To the Honorable Commis:  1 Name of conveying party(les):  MOTO PHOTO, INC.  3-5-93  Individual(s)  General Partnership  Corporation-State  Other  Additional name(s) of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  3. Nature of conveying party(les) attached? □ Yes□ No  Association □ General Partnership □ Limited Partnership □ Corporation-State Ohio Corporation □ Other □ Other □ Security Agreement □ Change of Name □ Other □ Application number(s) or registration number(s):  A. Trademark Application No.(s)  A. Trademark Application No.(s)  S. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC  121 Avenue of the Arts, #1200  Philadelphia, PA 19107  Street Address: SAME  102381294  2. Name and address of receiving party(les)  Name: MOTO Franchise corp.  Internal Address: 4444 Lake Center Internal Address: 0 OH Zip; 45  City: Dayton State: 0H Zip; 45  City: Dayton State: OH Zip; 45	Tab settings   To the Honorable Commis:  1 02381294  1. Name of conveying party(ies):  MOTO PHOTO, INC.  3-5-93  Individual(s)  General Partnership  Corporation-State  Other  Additional name(s) of conveying party(ies) attached?  Assignment  Assignment  Security Agreement  Other  Execution Date:  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) attached:  Additional number(s) attached:  Additional number(s):  A. Trademark Application No.(s)  Additional number(s) attached:  Internal Address: Fisher & Zucker LLC.  121 Avenue of the Arts, #1200	attached original documents or copy thereof.  2. Name and address of receiving party(ies)  Name: MOTO Franchise Corp.  Internal Address:  Street Address: 4444 Lake Center D  City: Dayton State: OH Zip: 45  Individual(s) citizenship  Association  General Partnership  Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
1. Name of conveying party(ies): MOTO PHOTO, INC.  3-5-93 Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	1. Name of conveying party(ies):  MOTO PHOTO, INC.  3-5-93  Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Assignment Security Agreement Other Execution Date:  4. Application number(s) or registration number(s): A. Trademark Application No.(s)  Additional number(s) attached: Additional number(s) attached: Additional number(s): A. Trademark Application No.(s)  Additional number(s) attached: Additional number(s): A. Trademark Application No.(s)  Additional number(s) attached: Additional number(s): Additional number(s): Additional number(s) attached: Additional number(s) attached: Additional number(s): Additional number(s) attached: Additional number(s): Additional number(s) attached: Additional number(s)	2. Name and address of receiving party(ies)  Name: MOTO Franchise Corp. Internal Address:  Street Address: 4444 Lake Center D  City: Dayton State: OH Zip: 45  Individual(s) citizenship  Association  General Partnership  Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
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Name: MOTO Franchise Corp.  Name: MOTO Franchise  Name: Motochise  Name: MOTO Franchise  Name: Motochise  Name: M	Additional number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) attached Partnership  Additional number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) attached?  Additional number(s) or registration number(s):  A. Trademark Application No.(s)	Name: MOTO Franchise Corp.  Internal Address: 4444 Lake Center D  City: Dayton State: OH Zip: 45  Individual(s) citizenship  Association  General Partnership  Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
Individual(s)	3 - 5 - 73  ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State ☐ Other ☐ Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No  3. Nature of conveyance: ☐ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☐ Other ☐ Execution Date: ☐ 4. Application number(s) or registration number(s): ☐ A. Trademark Application No.(s)  Additional number(s) attached? ☐ Yes ☐ No  3. Nature of conveyance: ☐ Change of Name ☐ Additional number(s): ☐ A. Trademark Application No.(s)  Additional number(s) attached? ☐ Yes ☐ No  3. Nature of conveyance: ☐ Change of Name ☐ Additional number(s): ☐ A. Trademark Application No.(s)  Additional number(s) attached? ☐ Yes ☐ No  3. Nature of conveyance: ☐ Assignment ☐ Change of Name ☐ Other ☐ Change of Name ☐ Other ☐ Change of Name ☐ Name ☐ Change of Name ☐ Additional number(s): ☐ Additional number(s) attached? ☐ Yes ☐ No  Additional number(s) attached? ☐ Yes ☐ Yes ☐ No  Additional number(s) attached? ☐ Yes ☐ Yes ☐ No  Addit	Internal Address:  Street Address: 4444 Lake Center D City: Dayton State: OH Zip: 45  Individual(s) citizenship  Association General Partnership Limited Partnership Corporation-State Ohio Corporatio Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
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Corporation-State  Other  Additional name(s) of conveying party(ies) attached? Yes \ No  3. Nature of conveyance:  Assignment  Change of Name  Other  Execution Data:  A Application number(s) or registration number(s):  A Trademark Application No.(s)  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: SAME  City: Phila State: PA  Zip: 19107  City: Day ton State: OH  Zip: 45  Individual(s) citizenship  Association  General Partnership  Corporation-State  Ohio Corporation  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  No  Other  It assignes in not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  Other  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  No  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  No  It assignes is not comicided in the United States, a dormetic representative designation is attached: Yes No  No  It assignes is not comicided in the United States, a dormetic representative de	Corporation-State  ☐ Other  Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No  3. Nature of conveyance:  ☐ Assignment ☐ Merger  ☐ Security Agreement ☐ Change of Name  ☐ Other  Execution Date:  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) attached? ☐ Yes ☐ No  Annumber(s) Annumber(s)  Additional number(s) attached? ☐ Yes ☐ No  Annumber(s) Name  Execution Date:  Additional number(s):  Additional number(s) attached? ☐ Yes ☐ No  Annumber(s) Name  Execution Date:  Additional number(s) attached? ☐ Yes ☐ No  Annumber(s) Name  Execution Date:  Additional number(s) attached? ☐ Yes ☐ No  Additional number(s)  Additional number(s) attached? ☐ Yes ☐ No  Additional number(s) attached? ☐ Yes ☐ Yes ☐ No  Additional number(s) attached? ☐ Yes ☐	City: Dayton State: OH Zip: 45  Individual(s) citizenship  Association  General Partnership  Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
