



10-25-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
TRADEMARK

09-27-2000

RECO



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U.S. Patent & TMO/c/TM Mail RptDt. #57

101496276

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

Submission Type

9-27-00

Conveyance Type

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

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Effective Date
Month Day Year
August 25, 2000
- Other _____

Conveying Party

___ Mark if additional names of conveying parties attached

Name Wolf Camera, Inc.

Execution Date
Month Day Year

August 25, 2000

Formerly _____

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

Receiving Party

___ Mark if additional names of receiving parties attached

Name First Union National Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) Leveraged Finance Division

Address (line 2) 301 S. College Street, 5th Floor

Address (line 3) Charlotte, NC 28288-0737

- Individual General Partnership Limited Partnership document
- 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 from Assignment.)

___ Citizenship/State of Incorporation/Organization _____

10/24/2000 NTHA11 00000102 75854412

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 1076.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 002161 FRAME: 0495

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 (212) 309-6068

Name Enid Jean-Claude, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036

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

4

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

Mark if additional numbers are 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)

75/854,412 75/708,263 75/858,018
75/851,242 75/708,011 75/579,580
75/851,241 75/854,839 75/522,656
75/787,941 75/445,608 75/172,417
75/913,999

2,073,369 2,167,552 1,135,346
2,061,983 2,188,151 1,364,440
1,975,680 2,159,873 1,177,613
1,927,198 1,999,978 1,154,232
1,790,734 1,832,146 832,719
1,573,952 2,055,967 836,110
1,382,893 2,007,099 828,951
1,333,667 1,969,256 746,037
1,278,354 1,561,583 722,696
2,263,733 1,224,714 1,980,724
1,932,275

Number of Properties Enter the total number of properties involved. 44

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 1,115.00

Method of Payment: Enclosed X Deposit Account _____

Deposit Account

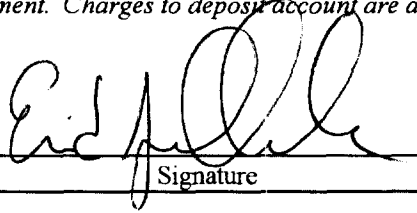
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X 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.

Enid Jean-Claude
Name of Person Signing



Signature

September 25, 2000
Date Signed

**CONDITIONAL ASSIGNMENT AND
TRADEMARK SECURITY AGREEMENT
SUPPLEMENT NO. 1**

CONDITIONAL ASSIGNMENT AND TRADEMARK SECURITY AGREEMENT SUPPLEMENT NO. 1, dated as of August ~~26~~ 2000 (this "Supplement"), made by **WOLF CAMERA, INC.**, a Georgia corporation (the "Grantor") to **FIRST UNION NATIONAL BANK**, as administrative agent (the "Administrative Agent") under the Credit Agreement defined below, relating to that certain Conditional Assignment and Trademark Security Agreement dated as of September 1, 1998 (as the same may have been or may be amended, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor and the Administrative Agent.

WHEREAS, all terms used herein and not otherwise defined herein shall, unless the context specifically requires otherwise, have the respective meanings ascribed to them in, or pursuant to the provisions of, the Agreement;

WHEREAS, pursuant to the terms of that certain Credit Agreement dated as of September 1, 1998 among the Grantor, certain affiliates of the Grantor, the lenders from time to time party thereto (the "Lenders"), First Union National Bank, as issuing lender (the "Issuing Lender") and swingline lender, and the Administrative Agent (as the same has been amended, and may be further amended, supplemented, or otherwise modified, renewed or replaced from time to time, the "Credit Agreement"), the Lenders agreed to make loans to, and the Issuing Lender agreed to give letters of credit for the account of, the Grantor, upon the terms and subject to the conditions set forth therein;

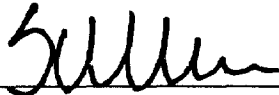
WHEREAS, the Agreement was recorded on September 29, 1998 in Reel 1795, Frame 0134 in the United States Patent and Trademark Office and was delivered by the Grantor in favor of the Administrative Agent to secure its obligations under the Credit Agreement; and

WHEREAS, the Grantor and the Administrative Agent mutually desire to supplement the Agreement to add certain additional Trademarks as collateral for the obligations of the Grantor under the Credit Agreement.

