

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Foto Fantasy, Inc.		07/21/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	RBS Citizens National Association
<b>Street Address:</b>	875 Elm Street
<b>City:</b>	Manchester
<b>State/Country:</b>	NEW HAMPSHIRE
<b>Postal Code:</b>	03101
<b>Entity Type:</b>	Federal Banking Institution:

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2769186	FOTO FANTASY
Registration Number:	2409979	FOTOFUN
Registration Number:	2288575	THE PORTRAIT STUDIO
Registration Number:	2543066	FOTO FANTASY
Registration Number:	2517480	THE PORTRAIT STUDIO
Registration Number:	2828482	SKETCH EXPRESS
Registration Number:	2004296	FOTO FANTASY
Registration Number:	2002920	FOTO FANTASY
Registration Number:	2131346	FANTASY ENTERTAINMENT
Registration Number:	3743014	EVENTURE
Registration Number:	3185037	THE DIGITAL EASEL
Registration Number:	3820785	BLABABOOTH

**CORRESPONDENCE DATA**

900197838

**TRADEMARK**  
 REEL: 004589 FRAME: 0632

CH \$315.00 2769186

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NAME OF SUBMITTER:	Kristen M. Walsh
Signature:	/kristenmwash/
Date:	07/25/2011

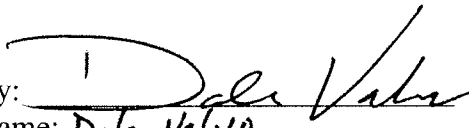
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**NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

Foto Fantasy, Inc., a Delaware corporation, with a principal place of business at 8A Industrial Way, Salem, New Hampshire 03079 (the "Borrower"), entered into a Loan and Security Agreement, dated July 21, 2011, for the benefit of RBS Citizens National Association, a federal banking institution, with an address of 875 Elm Street, Manchester, New Hampshire, 03101 (the "Secured Party"). By that Agreement, the Borrower granted to the Secured Party a continuing first priority security interest in and to among other things, the trademarks, trademark registrations, and pending trademark applications identified in Schedule A hereto, the registered copyrights identified in Schedule B hereto, and the patents, issued patents, and pending patent applications identified in Schedule C hereto.

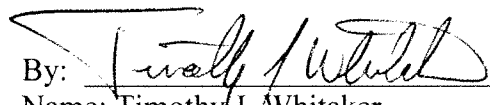
Dated: July 21, 2011

FOTO FANTASY, INC.

By:   
Name: Dale Valvo  
Title: President

Dated: July 21, 2011

RSB CITIZENS NATIONAL ASSOCIATION

By:   
Name: Timothy J. Whitaker  
Title: Senior Vice President

**SCHEDULE A**

<b>Mark</b>	<b>Country</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Next Maintenance Date</b>
<b>EVENTURE</b>	European Union	8933673	August 24, 2010	March 8, 2020 – Renewal Due
<b>THE PORTRAIT STUDIO</b>	European Union	2318459	November 18, 2004	July 27, 2021 – Renewal Due
<b>BLABABOOTH</b>	European Union	8933749	October 19, 2010	March 8, 2020 – Renewal Due
<b>FOTO FANTASY</b>	United States	2769186	September 30, 2003	September 30, 2013 – Renewal Due
<b>FOTOFUN</b>	United States	2409979	December 5, 2000	December 5, 2020 – Renewal Due
<b>THE PORTRAIT STUDIO</b>	United States	2288575	October 26, 1999	October 26, 2019 – Renewal Due
<b>FOTO FANTASY</b>	United States	2543066	February 26, 2002	February 26, 2012 – Renewal Due
<b>THE PORTRAIT STUDIO</b>	United States	2517480	December 11, 2001	December 11, 2011 – Renewal Due
<b>SKETCH EXPRESS</b>	United States	2828482	March 30, 2004	March 30, 2014 – Renewal Due
	United States	2004296	October 1, 1996	October 1, 2016 – Renewal Due
<b>FOTO FANTASY</b>	United States	2002920	September 24, 1996	September 24, 2016 – Renewal Due
<b>FANTASY ENTERTAINMENT</b>	United States	2131346	January 20, 1998	January 20, 2018 – Renewal Due
<b>EVENTURE</b>	United States	3743014	January 26, 2010	January 26, 2016 – Affidavit of Use/Incontestability Due
<b>THE DIGITAL EASEL</b>	United States	3185037	December 12, 2006	December 12, 2012 – Affidavit of Use Due
<b>BLABABOOTH</b>	United States	3820785	July 20, 2010	July 20, 2016 – Affidavit of Use/Incontestability Due