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Additional name(s) of conveying party(ies) attached? Yes No  3. Nature of conveyance:    Limited Partnership     Limited Partnership     Corporation-State   Ohio   Corporation     Other     Categories   Other     Corporation-State   Ohio   Corporation     Other     Categories   Other     Categ	3. Nature of conveyance:  Assignment	General Partnership  Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
3. Nature of conveyance:    Security Agreement	3. Nature of conveyance:  Assignment	Limited Partnership  Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
Assignment  Assignment  Assignment  Assignment  Change of Name  Change of Name  Execution Date:  Change of Name  I assignment is not domicited in the United States, a domestic representative designation is struched:  Pression Name and address (es) attached:  Additional number(s):  A Trademark Application No.(s)  B. Trademark Registration No.(s) 5 1 , 660 , 1	Assignment  Security Agreement  Other  Execution Date:  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) atta  5. Name and address of party to whom correspondence concerning document should be mailed:  Name:  Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC  121 Avenue of the Arts, #1200	Corporation-State Ohio Corporatio  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
Change of Name Other Execution Date:  A Application number(s) or registration number(s):  A. Trademark Application No.(s)  A Additional number(s) attached:  Additional number(s) attached:  B. Trademark Registration No.(s) 5) 1, 936 7, 1 1 1 936 7, 28 6 11, 374, 26 1 1 1 936 7, 28 6 11, 374, 26 1 1 1 1 936 7, 28 6 11, 374, 26 1 1 1 1 1 936 7, 28 6 1 1, 374, 26 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Change of Name  Other  Execution Date:  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) atta  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC  121 Avenue of the Arts, #1200	Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)
Other Execution Date:  A Application number(s) or registration number(s):  A. Trademark Application No.(s)  A Trademark Application No.(s)  B. Trademark Registration No.(s) 5) 1, 660, 1  2 1, 613, 78 6) 1, 374, 26  3 1, 254, 778  Additional number(s) attached 1 1 986, 1 1 986, 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	A. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) atta  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC	If assignee is not domiciled in the United States, a domestic representative designation is attached:   Yes No (Designations must be a separate document from assignment)
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Additional name(s) & address (es) attached? Yes No  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s):  B. Trademark Registration No.(s) 5 1 1, 986, 1 1 1 1 936, 856 6 1 1, 374, 26 1 1 1 1 936, 856 6 1 1, 374, 26 1 1 1 1 1 936, 856 6 1 1, 374, 26 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Additional number(s) atta  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC	Additional name(s) & address( es) attached? Yes No
A. Trademark Application No.(s)  B. Trademark Registration No.(s) 5 1 7,060 7 1 1 7,936 7,856 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,374 7,26 2 1 7,613 7,278 6 1 7,778 8 7,254 7,254	A. Trademark Application No.(s)  Additional number(s) atta  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC  121 Avenue of the Arts, #1200	
registrations involved:	concerning document should be mailed:  Name: Lane Fisher, Esquire  Internal Address: Fisher & Zucker LLC	1,1,936,856 2,1,613,278 3)1,254,778 ached <b>1</b> Yes <b>1</b> No
Internal Address: Fisher & Zucker LLC	Internal Address: Fisher & Zucker LLC  121 Avenue of the Arts, #1200	
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.  Lane Fisher, Esquire  Name of Person Signing  Name of Person Signing  Phila Authorized to be charged to deposit account  Authorized to be charged to deposit account number:  (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  9. 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.  Lane Fisher, Esquire  Name of Person Signing	121 Avenue of the Arts, #1200	
Authorized to be charged to deposit account  Philadelphia, PA 19107  Street Address: SAME  8. Deposit account number:  City: Phila State: PA Zip: 19107 (Attach duplicate copy of this page if paying by deposit account number)  DO NOT USE THIS SPACE  9. 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.  Lane Fisher, Esquire  Name of Person Signing  Signature  Date		7. Total fee (37 CFR 3.41)\$ 165.00
Street Address: SAME  8. Deposit account number:  City: Phila State: PA Zip: 19107 (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  9. 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.  Lane Fisher, Esquire  Name of Person Signing  Signature  Date	Philadelphia, PA 19107	Enclosed
City: Phila State: PA Zip: 19107 (Attach duplicate copy of this page if paying by deposit accomposition of 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.  Lane Fisher, Esquire  Name of Person Signing  Name State: PA Zip: 19107 (Attach duplicate copy of this page if paying by deposit accomposition in the page if paying by deposit accomposition in t		Authorized to be charged to deposit account
DO NOT USE THIS SPACE  9. 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.  Lane Fisher, Esquire  Name of Person Signing  Date	Street Address: SAME	8. Deposit account number:
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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.  Lane Fisher, Esquire  Name of Person Signing  Signature  Date		NIS SPACE
Name of Person Signing Signature Date	To the best of my knowledge and belief, the foregoing informa-	ition is true and correct and any attached copy is a true
Name of Person Signing Signature Date		
Total number of pages including cover sheet, attachments, and document:	1	2/25/03

