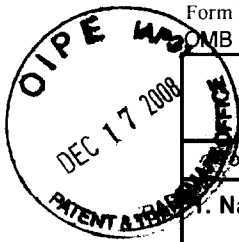


12-22-2008

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



WRD
12-17-08



103540708

ET

to the Director of the U. S. Patent and Trademark Office. Please indicate the serial number of the documents or the new address(es) below.

1. Name of conveying party(ies):

Jupiter Entertainment, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Tennessee
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 10, 2008

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: PhotoOps, LLC

Internal

Address:

Street Address: 8923 Linksvue Drive

City: Knoxville

State: Tennessee

Country: United States Zip: 37922

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other limited liability co COMPANY

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

76/578,131

B. Trademark Registration No. (s)

Additional sheet(s) attached? Yes No

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

PHOTO OPS (February 27, 2004)

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Stephen G. Janoski

Internal Address: Roylance, Abrams, Berdo & Goodman, L.L.P.

Street Address: 1300 19th Street, N.W.

Suite 600

City: Washington

State: D.C. Zip: 20036

Phone Number: (202) 659-9076

Fax Number: (202) 659-9344

Email Address: SGJdocketing@roylance.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

12/19/2008 MIAMI 00000013 76578131

Deposit Account Number

Authorized User Name

9. Signature:

December 17, 2008

Date

Stephen G. Janoski
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

3

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

ASSIGNMENT

WHEREAS, Jupiter Entertainment, Inc., a Tennessee corporation with its principal address at 8923 Linksvue Drive Knoxville, Tennessee 37922, and formerly at 419 Erin Drive, Knoxville, Tennessee 37919, United States of America (hereinafter the "Assignor"), is the owner of all right, title and interest in and to the trademark and service mark, including the corresponding application and/or registration thereof, listed in Schedule A hereto (hereinafter the "Mark"); and

WHEREAS, PhotoOps, LLC, a Tennessee limited liability company with its principal address at 8923 Linksvue Drive, Knoxville, Tennessee 37922, United States of America (hereinafter the "Assignee"), desires to acquire all right, title and interest in and to the Mark; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, and transfers to Assignee, effective as of the date December 10, 2008, all right, title and interest in and to the Mark, together with the goodwill of the business symbolized thereby and/or associated therewith, and this assignment which concerns and/or involves a Mark that is the subject of an application under §1(b) of the U.S. Trademark Act, 15 U.S.C. Section 1051(b), for which a Statement of Use has not yet been filed in the U.S. Patent and Trademark Office, is to a successor to the business of the Assignor or to a successor to the segment and/or portion of the Assignor's business to which such Mark that is the subject of an application under §1(b) of the U.S. Trademark Act, 15 U.S.C. Section 1051(b), specifically pertains.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by duly authorized officers and effective the day and year above stated.

ASSIGNOR

JUPITER ENTERTAINMENT, INC.

By: Robert Twilley

Name: Robert Twilley

Title: Vice President, General Manager

Signed
This 10th day of December, 2008.

ASSIGNEE

PHOTOOPS, LLC

By: Stephen Land

Name: STEPHEN LAND

Title: President

Signed H
This 12 day of December, 2008.

SCHEDULE A

COUNTRY

MARK

APPLICATION NO.

UNITED STATES

PHOTO OPS

76/578,131