

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM471135

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A., in its capacity as administrative agent		04/23/2018	National Banking Association:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CPI Corp.		
<b>Street Address:</b>	1706 Washington Avenue		
<b>City:</b>	St. Louis		
<b>State/Country:</b>	MISSOURI		
<b>Postal Code:</b>	63103		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1686368	KIDDIE KANDIDS	
<b>Registration Number:</b>	3789377	KIDDIE KANDIDS PORTRAIT STUDIO	
<b>Serial Number:</b>	77699090	MY STUDIO	
<b>Registration Number:</b>	3789381	CAPTURING MEMORIES TO LAST A LIFETIME	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4159472099		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	4159472000		
<b>Email:</b>	qluflood@wsgr.com		
<b>Correspondent Name:</b>	WSGR, C/O QUI LU FLOOD, SENIOR PARALEGAL		
<b>Address Line 1:</b>	ONE MARKET, SPEAR TOWER, SUITE 3300		
<b>Address Line 4:</b>	SAN FRANCISCO, CALIFORNIA 94105		
<b>ATTORNEY DOCKET NUMBER:</b>	24572.007		
<b>NAME OF SUBMITTER:</b>	Qui Lu Flood		
<b>SIGNATURE:</b>	/Qui Lu Flood/		
<b>DATE SIGNED:</b>	04/24/2018		
<b>Total Attachments: 3</b>			

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**TERMINATION AND RELEASE OF  
TRADEMARK SECURITY AGREEMENT**

THIS TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT (this "Termination"), dated as of April 22, 2018, is executed by Bank of America, N.A. in its capacity as administrative agent (the "Administrative Agent"), in favor of CPI Corp., a Delaware corporation (the "Borrower"). All capitalized terms used in this Termination and not otherwise defined herein, shall have the respective meanings given to such terms in the Security Agreement (defined below).

**RECITALS**

A. Pursuant to that certain Trademark Security Agreement, dated as of August 30, 2010 (as amended, the "Security Agreement"), by and between Borrower and Administrative Agent, Borrower granted to Administrative Agent a security interest in the IP Collateral (defined below).

B. The Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on August 31, 2010 at Reel/Frame 4270/0093 to evidence the security interest granted under the Security Agreement.

C. Administrative Agent agrees to execute this Termination in order to evidence the termination and release of its security interest in the IP Collateral specified below.

**AGREEMENT**

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Administrative Agent hereby agrees as follows:

(a) Administrative Agent expressly terminates and releases all of Administrative Agent's right, title and interest in, to and under the following (collectively, the "IP Collateral"):

(i) each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule L, together with any renewals, continuations or extensions thereof and all goodwill associated therewith; and

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by the Borrower against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule L, any trademark issued pursuant to a trademark application referred to in Schedule L.

(b) Administrative Agent represents and warrants that it has the full power and authority to execute this Termination.

(c) Administrative Agent authorizes and requests the trademark division of the United States Patent and Trademark Office to record this Termination.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Administrative Agent has executed and delivered this Termination as of the day and year first above written.

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Michael T. Hammond

Title: SVP

*[Termination and Release of Trademark Security Agreement (CPI Corp.)]*

SCHEDULE 1  
to  
TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

Trademarks, and Trademark Applications

Mark	Application (Serial)/ Registration No.	Date of Filing/Registration
KIDDIE KANDIDS	Reg. No. 1686368	05/12/1992
KIDDIE KANDIDS PORTRAIT STUDIO	Reg. No. 3789377	05/18/2010
MY STUDIO	Ser. No. 77699090	03/25/2009
CAPTURING MEMORIES TO LAST A LIFETIME	Reg. No. 3789381	05/18/2010

**TRADEMARK**