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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Morgan Guaranty Trust Company of New York

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: New York
 Other _____

Citizenship (see guidelines) _____
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
 Additional names, addresses, or citizenship attached? Yes No

Name: Polaroid Corporation
 Internal Address: _____
 Street Address: 1265 Main Street
 City: Waltham
 State: MA
 Country: U.S. Zip: 02451

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship: Delaware
 Other _____ Citizenship _____

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 (Execution Date(s) :
 Execution Date(s) 08/09/2005

Assignment Merger
 Security Agreement Change of Name
 Other Declaration

4. Application number(s) or registration number(s) and identification or description of the Trademark.
 A. Trademark Application No.(s) _____
 B. Trademark Registration No. (s) 1617173, 1526863

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: Lee J. Fulgen
 Internal Address: Neal, Gerber & Eisenberg LLP
 Street Address: Two North LaSalle Street
 City: Chicago
 State: Illinois Zip: 60602
 Phone Number: 312-269-8000
 Fax Number: 312-269-1747
 Email Address: lfulgen@ngelaw.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ 65.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
 a. Credit Card Last 4 Numbers _____
 Expiration Date _____
 b. Deposit Account Number 502261
 Authorized User Name Lee Fulgen

9. Signature: Lee J. Fulgen
 Signature _____ Date 8/9/05
 Name of Person Signing: Lee J. Fulgen, Attorney for Polaroid Corporation

Total number of pages including cover sheet, attachments, and documents: 2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 502261 1517173

DECLARATION

I am a partner in the law firm Neal, Gerber & Eisenberg LLP and am outside trademark counsel to Polaroid Corporation. On May 3, 2001, a Supplemental Security Agreement between Polaroid Corporation (as assignor) and Morgan Guaranty Trust Company of New York (as assignee) was improperly recorded against U.S. Registration Nos. 1517173 and 1526863, which are owned by Popshots, Inc., at Reel 2306 and Frame 0576.

The chain of title for Reg. Nos. 1517173 and 1526863 should not have been altered as Popshots, Inc. is and continues to be the owner of the registrations at issue, free and clear of any security interest purportedly granted by Polaroid Corporation. Thus, the document recorded at Reel 2306 and Frame 0576 was recorded in error and should be removed.

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, declares that all of the foregoing statements made of his own knowledge are true and all statements made upon information and belief are believed to be true.

Date: 8/9/05

By:

Lee J. Bulgen
Lee J. Bulgen, Esq.
Attorney for Polaroid Corporation