

# 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
Cherry Hill Photo Enterprises, Inc.		08/31/2006	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	MCG Capital Corporation, as Administrative Agent		
Street Address:	1100 Wilson Boulevard		
Internal Address:	Suite 300		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22209		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1060473	UNIVERSITY OF SANTA CLAUS	
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 27560		
ATTORNEY DOCKET NUMBER:	020286.12 NTCHERRYHILLCLE		
NAME OF SUBMITTER:	Charles L. Evans		
Signature:	/Charles L. Evans/		

OP \$40.00 1060473

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**TRADEMARK**  
**REEL: 003398 FRAME: 0737**

Date:

09/28/2006

**Total Attachments: 4**

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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 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") dated as of August 31, 2006 among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and MCG Capital Corporation, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the registered trademarks and trademark registration applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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.

[Signature Pages Follow]

Very truly yours,

CHERRY HILL PHOTO ENTERPRISES, INC.,  
a Florida corporation

By: 

Name: ~~Edward W. Price~~ Wayne Price

Title: ~~President~~ Chief Financial Officer

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: \_\_\_\_\_

Name: Andrew Jacobson

Title: Managing Director and Vice President

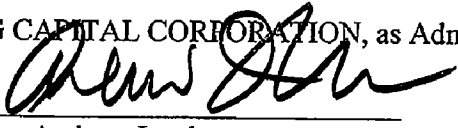
Very truly yours,

CHERRY HILL PHOTO ENTERPRISES, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: Edward Warchol  
Title: President

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By:   
Name: Andrew Jacobson  
Title: Managing Director and Vice President

**Schedule 1**

**Cherry Hill Photo Enterprises, Inc.  
(Florida corporation)**

**U.S. Trademark**

**Registered Mark**

Mark	Registration No.	Registration Date
UNIVERSITY OF SANTA CLAUS	1060473	3/1/77

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