## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct & release the previously recorded assignment against #76/168212 recorded at Reel 002400 / Frame 0402 (should have been filed on #76/169212)

## **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bank of America, N,A., as Agent		05/14/2012	National Banking Association: UNITED STATES

# RECEIVING PARTY DATA

Richard Klang
3 Newbridge Road
Hicksville
NEW YORK
11801
INDIVIDUAL: UNITED STATES

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	t	WHERE THE UNINHIBITED SHOP

# **CORRESPONDENCE DATA**

-- T6/164, 212 Fax Number: 7044448847

Phone: 704-343-2278 Email:

ksaltrick@mcguirewoods.com

Correspondence will be sent to the e-mail address first; if that is

unsuccessful, it will be sent via US Mail.

Correspondent Name: McGuireWoods LLP

Address Line 1:

201 North Tryon Street

Address Line 2:

Attn: R.Cramer/K.Saltrick

Address Line 4:

Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	REMBRANDT / 4452178-0000
NAME OF SUBMITTER:	Robert W. Cramer, Esq. /McGuireWoods LLP
Signature:	/Robert W. Cramer/
Date:	05/14/2012

#### Total Attachments: 9

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#### RECEIPT INFORMATION

ETAS ID:

TM234925

Receipt Date:

05/14/2012

Fee Amount:

\$40

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RECORDATION FORM CUVER STILL.  TO: The Commissioner of Patients and Trademarks: Pleaso record the attached original document(s) or copy(ies).  Submission Type    New	Grptres 06/30Ats ОмВ 0651-0027	
TRADEMARKS ONLY  TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)  Submission Type  Conveyance Type  Assignment  License  Resubmission (Non-Recordation)  Document (D #  Correction of PTO Error  Rel # Frame #		
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New	O: the Commissioner of Patents and Trademarks	: Please record the attached original document(s) or copy(ies).
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Name   Rembrandt Photo Services   C5-21-01		
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Name	Enter for the first Receiving F	Party only.
	Robert W. Cramer, Esq. (K.Saltrick)	
Address (line 1)	Smith Helms Mulliss & Moore, LLP	Contract of the Contract of th
Address (line 2)	201 North Tryon Street	** 1874 A. MANA
Address (line 3)	Charlotte, North Carolina 28202	The state of the s
Address (line 4)		***************************************
Correspondent N	ame and Address Area Code and Telephone Number (704) 343	_2000
Name	Robert W. Cramer, Esq. (K.Saltrick)	***************************************
Address (line 1)	Smith Helms Mulliss & Moore, LLP	
Address (line 2)	201 North Tryon Street	· · · · · · · · · · · · · · · · · · ·
Address (line 3)	Charlotte, North Carolina 28202	
Address (line 4)	· · · · · · · · · · · · · · · · · · ·	- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1-
Pages Enter	the total number of pages of the attached conveyance document ling any attachments.	# [ ]
		additional numbers attached
Enter either the Yradem	ark Application Number of the Registration Number (DO NOT ENTER BOTH numbers	for the same property),
Trademark	Application Number(s) Registration Nu	
	See EXHIBIT A attached hereto and incorporated herein by reference.	
		The state of the s
Number of Proper		
Fee Amount	Foe Amount for Bronneting Listed (27 OFF) 2.44	
Method of Paymo	ent: Enclosed Enclosed Deposit Account	00
(Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: # N/A		
rd.,	Authorization to charge additional fees: Yes	No
Statement and Sig	nature	TV 4.878.381.111.11.11.11.11.11.11.11.11.11.11.11.
attached cop indicated her	of my knowledge and belief, the foregoing information is true and correct at my is a true copy of the original document. Charges to deposit account are a rein.  HOTO SERVICES	nd any authorized, as
By: Howard	d Roeder Ch 2 1 Ch .	3/21/01
Name of Pers	on Signing Signature	Date Signed

REEL: 004828 FRAME: 0500

# **EXHIBIT A - TRADEMARKS**

Trademark Number	Date
74/671,847	March 17, 1998
76/049,345	May 16, 2000
76/095,668	July 11, 2000
76/086,878	July 11, 2000
<u>(76/168,212</u> )	November 21, 2000
76/205,146	February 2, 2001

- Incorrect #, Should have been: 76/169, 212

REEL: 004828 FRAME: 0501

# CORRECTION AND RELEASE OF SECURITY INTEREST IN UNITED STATES TRADEMARK

This CORRECTION AND RELEASE OF SECURITY INTEREST IN UNITED STATES TRADEMARK ("Release") is made by BANK OF AMERICA, N.A. ("Assignee") pursuant to the Security Agreement as defined hereunder.

