

07-24-2002



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TRADEMARKS ONLY

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

Submission Type

New

7.18.02

Resubmission (Non-Recordation)

Document ID#

Correction of PTO Error

Reel # Frame #

Corrective Document

Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
06/27/02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

07/23/2002 6TON11 00000063 76019413

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 125.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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)

| | | | | | |
|---------------------------------------|---------------------------------------|----------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <input type="text" value="76019413"/> | <input type="text" value="78110989"/> | <input type="text"/> | <input type="text" value="2109875"/> | <input type="text" value="1939801"/> | <input type="text" value="1459748"/> |
| <input type="text" value="78021876"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1958904"/> | <input type="text" value="1897212"/> | <input type="text" value="1459761"/> |
| <input type="text" value="75533517"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1958037"/> | <input type="text" value="1900243"/> | <input type="text" value="0938234"/> |

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.)

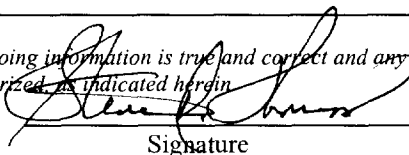
Deposit Account Number: #

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.

Steven D. Thomas
Name of Person Signing


Signature

July 18, 2002
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organizaition

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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- General Partnership
- Limited Partnership
-

Corporation

Association

Other

Citizenship/State of

Incorporation/Organization

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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)

2496523

2207312

2276102

2482866

2278074

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of June 27, 2002, made by PCA International, Inc., a North Carolina corporation ("Assignor"), in favor of PCA LLC, a Delaware limited liability company ("Assignee").

WHEREAS Assignor is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks").

WHEREAS Assignee desires to acquire the Marks and any and all goodwill associated with the Marks;


WHEREAS, pursuant to the Bill of Sale and Assignment, dated as of June 27, 2002, between Assignor and Assignee, Assignor agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the following:

1. each of the Marks;
2. the goodwill of the business symbolized by and associated with the Marks;
3. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
4. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

Assignor has caused this Trademark Assignment to be duly executed and notarized as of the date hereof.

PCA INTERNATIONAL, INC.

By: 
Name: Donald Norsworthy
Title: Executive Vice President

SCHEDULE 1

TRADEMARKS

TRADEMARKS

| <u>Reg./App. No.</u> | <u>Mark</u> | <u>Reg. Date</u> |
|----------------------|---|------------------|
| 2,109,875 | A WHOLE NEW WAY TO GET PORTRAITS YOUR WAY | 10-28-97 |
| 1,958,904 | THE CHOICE OF PROUD PARENTS EVERYWHERE | 2-27-96 |
| 1,958,037 | INSTANT DIGITAL PORTRAIT SYSTEM | 2-20-96 |
| 1,939,801 | NOW YOU DECIDE IF THE EXPRESSION IS RIGHT...INSTANTLY | 12-5-95 |
| 1,897,212 | INSTANT DIGITAL IMAGE | 5-30-95 |
| 1,900,243 | INSTANT DIGITAL IMAGES | 6-13-95 |
| 1,459,748 | CHURCH FAMILY ALBUMS (Sty.) | 9-29-87 |
| 1,459,761 | CHURCH FAMILY ALBUMS | 9-29-87 |
| 938,234 | PCA & DESIGN | 7-18-72 |
| 2,496,523 | PORTRAITWORKS | 10-09-01 |
| 2,207,312 | PCA PORTRAIT ADVANTAGE | 12-1-98 |
| 2,276,102 | THE PORTRAIT GALLERY | 9-7-99 |
| 2,482,866 | PCA PORTRAIT GALLERY | 8-28-01 |
| 2,278,074 | PCA | 9-14-99 |

United States: All Pending

| <u>Serial Number</u> | | <u>App. Date</u> |
|----------------------|-------------------------------|------------------|
| 76/019413 | GOPORTRAITS | 4-6-00 |
| 78/021876 | TURNKEY PICTORIAL DIRECTORIES | 8-18-00 |

78/110989

CATCH THE MAGIC

2-26-02

75/533517

THE PORTRAIT GALLERY

8-10-98

Canada: Pending

Serial Number


App. Date

TMA475933

A WHOLE NEW WAY TO GET PORTRAITS
YOUR WAY

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27th day of June, 2002, before me personally came Donald Norsworthy, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Executive Vice President of PCA International, Inc.; he signed the instrument in the name of PCA International, Inc.; and he had the authority to sign the instrument on behalf of PCA International, Inc.


Notary Public

DORCAS DAVE
Notary Public, State of New York
No. 31-4877093
Qualified in New York County
Commission Filed in Kings & Queens County
Commission Expires February 2, 2003