

07-25-2002



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

ET

TO: The Commissioner of Patents and Trademarks: Please 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

☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Notice of Grant of Security Interest

Effective Date
Month Day Year
06/27/02

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

06/27/02

Formerly

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☒ Other

Limited Liability Company

☒ Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual

☐ General Partnership

☐ Limited Partnership

☐ Corporation

☐ Association

☒ Other

National Banking Association

☐ 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.)

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

07/24/2002 AMWED1 00000226 78110989

01 FC:481 320546_1

40.00 OP

02 FC:482

425.00 OP

TRADEMARK
REEL: 002549 FRAME: 0702

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="78110989"/> | <input type="text" value="75533517"/> | <input type="text"/> | <input type="text" value="2276102"/> | <input type="text" value="2207312"/> | <input type="text" value="1958904"/> |
| <input type="text" value="78021876"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2482866"/> | <input type="text" value="2496523"/> | <input type="text" value="1958037"/> |
| <input type="text" value="76019413"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2278074"/> | <input type="text" value="2109875"/> | <input type="text" value="1939801"/> |

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

Steven D. Thomas
Signature

July 19, 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/Organizaiton

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

☐ Individual ☐ 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)

1897212

1900243

1459748

1459761

938234

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 27, 2002 (the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
|----------------------|---|-----------------------------|

SEE ATTACHED

Trademark Applications

| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
|---------------------------------------|--|--|

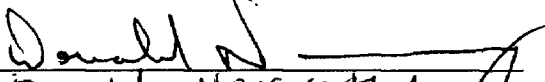
SEE ATTACHED

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,


PCA LLC

a Delaware limited liability company

By: 
Name: Donald Norisworthy
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 
Name: S. Paul Trapani
Title: Managing Director

PCA LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|---|------------------|-------------------|
| THE PORTRAIT GALLERY | 2276102 | 9/7/99 |
| PCA PORTRAIT GALLERY | 2482866 | 8/28/01 |
| PCA | 2278074 | 9/14/99 |
| PCA PORTRAIT ADVANTAGE | 2207312 | 12/1/98 |
| PORTRAITWORKS | 2496523 | 10/9/01 |
| A WHOLE NEW WAY TO GET PORTRAITS YOUR WAY | 2109875 | 10/28/97 |
| THE CHOICE OF PROUD PARENTS EVERYWHERE | 1958904 | 2/27/96 |
| INSTANT DIGITAL PORTRAIT SYSTEM | 1958037 | 2/20/96 |
| NOW YOU DECIDE IF THE EXPRESSION IS RIGHT...INSTANTLY! | 1939801 | 12/5/95 |
| INSTANT DIGITAL IMAGE | 1897212 | 5/30/95 |
| INSTANT DIGITAL IMAGES | 1900243 | 6/13/95 |
| CHURCH FAMILY ALBUMS Stylized Letters | 1459748 | 9/29/87 |
| CHURCH FAMILY ALBUMS Block Letters | 1459761 | 9/29/87 |
| PCA and Design | 938234 | 7/18/72 |

Pending Applications

| Mark | Application No. | Filing Date |
|-------------------------------|-----------------|-------------|
| CATCH THE MAGIC | 78-110989 | 2/26/02 |
| TURNKEY PICTORIAL DIRECTORIES | 78-021876 | 8/18/00 |
| GO PORTRAITS | 76-019413 | 4/6/00 |
| PORTRAIT GALLERY | 75-533517 | 8/10/98 |