WHEREAS, REMBRANDT PHOTO SERVICES ("Assignor") granted a security interest in U.S. Trademark Serial Number 76/168,212, Registration Number: 260048, Title: WHERE THE UNINHIBITED SHOP (the "Trademark"), to the pursuant to a certain Amended and Restated Pledge and Security Agreement dated as of December 18, 1998 (the "Security Agreement"), made by Assignor to Assignce, as agent (as amended, restated, supplemented or otherwise modified from time to time).

WHEREAS, an Assignment of Security Interest in United States Patents and Trademarks (the "Assignment") was filed for the Trademark with the United States Patent and Trademark Office ("USPTO") on November 29, 2001 in Reel: 002400 at Frame: 0402.

WHEREAS. Schedule A to the Security Agreement and to the Assignment listed the Trademark in error. Assignor was not the rightful owner of the Trademark. Attached as  $\underline{\text{Exhibit}}$   $\underline{\text{A}}$  is a copy of the recorded document from the USPTO showing corrections to Schedule A to the Security Agreement.

WHEREAS, the rightful owner of the Trademark is Richard Klang, with an address of 3 Newbridge Road, Hicksville, New York 11801.

WHEREAS, the Assignee confirms the security interest was filed on the incorrect Trademark and that the security interest should have been filed on Trademark Serial Number 76/169,212, and has agreed to file a corrective assignment to correct the error and to terminate and release its security interest in, and discharge fully its lien on, the Trademark, and convey the Trademark to the rightful owner, as herein provided.

NOW, THEREFORE, for valuable consideration, the Assignee hereby terminates, discharges and releases all mortgages, liens and security interests granted to the Assignee in the Trademark.

Dated: May 14, 2012.

BANK OF AMERICA, N.A., as Agent

Name:

Jay T. Warnpler

Title:

Managing Director

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# EXHIBIT A Copy of the original Recorded Assignment Recorded on November 29, 2001 at Reel 002400 Frame 0402

See attached.

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TRADEMARK REEL: 004828 FRAME: 0503

# ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, REMBRANDT PHOTO SERVICES, a California corporation (the "Assignor"), having its chief executive office at 6049 E. Slauson Avenue, City of Commerce, California 90040, hereby assigns and grants to BANK OF AMERICA, N.A., successor to NationsBank of Texas, N.A., as agent (the "Agent"), with offices at Bank of America Corporate Center, 100 North Tryon Street, 13th Floor, Charlotte, North Carolina 28255, for the benefit of the Secured Parties under the Security Agreement (defined below), a security interest in (all of which are herein collectively referred to as the "PTO Collateral" (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the "Marks"), (ii) all of the Assignor's right, title and interest in and to the United States patents and patent applications set forth on Schedule B attached hereto (the "Patents"), in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the full and prompt performance and payment of all the Secured Obligations of the Assignor, as such term is defined in the Amended and Restated Pledge and Security Agreement, dated as of December 18, 1998, among the Assignor, the Agent and the other parties thereto (as amended, supplemented or modified from time to time, the "Security Agreement"). Upon the satisfaction of the conditions set forth in Section 2.08(b) of the Security Agreement, the agent shall execute, acknowledge, and deliver to the Agent an instrument in writing releasing the security interest in the PTO Collateral acquired under this Agreement.

THIS ASSIGNMENT has been granted in conjunction with the security interest granted to the Agent for the benefit of the Secured Parties under and as defined in the Security Agreement. The rights and remedies of the Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provision of this Assignment is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

410170,2

TRADEMARK
REEL: 004828 FRAME: 0504

IN WITNESS WHEREOF, the undersigned have executed this Assignment of the 21 day of With 2001.

REMBRAND	PHOTO SERVICES, as Assignor
By:	5 by
Name:	Howard Roeder
Title:	DOSCINONA.

DANK OF AMERICA, N.A., successor to
NationsBank of Texas N.A. as Agent

By:

Name: CLET LIECOL
Title: VICE PRESIDENT

410170.2

TRADEMARK
REEL: 004828 FRAME: 0505

### SCHEDULE A - TRADEMARKS

Trademark Number	Date
74/671,847	March 17, 1998
76/049,345	May 16, 2000
76/095,668	July 11, 2000
76/086,878	July 11, 2000
76/168,212	November 21, 2000
76/205,146	February 2, 2001

Incorrect #, Should have been:

# SCHEDULE B - PATENTS

November 14, 2000
July 29, 1997
June 27, 1995
March 5, 1996
March 5, 1996
June 9, 1998
March 23, 1999
April 11, 2000

10170.2

RECORDED: 07/24/2012

TRADEMARK REEL: 004828 FRAME: 0507