TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PCA International, Inc.		06/07/2007	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Consumer Programs Incorporated
Street Address:	1706 Washington Avenue
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63103
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1459748	CHURCH FAMILY ALBUMS
Registration Number:	1459761	CHURCH FAMILY ALBUMS
Registration Number:	2496523	PORTRAITWORKS
Registration Number:	2687022	GOPORTRAITS
Registration Number:	2567763	THE PORTRAIT GALLERY
Registration Number:	2276102	THE PORTRAIT GALLERY
Serial Number:	77045287	360 REVOLVE
Serial Number:	77045285	360 WHEELS

CH $215.00 1459748

CORRESPONDENCE DATA

Fax Number: (312)984-7700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3123722000
Email: chicago_ip_docket@mwe.com, jmikulina@mwe.com, kwalsh@mwe.com

Correspondent Name:	McDermott Will & Emery LLP
Address Line 1:	227 W. Monroe Street
Address Line 2:	Suite 4400
Address Line 4:	Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	20242-010
NAME OF SUBMITTER:	Jennifer M. Mikulina
Signature:	/Jennifer M. Mikulina/
Date:	03/14/2008

Total Attachments: 7
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "**Trademark Assignment**") is entered into as of June 8, 2007, by and among (1) Portrait Corporation of America, Inc., PCA LLC, American Studios, Inc., PCA Photo Corporation of Canada, Inc., PCA National LLC, PCA Finance Corp., Photo Corporation of America, and PCA National of Texas, LP (collectively, "**Sellers**") and (2) CPI Corp. ("**CPI Corp.**"), Texas Portraits, L.P. ("**Texas Portraits**"), Consumer Programs Incorporated ("**Consumer Programs**"), CPI Canadian Images ("**CPI Canada**"), and CPI Images, L.L.C. ("**CPI Images**") (collectively, "**Buyers**").

WHEREAS, Sellers own certain trademarks listed in the attached Exhibit A, and of all of the goodwill of the business appurtenant thereto ("**Trademarks**");

WHEREAS, Buyers are acquiring the Trademarks, as set forth in the attached Exhibit A, together with all of the goodwill of the business associated with the Trademarks, from Sellers pursuant to the terms set forth in that certain Purchase and Sale Agreement, dated as of May 1, 2007, as amended (the "**Purchase Agreement**"), to which Sellers and Buyers are parties; and

WHEREAS, by the order dated June 4, 2007 (the "**363/365 Order**"), the United States Bankruptcy Court for the Southern District of New York approved the Purchase Agreement and the sale of Assets to the Assignee as more fully set forth therein; and

WHEREAS, Buyers and Sellers wish to herein memorialize said assignment, transfer and sale of the Trademarks to Buyers.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the amounts set forth the Purchase Agreement and the 363/365 Order, and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Sellers have sold, assigned and transferred, and by these presents does sell, assign and transfer unto Buyers, the entire right, title and interest in and to the Trademarks, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, the Sellers hereby request the Director of the United States Patent and Trademark Office (the "**Director**") to record this Trademark Assignment. The Sellers hereby further request the Director to issue any and all registrations resulting from applications among the Trademarks or derived therefrom to Buyers as assignee of the entire interest.

This Trademark Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the Sellers and Buyers. This Trademark Assignment shall not confer any rights or remedies upon any person other than the parties hereto, and their respective successors and assigns.

IN TESTIMONY WHEREOF, the Sellers and the Buyers have caused this Trademark Assignment to be executed as of the date first written above.

SELLERS:

Portrait Corporation of America, Inc.

By: _____
Name: R. David Alexander Jr.
Its: President

PCA LLC

By: _____
Name: R. David Alexander Jr.
Its: President

American Studios, Inc.

By: _____
Name: R. David Alexander Jr.
Its: President

BUYERS:

CPI Corp.

By: _____
Name: _____
Its: _____

(SIGNATURE PAGE TO TRADEMARK ASSIGNMENT)

IN TESTIMONY WHEREOF, the Sellers and Buyers have caused this Trademark Assignment to be executed as of the date first written above.

SELLERS:

Portrait Corporation of America, Inc.

By:_____
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Its:_____

PCA LLC

By:_____
Name:_____
Its:_____

American Studios, Inc.

By:_____
Name:_____
Its:_____

PCA Photo Corporation of Canada, Inc.

By:_____
Name:_____
Its:_____

PCA National LLC

By:_____
Name:_____
Its:_____

PCA Finance Corp.

By:_____
Name:_____
Its:_____

Photo Corporation of America

By:_____
Name:_____
Its:_____

BUYERS:

CPI Corp.

By:_____
Name: Gary W. Douglass
Its: EVP, Finance/Treasurer

Texas Portraits, L.P.

