

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
The Picture People LLC		03/01/2011	LIMITED LIABILITY COMPANY: UNITED STATES

RECEIVING PARTY DATA

Name:	TPP Acquisition, Inc.
Street Address:	1800 10th Street #300
City:	Plano
State/Country:	TEXAS
Postal Code:	75074
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	75157960	ZOOM ROOM
Serial Number:	75604125	FOCUS POCUS PORTRAIT STUDIOS
Serial Number:	73762468	EXPRESSLY PORTRAITS
Serial Number:	74303983	1 HR CLUB
Serial Number:	74303982	1 HR CLUB
Serial Number:	75533723	THE PICTURE PEOPLE
Serial Number:	75546948	THE PICTURE PEOPLE
Serial Number:	75597587	FOCUS POCUS
Serial Number:	78676480	EVERYDAY SMILER CLUB
Serial Number:	85208383	OUR PICTURES. YOUR STORY.
Serial Number:	85209542	PICTURE PEOPLE
Serial Number:	78676499	PREMIER SMILER CLUB
Serial Number:	75883686	THE PICTURE PEOPLE

OP \$340.00 75157960

CORRESPONDENCE DATA

Fax Number: (703)744-8001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7037448000
Email: LKOLO@PATTONBOGGS.COM
Correspondent Name: LACY KOLO
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Address Line 2: PATTON BOGGS, LLP
Address Line 4: MCLEAN, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	027988.0114 LLK
NAME OF SUBMITTER:	LACY KOLO
Signature:	/LACY KOLO/
Date:	03/03/2011

Total Attachments: 4

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source=The_Picture_People_LLC_-_EXECUTED_Bill_of_Sale_dated_March_1__2011#page4.tif

BILL OF SALE

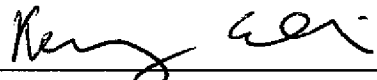
This Bill of Sale is made this 1st day of March, 2011, from The Picture People LLC, a California limited liability company ("Seller") to TPP Acquisition, Inc., a Delaware corporation ("Buyer").

Seller hereby sells, transfers, assigns, conveys and delivers to Buyer, all of its rights, title and interest in and to all tangible and intangible property and assets (including associated goodwill) of Seller including without limitation the assets set forth on Schedule A and Schedule B hereto (the "Subject Assets"), to have and to hold the Subject Assets unto Buyer and its heirs, successors and assigns to and for its and their own proper use and benefit forever.

The internal laws of Delaware shall govern the validity and interpretation of this Bill of Sale and the performance by the parties hereto of their respective duties and obligations hereunder.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Bill of Sale under seal as of the date first set forth above.

THE PICTURE PEOPLE LLC

By: 
Name: Kenneth F. Elias
Title: Manager

SCHEDULE A

Subject Assets

ALL ASSETS OF THE PICTURE PEOPLE LLC F/K/A THE PICTURE PEOPLE INC. (collectively, the "Property") including, without limitation all of the following: inventory; accounts, accounts receivable, and other rights to payment; machinery and equipment and all related parts and supplies; office equipment, furniture, furnishings, computers, and all related parts and supplies; leasehold improvements; intellectual property, including computer programs, know-how, processes, designs, techniques, plans, engineering drawings, artwork, packaging, advertising material, specifications, models, inventions, including all underlying works and all derivative works of the foregoing and all rights of the Debtor therein, including all copyrights and copyright applications, trademarks and trademark applications, trade names, service marks, logos and associated goodwill, patents and patent applications, and trade secret rights; customer lists; all rights under contracts to which the Debtor is a party; all other tangible or intangible personal property; and all books, records, correspondence, files and documents of any kind relating to the foregoing.

SCHEDULE B

PATENTS AND PATENT APPLICATIONS

Serial Number Patent Number	Filing Date Issue Date	Title
Ser No: 11/277,212 Pat No: 7,470,044	Filing Date: 03/22/2006 Issue Date: 12/30/2008	LIGHT DIFFUSION DEVICE

TRADEMARKS

Country	Serial Number Registration Number	Filing Date Registration Date	Mark
U.S.	Ser No: 75/157960 Reg No: N/A	Filing Date: 08/29/1996 Reg Date: N/A	ZOOM ROOM
U.S.	Ser No: 75/604,125 Reg No: N/A	Filing Date: 12/01/1998 Reg Date: N/A	FOCUS POCUS PORTRAIT STUDIOS
U.S.	Ser No: 73762468 Reg No: 1546887	Filing Date: 11/07/1988 Reg Date: 07/04/1989	EXPRESSLY PORTRAITS
U.S.	Ser No: 74303983 Reg No: 1798323	Filing Date: 08/12/1992 Reg Date: 10/12/1993	1 HR CLUB
U.S.	Ser No: 74303982 Reg No: 1843276	Filing Date: 08/12/1992 Reg Date: 07/05/1994	1 HR CLUB
U.S.	Ser No: 75533723 Reg No: 2394410	Filing Date: 08/10/1998 Reg Date: 10/10/2000	THE PICTURE PEOPLE
U.S.	Ser No: 75546948 Reg No: 2482884	Filing Date: 09/01/1998 Reg Date: 08/28/2001	THE PICTURE PEOPLE
U.S.	Ser No: 75597587 Reg No: 2735010	Filing Date: 12/01/1998 Reg Date: 07/08/2003	FOCUS POCUS
U.S.	Ser No: 78676480 Reg No: 3120120	Filing Date: 07/22/2005 Reg Date: 07/25/2006	EVERYDAY SMILER CLUB
U.S.	Ser No: 85208383 Reg No: N/A	Filing Date: 12/30/2010 Reg Date: N/A	OUR PICTURES, YOUR STORY
Turkey	Ser No: 200539975 Reg No: 200539975	Filing Date: 09/21/2005 Reg Date: 09/21/2005	PICTURE PEOPLE
U.S.	Ser No: 85209542 Reg No: N/A	Filing Date: 01/03/2011 Reg Date: N/A	PICTURE PEOPLE
New Zealand	Ser No: 735683 Reg No: 735683	Filing Date: 09/15/2005 Reg Date: 03/16/2006	PICTURE PEOPLE & DESIGN
Switzer- land	Ser No: 575072005 Reg No: 539132	Filing Date: 09/15/2005 Reg Date: 09/15/2005	PICTURE PEOPLE & DESIGN
Turkey	Ser No: 200539974	Filing Date: 09/21/2005	PICTURE PEOPLE &

	Reg No: 200539974	Reg Date: 09/21/2005	DESIGN
U.S.	Ser No: 78676499 Reg No: 3120122	Filing Date: 07/22/2005 Reg Date: 07/25/2006	PREMIER SMILER CLUB
U.S.	Ser No: 75883686 Reg No: 2412495	Filing Date: 12/28/1999 Reg Date: 12/12/2000	THE PICTURE PEOPLE

COPYRIGHTS

Registration Number	Registration Date	Copyright Description
Reg No: VA0001701423	Reg Date: 05/23/2008	Visual Work (photo print) titled Girl with Product
Reg No: VA0001701421	Reg Date: 05/23/2008	Visual Work (photo print) titled Smiling Girl
Reg No: VA0001701418	Reg Date: 05/23/2008	Visual Work (photo print) titled Girl in Bikini