25.00 OP

### TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made and entered into as of this 10th day of February, 2003, by and between MOTO PHOTO, INC., a Chapter 11 debtor-in-possession in Case No. 02-38935 in the U.S. Bankruptcy Court for the Southern District of Ohio ("Assignor") and MOTO FRANCHISE CORP., an Ohio corporation with an address of 444 Lake Center Drive, Dayton, Ohio ("Assignee").

#### **BACKGROUND**

A. Assignor has adopted, used and is using the marks referenced in Schedule A attached hereto (the "Marks"), which are registered in the United States Patent and Trademark Office and elsewhere (the "Registrations"), all as set forth on Schedule "A".

B. On November 25, 2002, Assignor and Assignee entered into an Asset Purchase Agreement (the "Agreement") pursuant to which Assignor will sell substantially all of Assignor's assets (except for cash, pre-paid expenses, and company-owned stores) to Assignee, contingent upon approval of the U.S. Bankruptcy Court for the Southern District of Ohio (the "Court").

C. By Order dated January 26, 2003, the Court authorized the Debtor to consummate the transaction contemplated in the Agreement.

D. The parties wish to memorialize the assignment of the Marks, consistent with their obligations under the Agreement.

E. Assignor wishes to convey and Assignee wishes to acquire all of Assignor's right, title and interest, in and to the Marks, along with any Registrations of the Marks.

