

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Portrait Corporation of America, Inc.		06/27/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Agent		
Street Address:	101 N. Tryon Street		
Internal Address:	15th Floor		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2687022	GOPORTRAITS	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27650		
NAME OF SUBMITTER:	Charles L. Evans		
Signature:	/Charles L. Evans/		
Date:	03/30/2005		

OP \$40.00 2687022

Total Attachments: 2

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**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 Obligors 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>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2687022	GOPORTRAITS	02/11/2003

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,

**PORTRAIT CORPORATION OF AMERICA,
INC.**, a Delaware corporation
(successor by merger with PCA International, Inc., a
North Carolina Corporation)

By: 
Name: Barry Feld
Title: CHAIRMAN & CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

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Very truly yours,

**PORTRAIT CORPORATION OF AMERICA,
INC.**, a Delaware corporation
(successor by merger with PCA International, Inc., a
North Carolina Corporation)

By: 

Name: Barry Feld

Title: Chairman + CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 

Name: Bruce M. McCormick

Title: Senior Vice President

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