

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A. as Agent		07/15/2005	National Banking Association:

RECEIVING PARTY DATA	
Name:	PCA LLC
Street Address:	815 Matthews-Mint Hill Road
City:	Matthews
State/Country:	NORTH CAROLINA
Postal Code:	28105
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2276102	THE PORTRAIT GALLERY
Registration Number:	2482866	PCA PORTRAIT GALLERY
Registration Number:	2278074	PCA
Registration Number:	2207312	PCA PORTRAIT ADVANTAGE
Registration Number:	2496523	PORTRAITWORKS
Registration Number:	2109875	A WHOLE NEW WAY TO GET PORTRAITS YOUR WAY
Registration Number:	1958904	THE CHOICE OF PROUD PARENTS EVERYWHERE
Registration Number:	1958037	INSTANT DIGITAL PORTRAIT SYSTEM
Registration Number:	1939801	NOW YOU DECIDE IF THE EXPRESSION IS RIGHT...INSTANTLY!
Registration Number:	1897212	INSTANT DIGITAL IMAGE
Registration Number:	1900243	INSTANT DIGITAL IMAGES
Registration Number:	1459748	CHURCH FAMILY ALBUMS
Registration Number:	1459761	CHURCH FAMILY ALBUMS

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Registration Number:	938234	PCA
Serial Number:	78021876	TURNKEY PICTORIAL DIRECTORIES
Serial Number:	76019413	GO PORTRAITS
Serial Number:	75533517	THE PORTRAIT GALLERY
Serial Number:	78110989	CATCH THE MAGIC

CORRESPONDENCE DATA

Fax Number: (415)268-7522

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415 268 6538

Email: rlal@mofo.com

Correspondent Name: Jennifer Lee Taylor

Address Line 1: 425 Market Street

Address Line 4: San Francisco, CALIFORNIA 94105-2482

NAME OF SUBMITTER:	Jennifer Lee Taylor
Signature:	/Jennifer Lee Taylor/
Date:	07/22/2005

Total Attachments: 3

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RELEASE OF SECURITY INTEREST

WHEREAS, PCA LLC granted BANK OF AMERICA, N.A., as Agent (the "Lender"), liens on and security interests in and to the trademarks identified in Exhibit A attached hereto and by this reference made a part hereof (the "Trademarks");

WHEREAS, notices of the security interests were recorded with the United States Patent and Trademark Office on July 19, 2002 at Trademark Reel 002549, Frame 0702;

WHEREAS, the Lender desires to cancel and terminate all of its liens and security interests on or against the Trademarks;

WHEREAS, PCA LLC has satisfied and fulfilled all of its obligations for the cancellation and termination of such liens and security interests.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Lender hereby releases unto PCA LLC, effective as of the date hereof, all liens and security interests in and to the Trademarks appearing on Exhibit A, together with the goodwill associated with the foregoing, all books and records relating to the Trademarks or products involving the Trademarks, and any and all proceeds thereof, and any interest ever possessed by the Lender in any claims by PCA LLC against third parties for infringement of the Trademarks and the proceeds therefrom and licensing royalties.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has executed this instrument as of July 15, 2005.

BANK OF AMERICA, N.A., as Agent

By: Bruce M. McCormick

Name: Bruce M. McCormick

Title: Senior Vice President

Exhibit A

**PCA LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

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

CATCH THE MAGIC	78-110989	2/26/02
TURNKEY PICTORIAL DIRECTORIES	78-021876	8/18/00
GOPORTRAITS	76-019413	4/6/00
PORTRAIT GALLERY	75-533517	8/10/98