

SEARS

Lynn M. Eichelberger
Paralegal
Law Department - D/766X

03-08-2001



101629858

Sears, Roebuck and Co.
3333 Beverly Road, B6-347B
Hoffman Estates, Illinois 60179
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March 7, 2001

ASSIGNMENT DIVISION
Commissioner of Patents and Trademarks
1213 Jeff Davis Highway
Suite 300
Arlington, VA 22202

RE: **Recordation of Service Mark - BECAUSE PORTRAITS ARE MADE TO BE
SHARED
Registration No. 2,397,938**

RECEIVED
2001 MAR -8 PM 12:34
ASSIGNMENT SERVICES
DIVISION

Dear Sir:

Please record the attached original document for the above-referenced service mark. The cover sheet information for recordation is listed below:

Submission Type: New
Conveyance Type: Assignment
Conveying Party: Consumer Programs Incorporated
(a Missouri corporation)
1706 Washington Ave., St. Louis, Missouri, 63103
Execution Date: January 31, 2001
Receiving Party: Sears, Roebuck and Co.
(a New York corporation)
3333 Beverly Road, Hoffman Estates, Illinois, 60179
Trademark: BECAUSE PORTRAITS ARE MADE TO BE SHARED
Registration No.: 2,397,938

03/08/2001 GTDN11 00000235 2397938

01 FC:481

40.00 DP

TRADEMARK
REEL: 002246 FRAME: 0968

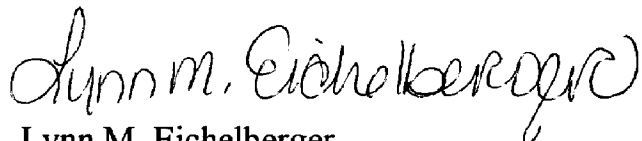
Please address correspondence to:

Andrea G. Hilborn, Esq.
Sears, Roebuck and Co., B6-377B
3333 Beverly Road
Hoffman Estates, IL 60179
Telephone: (847) 286-9041
Facsimile: (847) 286-3379
Email: ahilbor@sears.co

We have enclosed a check in the amount of \$40.00 for payment of the filing fee and a self-addressed postcard for acknowledgement.

Respectfully submitted,

SEARS, ROEBUCK AND CO.


Lynn M. Eichelberger

Enclosures

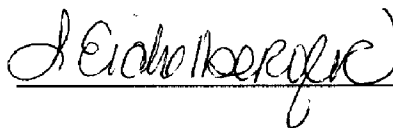
CERTIFICATE OF MAILING

CERTIFICATE OF EXPRESS MAIL UNDER 37 C.F.R. §1.10

"Express Mail" mailing label number: **EL038860137US**

Date of Deposit: 3-07-2001

I certify that the cover sheet, attached Service Mark Assignment and fee are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and addressed to: ASSIGNMENT DIVISION, Commissioner of Patents and Trademarks, 1213 Jeff Davis Highway, Suite 300, Arlington, VA 22202.



ASSIGNMENT

WHEREAS, Consumer Programs Incorporated (hereinafter "Assignor"), a corporation duly organized under the laws of the State of Missouri, having its principal place of business at 1706 Washington Ave., St. Louis, MO 63103, is the owner of the service mark BECAUSE PORTRAITS ARE MADE TO BE SHARED, and Registration No. 2,397,938 for BECAUSE PORTRAITS ARE MADE TO BE SHARED now registered in the United States Patent and Trademark Office (collectively, the "Service Mark") and the goodwill associated with the Service Mark.

WHEREAS, Sears, Roebuck and Co. (hereinafter "Assignee"), a corporation duly organized under the laws of the State of New York, having its principal place of business at 3333 Beverly Rd., Hoffman Estates, IL 60179 desires to acquire all right, title and interest in and to the Service Mark, together with the goodwill associated therewith;

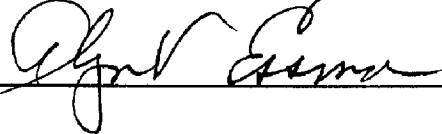
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee all right, title and interest in and to said Service Mark, together with the goodwill associated with the Service Mark and any and all income, royalties, damages and payments now or hereafter due or payable and any and all rights of action arising from the Service Mark and all claims for damages by reason of past, present and future infringement of the Service Mark and the right to sue and collect damages for such infringement.

This Agreement shall inure to the benefit of, and be binding upon, the parties, their heirs, successors and assigns.

Effective as of the 31st day of January, 2001.

ASSIGNOR

CONSUMER PROGRAMS INCORPORATED

By: 

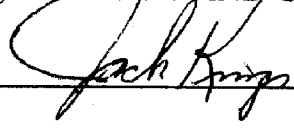
Name: Alyn V. Essman

Title: Chairman and Chief Executive Officer

Date: January 30, 2001

ASSIGNEE

SEARS, ROEBUCK AND CO.

By: 

Name: Jack Krings

Title: Vice President and GMM Licensed Businesses

Date: February 15, 2001