By:_____
Name: Gary W. Douglass
Its: EVP, Finance/Treasurer

Consumer Programs Incorporated

By:_____
Name: Gary W. Douglass
Its: EVP, Finance/Treasurer

CPI Canadian Images

By:_____
Name: Gary W. Douglass
Its: EVP, Finance/Treasurer

CPI Images, L.L.C.

By:_____
Name: Gary W. Douglass
Its: EVP, Finance/Treasurer

(SIGNATURE PAGE TO TRADEMARK ASSIGNMENT)

CHI99 4836200-3.020242.0010

CERTIFICATE OF ACKNOWLEDGEMENT

I, Elizabeth S. Carson, a Notary Public in and for Mecklenburg County, North Carolina, do hereby certify that R. David Alexander, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as a free act and deed on behalf of Portrait Corporation of America, Inc., PCA LLC and American Studios, Inc., with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 7th day of June, 2007.

Elizabeth S. Carson
Notary Public

Commission Expires: July 26, 2007

EXHIBIT A

Trademark	Registration Number	Registration Date	Status	Buyer to Which Trademark Will be Transferred
PCA International, Inc.				
CHURCH FAMILY ALBUMS (Sty.)	1,459,748	9/29/87	Registered	Consumer Programs Incorporated
CHURCH FAMILY ALBUMS	1,459,761	9/29/87	Registered	Consumer Programs Incorporated
PCA & DESIGN – Continued through July 18, 2012	938,234	7/18/72	Registered	Consumer Programs Incorporated
PORTRAITWORKS	2496523	10/9/01	Registered	Consumer Programs Incorporated
GOPORTRAITS	2687022	2/11/03	Registered	Consumer Programs Incorporated
THE PORTRAIT GALLERY	2567763	5/7/02	Registered	Consumer Programs Incorporated
THE PORTRAIT GALLERY	2276102	9/07/99	Registered	Consumer Programs Incorporated
PCA PORTRAIT GALLERY	2482866	8/28/01	Registered	Consumer Programs Incorporated
CATCH THE MAGIC	2839174	5/4/04	Registered	Consumer Programs Incorporated
360 REVOLVE	77045287	05/16/06	Pending	Consumer Programs Incorporated
360 WHEELS	77045285	11/16/06	Pending	Consumer Programs Incorporated
Portrait Corporation of America, Inc.				
GOPORTRAITS	2687020	2/11/03	Registered	Consumer Programs Incorporated
American Studios, Inc.				
EYE DESIGN – Continued through May 28, 2006	1976759	5/28/96	Registered	Consumer Programs Incorporated
PICTURE IT YOUR WAY	2044992	3/11/97	Registered	Consumer Programs Incorporated

EYE DESIGN	2048298	3/25/97	Registered	Consumer Programs Incorporated
PCA National LLC				
CHURCH FAMILY ALBUMS (Sty.)	1,459,748	9/29/87	Registered	Consumer Programs Incorporated
CHURCH FAMILY ALBUMS	1,459,761	9/29/87	Registered	Consumer Programs Incorporated
PCA & DESIGN – Continued through July 18, 2012	938,234	7/18/72	Registered	Consumer Programs Incorporated
PCA LLC				
PictureMe Portrait Studios	78889986	5/23/06	Pending	Consumer Programs Incorporated
PictureMe! Portrait Studios (with design)	78936732	7/25/06	Pending	Consumer Programs Incorporated
PictureMe	78889984	5/23/06	Pending	Consumer Programs Incorporated
ColorMe! (design)	77039403	11/8/06	Pending	Consumer Programs Incorporated
ColorMe!	77039325	11/8/06	Pending	Consumer Programs Incorporated
CATCH THE MAGIC	2839174	5/4/04	Registered	Consumer Programs Incorporated
GOPORTRAITS (Int Cl 35)	2951977	5/17/05	Registered	Consumer Programs Incorporated
PCA with Logo	0938234	7/18/72	Registered	Consumer Programs Incorporated
THE PORTRAIT GALLERY	2276102	9/7/99	Registered	Consumer Programs Incorporated
THE PORTRAIT GALLERY	2276102	9/07/99	Registered	Consumer Programs Incorporated
PCA PORTRAIT GALLERY	2482866	8/28/01	Registered	Consumer Programs Incorporated
PORTRAITWORKS	2496523	10/9/01	Registered	Consumer Programs Incorporated
CHURCH FAMILY ALBUMS	1459748		Registered	Consumer Programs Incorporated

Photo Corporation of America				
CHURCH FAMILY ALBUMS (Sty.)	1,459,748	9/29/87	Registered	Consumer Programs Incorporated
CHURCH FAMILY ALBUMS	1,459,761	9/29/87	Registered	Consumer Programs Incorporated
PCA & DESIGN – Continued through July 18, 2012	938,234	7/18/72	Registered	Consumer Programs Incorporated