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RECOR
TR

09-28-2000



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9.7100

TO: The Commissioner of Patents and Trade

to 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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
 - -

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

- -

Formerly

75719721

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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

09/27/2000 JJALLAH2 00000086 75719721

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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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: 002149 FRAME: 0655

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).

Trademark Application Number(s)

Registration Number(s)

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

8-18-2000

Date Signed

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

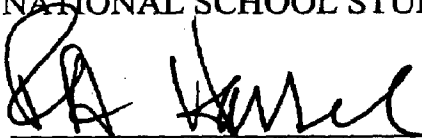
WHEREAS, Assignee is desirous of acquiring the Marks and any registrations therefore.

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

Lifetouch National School Studios, Inc. 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
I-DEPOT	06/02/99	75/719,721		
IMAGE ELAN	01/16/96	75/043,235	12/10/96	2,022,125
LIFETOUCH and Design	06/13/84	73/484,964	03/05/85	1,323,226
LIFETOUCH (Stylized)	06/13/84	73/484,961	03/05/85	1,323,758
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	04/10/90	74/052,308	06/25/91	1,648,818
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
PORTRAIT OF APPRECIATION	08/28/98	75/544,053		
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
STUDIO IN THE ROUND	06/11/99	75/726,746		
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