		
X Citizenship/State of Incorporation/Organi	zation Minnesota	
Receiving Party Name Lifetouch Inc.	Mark if additional names of receive	ing parties attached
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Name	Marsha Stolt, Esq.						
Address (line 1)	Fish & Richardson, P.C.						
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Marsha S		Mindu Stol					
Name	of Person Signing	Signature	Date Signed				

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made by and between Lifetouch Portrait 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 day of December., 1999.

ASSIGNOR:

LIFETOUCH PORTRAIT STUDIOS INC.

By:

Its: Secretary

ASSIGNEE:

LIFETOUCH INC

Dy.

Ted L. Koenecke

Its: Assistant Secretary

TRADEMARK
REEL: 002128 FRAME: 0503

<u>Lifetouch Portrait Studios, Inc. Schedule A</u>

Mark	Filing Date	Appl. #	Reg. Date (If Applicable)	Reg. # (If Applicable)
CREATING	01/12/94	74/479,228	01/03/95	1,871,731
MEMORIES FOR A				
LIFETIME				
E-PIX@	11/03/97	75/383,456		
KINDERFOTO	06/03/71	72/393,848	08/21/73	966,510
KINDERFOTO	06/03/71	72/393,849	08/28/73	967,200
KINDERGRINS	01/30/89	73/777,424	01/02/90	1,574,858
MEMORIES &	07/19/95	74/703,201	03/11/97	2,044,946
MASTERPIECES				
PERSONAL TOUCH	12/30/92	74/344,496	09/06/94	1,853,351
PORTRAIT SYSTEM				
PORTRAIT	08/18/98	75/538,470		
EXPRESSIONS				
PORTRAIT	08/31/93	74/431,073	12/27/94	1,870,120
PATTERNS				
STUDIO 2000	11/23/94	74/602,239	11/14/95	1,935,446
SUPERSIZE	08/28/98	75/544,015		
TODAY'S LOOKS.	04/08/96	75/085,038	06/02/98	2,162,542
TODAY'S SENIORS.		·		
TODAY'S SENIOR	04/08/96	75/085,037	05/19/98	2,159,414
TRUVIEW	06/17/94	74/538,834	08/05/97	2,085,170

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