

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5741552

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	FIRST LIEN SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
LIFETOUCH INC.	09/25/2019

RECEIVING PARTY DATA

Name:	WILMINGTON TRUST, NATIONAL ASSOCIATION
Street Address:	50 SOUTH SIXTH STREET
Internal Address:	SUITE 1290
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402

PROPERTY NUMBERS Total: 40

Property Type	Number
Patent Number:	7177537
Patent Number:	7406256
Patent Number:	10110792
Patent Number:	10274811
Patent Number:	8498453
Patent Number:	9025906
Patent Number:	10013784
Patent Number:	7714908
Patent Number:	8619157
Patent Number:	9924128
Patent Number:	7834894
Patent Number:	8134576
Patent Number:	8319797
Patent Number:	7446800
Patent Number:	9838661
Patent Number:	8233785
Patent Number:	8457480
Patent Number:	7583291
Patent Number:	8130276

PATENT

Property Type	Number
Patent Number:	8427543
Patent Number:	8994833
Patent Number:	9353928
Patent Number:	7535501
Patent Number:	9264627
Patent Number:	5182594
Patent Number:	D852260
Patent Number:	10341603
Application Number:	15450909
Application Number:	15591347
Application Number:	15995577
Application Number:	15657092
Application Number:	15492750
Application Number:	16287858
Application Number:	15807887
Application Number:	15905472
Application Number:	13777579
Application Number:	16457458
Application Number:	29686810
Application Number:	16386918
Application Number:	16373425

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 2126834120

Email: luis.rodriguez@unitedcorporate.com

Correspondent Name: ELAINE CARRERA

Address Line 1: 80 PINE STREET

Address Line 2: C/O CAHILL GORDON & REINDEL LLP

Address Line 4: NEW YORK, NEW YORK 10005

NAME OF SUBMITTER:	ELAINE CARRERA
SIGNATURE:	/ELAINE CARRERA/
DATE SIGNED:	09/27/2019
	This document serves as an Oath/Declaration (37 CFR 1.63).

Total Attachments: 8

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RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)
Lifetouch Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Wilmington Trust, National Association
Internal Address: _____
Street Address: 50 South Sixth Street, Suite 1290
City: Minneapolis
State: MN
Country: USA Zip: 55402

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance/Execution Date(s):
Execution Date(s) September 25, 2019
 Assignment Merger
 Security Agreement Change of Name
 Joint Research Agreement
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other First Lien Security Agreement

4. Application or patent number(s): This document serves as an Oath/Declaration (37 CFR 1.63).
A. Patent Application No.(s)
See Schedule I

Additional numbers attached? Yes No

B. Patent No.(s)
See Schedule I

5. Name and address to whom correspondence concerning document should be mailed:
Name: Elaine Carrera, Senior Paralegal
Internal Address: _____
Street Address: c/o Cahill Gordon & Reindel LLP,
80 Pine Street
City: New York
State: NY Zip: 10005
Phone Number: (212) 701-3365
Docket Number: _____
Email Address: ecarrera@cahill.com

6. Total number of applications and patents involved: 40
7. Total fee (37 CFR 1.21(h) & 3.41) \$ _____
 Authorized to be charged to deposit account
 Enclosed
 None required (government interest not affecting title)

8. Payment Information
Deposit Account Number _____
Authorized UserName _____

9. Signature: Elaine Carrera _____ September 25, 2019
Signature Date

Elaine Carrera
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

Notice of Grant of Security Interest in Intellectual Property (First Lien)

NOTICE OF GRANT OF SECURITY INTEREST IN PATENTS (FIRST LIEN), dated as of September 25, 2019 (this “Notice”), made by Lifetouch Inc., a Minnesota corporation (the “Pledgor”), in favor of Wilmington Trust, National Association, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of September 25, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Shutterfly, Inc. (the “Borrower”), as successor by merger to Photo Holdings Merger Sub Inc., Photo Holdings, LLC (the “Company”), each subsidiary of the Company identified therein, Wilmington Trust, National Association, as collateral agent (together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein), and Barclays Bank PLC, as Applicable Authorized Representative (as defined therein). The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. Grant of Security Interest. As security for the payment or performance when due (whether at the stated maturity, by acceleration or otherwise), as the case may be, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, and hereby grants to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all of such Pledgor’s right, title and interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “Patent Collateral”):

(i) all Patents of the United States of America, including those listed on Schedule I.

