

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**ASSIGNMENT NUNC PRO TUNC OF APPLICATION
BASED ON INTENT TO USE**

WHEREAS, Full Circle Media Corporation., a Connecticut Corporation, with a principal place of business at ^{40 Richards}~~200 Connecticut~~ Avenue, Norwalk ("Assignor), has a bona fide intent to use ¹⁸⁰ the Mark PHOTO PLUS WHERE IMAGES ARE CAPTURED AND CREATED AND DESIGN ("the Mark") in connection with the following goods and/or services:

Arranging and conducting trade shows in the fields of professional photography, photography lab services, graphic design and video services, in International Class 35.

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor's bona fide intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No. 75/283,418 filed on April 28, 1997; and

WHEREAS, BPI Communications Inc., a Delaware corporation, with a principal place of business at 1515 Broadway, New York , New York 10036 ("Assignee"), acquired the business of Assignor (as of January 14, 1998) in connection with which Assignor has a bona fide intent to use the Mark and the above-described Application;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers the Mark and the above-referenced Application therefor, together with that portion of Assignor's business in connection with which it has a bona fide intent to use the Mark, and all of Assignor's rights therein, to Assignee;

THAT, Philip P. Ullo was the President of Full Circle Media Corporation at the time the assignment was effected and was aware of the particulars of the assignment set forth above;

THAT, this assignment is being executed now in order to clarify the ownership of the aforementioned application, and to confirm that said Full Circle Media Corporation did assign unto said BPI Communications Inc. all rights, title and interest in and to the said marks, together with the good will associated by the marks, and the application/registration thereof.

FULL CIRCLE MEDIA CORPORATION

By: 

Name: Philip V. Ullo

Title: President / CEO

Dated: March 5, 1998

ACKNOWLEDGEMENT

STATE OF

) Massachusetts
) ss.: Middlesex
)

COUNTY OF

On this 25 day of March, 1998, before me personally came Philip P. Uffo of Uffo International, to me known and known to me to be the individual described in and who executed the foregoing instrument and duly acknowledged to me that (s)he executed the same.

Rosemaria Altieri
NOTARY PUBLIC