**SCHEDULE B**

<b>Title</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Type of Work</b>	<b>Copyright Claimant</b>
Portrait Studio : version .9.	TX0005318242	June 25, 2001	Computer File	Foto Fantasy, Inc. d.b.a. Fantasy Entertainment
Portrait Studio : version 1.2.	TX0005318243	June 25, 2001	Computer File	Foto Fantasy, Inc. d.b.a. Fantasy Entertainment

**SCHEDULE C**

<b>Title</b>	<b>Country/Jurisdiction</b>	<b>Patent No./ Appl. Serial No.</b>	<b>Filing Date</b>	<b>Status</b>
METHOD OF STIMULATING THE CREATION OF AN ARTIST'S DRAWING OR PAINTING, AND DEVICE FOR ACCOMPLISHING SAME	United States	6,021,417 08/961,780	10/31/97	Issued 02/01/00
METHOD OF SIMULATING THE CREATION OF AN ARTIST'S DRAWING OR PAINTING, AND DEVICE FOR ACCOMPLISHING SAME	European Patent Office	EP 0 932 120 A2	06/29/98	Published 07/28/99
METHOD FOR SIMULATING THE CREATION IF AN ARTIST'S DRAWING OR PAINTING OF A CARICATURE, AND DEVICE FOR ACCOMPLISHING SAME	United States	6,385,628 09/258,922	03/01/99	Issued 05/07/02
METHOD OF SIMULATING THE CREATION OF AN ARTIST'S DRAWING OR PAINTING AND DEVICE FOR ACCOMPLISHING SAME	United States	10/092,368	03/06/02	Abandoned 12/28/07
METHOD FOR SAVING, ACCESSING AND REPRINTING A DIGITIZED PHOTOGRAPHIC IMAGE	United States	6,141,482 08/969,976	11/13/97	Issued 10/31/00 - Lapsed 10/31/08 for nonpayment of Maintenance Fee
PHOTOBOOTH/E-MAIL CENTER	United States	6,718,123 09/430,887	11/01/99	Issued 04/06/04
PHOTOBOOTH/E-MAIL CENTER	Japan	JP 2001-86288	08/24/00	Published 03/30/01
PORTABLE IMAGE CAPTURE, DISPLAY AND PRINTING SYSTEM	United States	10/411,064	04/10/03	Abandoned 02/01/08
PORTABLE IMAGE CAPTURE, DISPLAY AND PRINTING SYSTEM	PCT	PCT/US03/11939	04/16/03	Proceedings Concluded
FREE-STANDING PHOTO STRIP	United States	10/778,511	02/11/04	Abandoned 12/31/07

Title	Country/Jurisdiction	Patent No./ Appl. Serial No.	Filing Date	Status
FREE-STANDING PHOTO STRIP	PCT	PCT/US04/03843	02/11/04	Proceedings Concluded
PORTABLE PHOTO BOOTH	PCT	PCT/US08/074201	08/25/08	Proceedings Concluded
PORTABLE PHOTO BOOTH	United States	12/229,255	08/21/08	Abandoned 11/10/10
SYSTEM FOR DISPLAYING PHOTOGRAPHS	United States	11/901,099	09/14/07	Abandoned 05/28/09
SYSTEM FOR DISPLAYING PHOTOGRAPHS	PCT	PCT/US07/20012*	09/14/07	Proceedings Concluded
DIRECT VIEW INTERACTIVE PHOTO KIOSK AND COMPOSITE IMAGE FORMING PROCESS FOR SAME	United States	5,913,019** 08/974,101	11/19/97	Issued 06/15/99 - Lapsed 06/15/03 for nonpayment of Maintenance Fee
SELF PHOTOGRAPHY BOOTH	United States	D388,451 29/055,286	06/03/96	Issued 12/30/97
METHOD OF CREATING A COMPOSITE PRINT INCLUDING THE USER'S IMAGE	United States	5,500,700 08/153,674	11/16/93	Issued 03/19/96 - Lapsed 03/19/04 for nonpayment of Maintenance Fee
SELF-PHOTOGRAPHY BOOTH	United States	D342,542 29/672,620	03/20/91	Issued 12/21/93 - Expired 12/21/2007
CAMERA POSITION ADJUSTMENT DEVICE	United States	5,184,160 07/672,369	03/20/91	Issued 02/02/93 - Expired 02/02/2010
AUTOMATIC FILM CHANGING SYSTEM	United States	5,109,242 07/599,288	10/17/90	Issued 04/28/92 - Expired 04/28/09