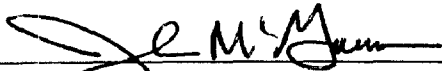
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Schedule I to the Agreement is hereby supplemented to add the Trademark(s) set forth on Schedule A hereto.

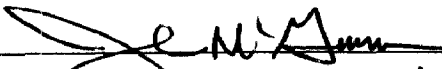
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

WOLF CAMERA, INC.

By: 
Name:
Title:

**FIRST UNION NATIONAL BANK,
AS ADMINISTRATIVE AGENT:**

By: 
Name: JOHN H. GOWAN
Title: SENIOR VICE PRESIDENT

By: 
Name: JOHN H. GOWAN
Title: SENIOR VICE PRESIDENT

SCHEDULE A

MARK	REGISTRATION NO./ APPLICATION NO.	REGISTRATION DATE/ FILING DATE
WOLF CAMERA VISION	75-854412	Filed November 22, 1999
WOLFEXPRESS.COM	75-851242	Filed November 16, 1999
WOLFEXPRESS	75-851241	Filed November 16, 1999
WOLF CAMERA PORTRAIT STUDIO	75-787941	Filed August 30, 1999
WOLFEXPRESS	75-913999	Filed February 9, 2000
WOLF CAMERA	75-708263	Filed July 11, 2000
WOLF CAMERA	75-708011	Filed May 17, 1999
WOLF CAMERA VISION	75-854839	Filed November 22, 1999
CPI PHOTO	2073369	Registered June 24, 1997
CPI PHOTO	2061983	Registered May 13, 1997
CPI COLOR PRINT FILM	1975680	Registered May 28, 1996
CPI COLOR PRINT FILM	1927198	Registered October 17, 1995
CPI PHOTO FINISH	1790734	Registered August 31, 1993
VIDEO VISION	1573952	Registered December 26, 1989
PORTRAITS OF DISTINCTION	1382893	Registered February 11, 1986
CPI PHOTO FINISH	1333667	Registered April 30, 1985
PHOTO FINISH	1278354	Registered May 15, 1984
CENTRICS	75-445608	Filed March 5, 1998
BECAUSE PORTRAITS ARE MADE TO BE SHARED	75-858018	Filed November 24, 1999
WEE LITTLE WEB	75-579580	Filed October 29, 1998
MYPORTRAITS.COM	75-522656	Filed July 21, 1998
WE GET THE PICTURE	2263733	Registered July 20, 1999
SMILE SAVERS PLAN	2167552	Registered June 23, 1998

PORTRAIT ESSENTIALS	75-172417	Filed September 26, 1996
CPI PHOTO PREVIEW SYSTEM	2188151	Registered September 8, 1998
PORTRAIT CREATIONS	2159873	Registered May 26, 1998
SMARTCOLOR CHOICE	1999978	Registered September 10, 1996
PORTRAIT PETITES	1832146	Registered April 19, 1994
NEW PARENT CLUB	2055967	Registered April 22, 1997
PHOTO ATM	2007099	Registered October 8, 1996
NOW YOU CAN INSTANTLY SEE HOW GOOD YOUR PORTRAITS WILL BE	1969256	Registered April 23, 1996
STUDIO EXPRESS	1561583	Registered October 17, 1999
DOUBLE FEATURE	1224714	Registered January 18, 1983
PICTURELAND	1135346	Registered May 13, 1980
DOUBLE TAKES	1364440	Registered October 8, 1995
OWL	1177613	Registered November 10, 1981
CATALOG FILM	1154232	Registered January 13, 1981
FOX PRO COLOR	832719	Registered July 25, 1967 Renewed July 25, 1987
FILM-WAY	836110	Registered September 26, 1967 Renewed September 26, 1987
YOU KNOW IT'S GOOD CERTIFIED PHOTO SERVICE	828951	Registered May 16, 1967 Renewed May 16, 1987
NATIONWIDE FILM SERVICE	0746037	Registered February 26, 1963 Renewed February 26, 1983
PIC-PIRADE	0722696	Registered October 10, 1961 Renewed October 10, 1981
PROEXTRA	1980724	Registered June 18, 1996
MAINSTREET PORTRAITS	1932275	Registered October 31, 1995
WOLFXPRESS.COM (pictorial)	75/851242	Filed August 15, 2000