SECTION 3. Collateral Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.


SECTION 4. **Counterparts.** This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. **Governing Law.** THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this
Notice as of the day and year first above written.

LIFETOUCH INC.

By: 
Name: Jason Sebring
Title: Senior Vice President Legal,
General Counsel and Secretary

[Signature Page to Notice of Grant of Security Interest in Patents]

PATENT
REEL: 050548 FRAME: 0468

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Collateral Agent

By: 
Name: **Jane Schweiger**
Title: **Vice President**

[Signature Page to Notice of Grant of Security Interest in Patents]

PATENT
REEL: 050548 FRAME: 0469

Schedule I
to Notice of Grant of Security Interest (First Lien) in Patents

Patents Owned by Lifetouch Inc.

U.S. Patent Registrations

<u>Title</u>	<u>Patent No.</u>	<u>Issue Date</u>
Automated Portrait Studio	7,177,537	2/13/2007
Automated Portrait Studio	7,406,256	7/29/2008
Background Replacement System and Methods Involving Multiple Captured Images	10,110,792	10/23/2018
Edge Light Device for Photography System	10,274,811	4/30/2019
Evaluating Digital Images using Head Points	8,498,453	7/30/2013
Generating an Assembled Group Image from Subject Images	9,025,906	5/5/2015
Generating an Assembled Group Image from Subject Images	10,013,784	7/3/2018
Identifying and Tracking Digital Images with Customized Metadata	7,714,908	5/11/2010
Identifying and Tracking Digital Images with Customized Metadata	8,619,157	12/31/2013
Identifying and Tracking Digital Images with Customized Metadata	9,924,128	3/20/2018
Method and Apparatus for Background Replacement in Still Photographs	7,834,894	11/16/2010
Method and Apparatus for Background Replacement in Still Photographs	8,134,576	3/13/2012
Method and Apparatus for Background Replacement in Still Photographs	8,319,797	11/27/2012
Methods for Linking Photographs to Data Related	7,446,800	11/4/2008

to the Subjects of the Photographs		
Photographic Scene Replacement System	9,838,661	12/5/2017
Photography Station	8,233,785	7/31/2012
Photography Station	8,457,480	6/4/2013
Photography System	7,583,291	9/1/2009
Photography System to Organize Digital Photographs and Information Regarding the Subjects Therein	8,130,276	3/6/2012
Photography System to Organize Digital Photographs and Information Regarding the Subjects Therein	8,427,543	4/23/2013
Photography System to Organize Digital Photographs and Information Regarding the Subjects Therein	8,994,833	3/31/2015
Reflective Lighting System	9,353,928	5/31/2016
Testing of Digital Cameras	7,535,501	5/19/2009
Video Photography System	9,264,627	2/16/2016
CRT method of and apparatus for illuminating photographic negatives to produce a hard copy	5,182,594	1/26/1993
PHOTOGRAPHIC LIGHTING APPARATUS	D852260	6/25/2019
Identifying and Tracking Digital Images with Customized Metadata	10341603	6/2/2019

U.S. Patent Application

<u>Title</u>	<u>Application No.</u>	<u>Application Date</u>
Background Replacement System and Methods	15/450,909	3/6/2017
Background Replacement Utilizing Infrared Light and Visible Light	15/591,347	5/10/2017
Generating an assembled group image from subject images	15/995,577	6/1/2018

Lighting System for Photography Station	15/657,092	7/21/2017
Outdoor Photography System	15/492,750	4/20/2017
Photographic lighting apparatus	16/287,858	2/27/2019
Photographic scene replacement system	15/807,887	11/9/2017
Photography System to Organize Digital Photographs and Information Regarding the Subjects Therein	15/905,472	2/26/2018
Photography system with depth and position detection	13/777,579	2/26/2013
Identifying and Tracking Digital Images With Customized Metadata	16/457,458	6/28/2019
Photographic lighting apparatus	29/686,810	4/8/2019
Smart camera system capable of evaluating photos on-site	16/386,918	4/17/2019
Contemporary composite group images	16/373,425	4/2/2019