

**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
Sportography, Inc.		06/23/2008	CORPORATION: CONNECTICUT
Gregory H. Eisen		06/23/2008	INDIVIDUAL:
Eric D. Eisen		06/23/2008	INDIVIDUAL:

**RECEIVING PARTY DATA**

Name:	Lifetouch National School Studios Inc.
Street Address:	11000 Viking Drive
Internal Address:	Suite 400
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: MINNESOTA

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	2917025	SPORTOGRAPHY
Registration Number:	3092063	SPORTOGRAPHY PHOTOGRAPHING TOMORROW'S STARS LENS MADE IN USA 28.105 MM 1.4 - 5.6
Registration Number:	3372474	OPR
Registration Number:	3677295	SPORTS MEMORIES MADE EASY

**CORRESPONDENCE DATA**

Fax Number: (612)766-1623  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-766-7196  
 Email: trademarkmpls@faegre.com  
 Correspondent Name: Faegre & Benson LLP  
 Address Line 1: 90 South Seventh Street  
 Address Line 2: 2200 Wells Fargo Center

OP \$1115.00 2917025

Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER: 23876-370847

NAME OF SUBMITTER: Dianna L. Gould - paralegal

Signature: /dlg/

Date: 02/10/2010

Total Attachments: 2  
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source=Assignment from Sportography to Lifetouch#page2.tif

**ASSIGNMENT OF CONTRACT RIGHTS AND INTANGIBLES**

On June 13, 2008, Sportography, Inc., a Connecticut corporation ("Assignor") and Gregory H. Eisen and Eric D. Eisen (together "Shareholders"), ("Individual") entered into an Asset Purchase Agreement ("Asset Purchase Agreement") with Lifetouch National School Studios Inc., a Minnesota corporation ("Purchaser") for the purchase and sale of certain assets of Assignor's portrait and special event photography and memory book business.

Pursuant to the Asset Purchase Agreement, Assignor has agreed to assign the Customer Contracts, Customer Lists, Employee Noncompetes, Goodwill, Image Media Inventory, Intellectual Property, Model Releases, Operating Data and Records, Telephone Numbers, and Deposits, all defined in the Asset Purchase Agreement (together "Contract Rights and Intangibles"), to Purchaser and Purchaser has agreed to accept the assignment of the Contract Rights and Intangibles in accordance with the terms of the Asset Purchase Agreement

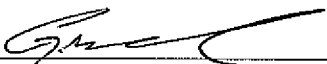
NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby irrevocably assigns, transfers and conveys to Purchaser all of Assignor's right, title and interest in and to the Contract Rights and Intangibles.

2. Assignor and Shareholders, jointly and severally, warrant and represent that Assignor is the sole legal and equitable owner of the Contract Rights and Intangibles, has good and marketable title thereto, and has good right to sell the same; that the Contract Rights and Intangibles are free and clear of all encumbrances; and that Assignor and Shareholders will defend the assignment of the Contract Rights and Intangibles to Purchaser and Purchaser's successors and assigns, against all and every person and persons who may claim the whole or any part of the Contract Rights and Intangibles.


IN WITNESS WHEREOF, Assignor has executed this Assignment, as of the 23rd day of June, 2008.


Sportography, Inc.

  
\_\_\_\_\_  
Gregory H. Eisen

By:   
\_\_\_\_\_  
Title: President

Subscribed and Sworn to before me  
the 20 day of June, 2008.

  
\_\_\_\_\_  
Eric D. Eisen

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 8/31/11

MARIA C. BAHIA  
NOTARY PUBLIC  
My Commission Expires Aug. 31, 2011

**Schedule 2.18(c)**  
**Owned Intellectual Property**

Sportography (Registration No. 2917025)

Sportography Photographing Tomorrow's Stars (Registration No. 3092063)

OPR (Online Photo Registration) - (Registration No. 3372474)

Sports Memories Made Easy (Serial No. 77388773) - subject to Office Action filed by the United States Patent and Trademark Office on May 22, 2008

Sportography in Focus (Serial No. 77291742)

PQI Evaluator (Photography Quality Index Evaluator)- measurement tool to evaluate photographer's performance designed to run on windows) Software to drop order data and images into out sourcing lab

All common law rights of Seller, if any, to the following marks:

Little Big Shot  
ProSeries

**Owned Software Applications:**

1. SPIN- Custom Owned (built by NRG)
2. SPEED- Custom Owned (built by SP)
3. SOAR- Custom Owned (built by SP)
4. PQI Evaluator- Custom Owned (built by SP)
5. Cardman- Custom Owned (built by SP)
6. Image Manager- Custom Owned (built by SP)
7. OSDE Agent- Custom Owned (built by SP)
8. SPEEDAgent- Custom Owned (built by SP)
9. SPORTOAgent- Custom Owned (built by SP)