

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|-----------------------------------|----------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Capital Southwest Corporation | | 07/20/2011 | CORPORATION: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | iMemories, Inc. | | |
| Street Address: | 9181 E. Bell Road | | |
| Internal Address: | Suite 101 | | |
| City: | Scottsdale | | |
| State/Country: | ARIZONA | | |
| Postal Code: | 85260 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3452187 | IMEMORIES | |
| Registration Number: | 3555877 | I | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6026409050 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 602-640-9311 | | |
| Email: | rcourtney@omlaw.com | | |
| Correspondent Name: | Jonathan F. Ariano | | |
| Address Line 1: | 2929 N. Central Avenue Suite 2100 | | |
| Address Line 4: | Phoenix, ARIZONA 85012 | | |
| ATTORNEY DOCKET NUMBER: | 13559.1 | | |
| NAME OF SUBMITTER: | Jonathan F. Ariano | | |
| Signature: | /s/ Jonathan F. Ariano | | |

CH \$65.00 3452187

Date:

08/14/2012

Total Attachments: 3

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**RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

In connection with that certain Secured Note and Warrant Purchase Agreement dated as of September 13, 2010 (the "Purchase Agreement"), by and among iMemories, Inc., a Delaware corporation (the "Company") and the Investors set forth on the signature pages thereto and the attached **Schedule 1** (collectively, the "Secured Parties"), the undersigned, Capital Southwest Corporation, in its capacity as Collateral Agent (as defined in that certain Security Agreement dated as of September 13, 2010) (the "Security Agreement"), for itself and on behalf of and for the ratable benefit of each of the Secured Parties, acknowledges termination of certain of the security interests granted thereunder and hereby specifically releases the security interests granted in the following registered trademarks and pending trademark applications:

REGISTERED TRADEMARKS

| Country | Mark | Reg. No. | Status |
|---------------|---|----------|---|
| United States | IMEMORIES (word) Classes 40, 41, 42 | 3452187 | 04/19/2007 - Application filed. 06/24/2008 - Registered. 06/24/2014 - Section 8 & 15 Due. |
| United States | IMEMORIES (design) Classes 40, 41, 42  | 3555877 | 04/19/2007 - Application filed. 01/06/2009 - Registered. 01/06/2015 - Section 8 & 15 Due. |

TRADEMARK APPLICATIONS

| Country | Mark | Serial No. | Status |
|----------------|--|------------|--------------------------------|
| European Union | IMEMORIES (word) Classes 40, 41, 42 | 009108374 | 5/17/2010 - Application filed. |

UNREGISTERED TRADEMARKS

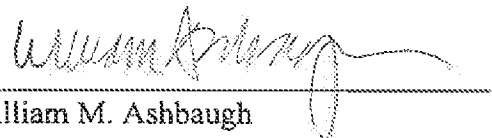
"Now on DVD - You."
 "Where moments live on."
 "Your home movies. Now on DVD."

The undersigned, as Collateral agent, hereby authorizes the Company and its agents to take all actions necessary to affect the release of security interests set forth in the Purchase Agreement and Security Agreement, including but not limited to the recording of this Release of Security Interest with the appropriate state and federal agencies.

IN WITNESS WHEREOF, the undersigned has executed this Release of Security Interest effective as of July 20, 2011.

COLLATERAL AGENT:

Capital Southwest Corporation

By: 
William M. Ashbaugh
Senior Vice President

SCHEDULE 1 - INVESTORS

Doug Ducey
6512 N. Desert Fairways Dr.
Paradise Valley, AZ 85253

Kaleo Partners, LLC
16211 N. Scottsdale Rd.
Ste A6A-628
Scottsdale, AZ 85254

Scott Troilo
7233 E. Royal Palm
Scottsdale, AZ 85258

The Troilo Family Partnership
12107 E. Bella vista Dr.
Scottsdale, AZ 85259

MLPF&S Cust. FBO David Swanson IRA
Merrill Lynch
315 E. Lake St., Ste 200
Wayzata, MN 55391