#### **AGREEMENT**

NOW THEREFORE, for and in consideration of the obligations set forth in the Agreement, the parties do hereby covenant and agree as follows:

Assignor does hereby sells, assigns, transfers and conveys to Assignee all of its right, title and interest in and to the Marks, together with the good will of the business symbolized by the Marks, along with any Registrations set forth on Schedule "A," effective as of February 10, 2003.

IN WITNESS WHEREOF, the parties have executed this Agreement as of February 10, 2003.

WITNESSES:

MOTO PHOTO, INC.

By:\_

Lawrence P.. Destro, President and CEO

Assignee hereby accepts the foregoing assignment.

MOTO FRANCHISE GORP.

By:\_\_\_/\_

d. Loyle, President

STATE OF OHIO	) ) SS	
COUNTY OF MONTGOMERY	mt was acknowledged	before me as of this 10th day of February, 2003, by Lawrence
In and	CE EIFINI, charaf hartin, Inc., if for the State of Ohio inc.,	a Delaware corporation, on behalf of the corporation.  Notary Public
STATE OF OHIO COUNTY OF MONTGOMERY	) ) SS Y )	
The foregoing instrume	ent was acknowledged	before me as of this 10th day of February, 2003, by Harry D. io corporation, on behalf of the corporation.
	Francinse Corp, an On ECCLE M. DuY, Nothry Fublic It and for the State of Chilo by Commission Expires Jan. 25, 2	Notary Public

# SCHEDULE A-MARKS REGISTERED IN UNITED STATES

TRADEMARK	REGISTRATION NUMBER
CLUB MOTO	1,613,278
моторното	1,254,778
моторното рном	1,986,577
ONE HOUR MOTOPHOTO & PORTRAIT STUDIO	1,660,121
ONE HOUR MOTOPHOTO	1,374,261
PET PARADE	1,936,856



BUSINESS LAWYERS

February 27, 2003

Lane Fisher\*

Jeffrey Zucker\*

J. Samuel Choate Jr.º

F. Joseph Dunn\*

Daniel L. Fiore+

John C. Bobber Jr.+

Christina M. Parisi#

JoyAnn Kenny+

+member PA bar only

\*member PA and NJ bars

°member GA, VA and DC bars

#member NY and NI bars

Commissioner of Patent & Trademarks

United States Patent and Trademark Office

Box Assignments

Washington, D.C. 20231

Re: Moto Photo Trademark Registration Nos.: 1,036,856; 1,613,278;

1,254,778; 1,986,577; 1,660,121; and 1,374,261

Dear Sir or Madam:

Please find the following enclosures:

- 1. A copy of the Trademark Assignment executed by Moto Photo, Inc. and MOTO Franchise Corp., pursuant to which Moto Photo, Inc. assigned trademark registration nos.: 1,036,856; 1,613,278; 1,254,778; 1,986,577; 1,660,121 and 1,374,261 (the "Trademarks") to MOTO Franchise Corp.;
  - 2. The appropriate cover page for the Trademark Assignment;
- 3. A check in the amount of \$165.00 payable to the United States Patent and Trademark Office to cover the applicable filing fees for the registration of the Trademark Assignment;
- 4. A copy of the Intellectual Property Mortgage executed by MOTO Franchise Corp. and Fifth Third Bank, pursuant to which MOTO Franchise Corp. granted Fifth Third Bank a security interest in the Trademarks;
- 5. The appropriate cover page for the Intellectual Property Mortgage; and
- 6. A check in the amount of \$165.00 payable to the United States Patent and Trademark Office to cover the applicable filing fees for the registration of the Intellectual Property Mortgage.

Kindly record the documents and cover sheets and forward the notice of recordation of assignment to my attention.

121 Avenue of the Arts Suite 1200 Philadelphia, PA 19107 P: 215.545.5200 F: 215.545.8313

402 Park Boulevard Cherry Hill, NJ 08002 P: 856.665.5253 F: 856.488.2108

777 Gloucester Street Suite 4 | I Brunswick, GA 3 | 520 P: 912.264.4211 F: 912.264.0453





Very truly yours,

## FISHER & ZUCKER LLC

I ane Fisher

LF:jk

cc: Harry Loyle

Fern E. Goldman

**RECORDED: 03/05/2003**