

3-19-02
SEARS

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

03-19-2002



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Sears, Roebuck and Co.
3333 Beverly Road, B6-347B
Hoffman Estates, Illinois 60179
Telephone: (847) 286-5696
Facsimile: (847) 286-3379
leichel@sears.com

March 18, 2002

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

RE: **Recordation of Service Mark – BECAUSE PICTURES ARE MADE TO BE SHARED**
Serial No.: 76/097,531

Dear Commissioner:

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: CPI Research and Development, Inc.
(a Delaware corporation)
1706 Washington Ave., St. Louis, MO 63103
Execution Date: March 14, 2002
Receiving Party: Sears, Roebuck and Co.
(a New York corporation)
3333 Beverly Road, Hoffman Estates, Illinois 60179
Service Mark: BECAUSE PICTURES ARE MADE TO BE SHARED
Serial No.: 76/097,531

Please address correspondence to:

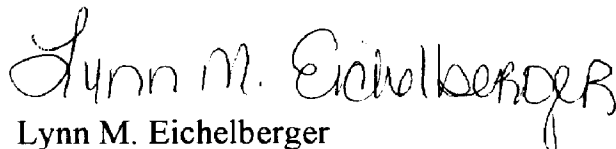
Andrea G. Hilborn, Esq.
Sears, Roebuck and Co.
Law Department, B6-377B
3333 Beverly Road
Hoffman Estates, IL 60179
Telephone: (847) 286-9041
Facsimile: (847) 286-3379
Email: ahilbor@sears.com

TRADEMARK
REEL: 002463 FRAME: 0871

Please charge Deposit Account No. 501849 in the amount of \$40.00 for payment of the filing fee and enclosed is a duplicate copy of the document for billing purposes.

Respectfully submitted,

SEARS, ROEBUCK AND CO.


Lynn M. Eichelberger

cc: Allison Taylor - CPI Research and Development, Inc.

Enclosures

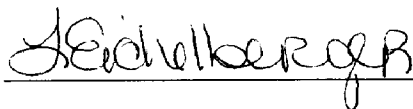
CERTIFICATE OF MAILING

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

“Express Mail” mailing label number: ET 807947745 US

Date of Deposit: March 18, 2002

I certify that the attached cover sheet, Service Mark Assignment for Serial No. 76/097,531 and duplicate copy of the document 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

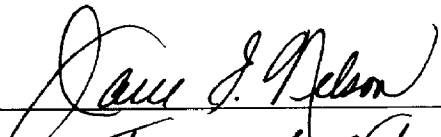
WHEREAS, CPI Research and Development, Inc. (hereinafter "Assignor"), a corporation duly organized under the laws of the State of Delaware, having its principal place of business at 1706 Washington Ave., St. Louis, MO 63103, is the owner of the service mark **BECAUSE PICTURES ARE MADE TO BE SHARED** in connection with online and traditional portrait photography services , including Application No. 76/097,531 now pending in the United States Patent and Trademark Office ("Service Mark"), as well as the goodwill of the business associated therewith:

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 of the business associated therewith;

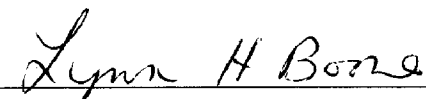
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee all of its right, title and interest in and to said Service Mark, together with the goodwill of the business symbolized by said Service Mark, including the application therefor, and the right to sue for past infringement thereof.

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

CPI RESEARCH AND DEVELOPMENT, INC.

By: 
Name: Jane E Nelson
Title: Secretary
Date: March 5, 2002

SEARS, ROEBUCK AND CO.

By: 
Name: LYNN HUDSON BOONE
Title: ASSISTANT GENERAL COUNSEL
Date: MARCH 14, 2002

ASSIGNMENT

WHEREAS, CPI Research and Development, Inc. (hereinafter "Assignor"), a corporation duly organized under the laws of the State of Delaware, having its principal place of business at 1706 Washington Ave., St. Louis, MO 63103, is the owner of the service mark BECAUSE PICTURES ARE MADE TO BE SHARED in connection with online and traditional portrait photography services , including Application No. 76/097,531 now pending in the United States Patent and Trademark Office ("Service Mark"), as well as the goodwill of the business associated therewith:

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 of the business 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 of its right, title and interest in and to said Service Mark, together with the goodwill of the business symbolized by said Service Mark, including the application therefor, and the right to sue for past infringement thereof.

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

CPI RESEARCH AND DEVELOPMENT, INC.

By: *Jane E. Nelson*
Name: *Jane E. Nelson*
Title: *Secretary*
Date: *March 5, 2002*

SEARS, ROEBUCK AND CO.

By: *Lynn H Boone*
Name: LYNN HUDSON BOONE
Title: ASSISTANT GENERAL COUNSEL
Date: MARCH 14, 2002