

07-31-2002

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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ALLSPORT PHOTOGRAPHY USA, INC.
7.26.02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: JULY 19, 2002

2. Name and address of receiving party(ies)
Name: BANK OF AMERICA, N.A.
Internal Address: WA-1-501-37-20
Street Address: 800 Fifth Avenue, Floor 37
City: Seattle State: WA Zip: 98104

Individual(s) citizenship _____
 Association National Banking
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2440036, 2440037, 2513814, 2429291, 2440035

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JANE ECKELS

Internal Address: C/O DAVIS WRIGHT TREMAINE LLP

Street Address: 1501 FOURTH AVENUE, SUITE 2600

City: SEATTLE State: WA Zip: 98101

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
040258

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jane Eckels
Name of Person Signing

July 26, 2002
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/31/2002 GT0N11 00000009 2440036

01 FC:481 40.00 OP
02 FC:482 100.00 OP

TRADEMARK
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 19, 2002 (as amended, restated, modified, renewed, supplemented or extended from time to time, the "Security Agreement") by and among Allsport Photography USA, Inc. (the "Debtor"), certain other debtors referenced therein and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

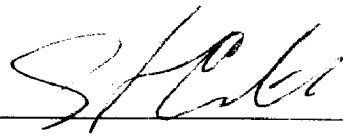
TRADEMARKS

<u>Trademark App. or Reg. No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
2,440,036	ALLSPORT (Stylized and Design)	4/3/01
2,440,037	ALLSPORT (Stylized and Design)	4/3/01
2,513,814	ALLSPORT (Stylized and Design)	12/4/01
2,429,291	ALLSPORT CONCEPTS (Stylized and Design)	2/20/01
2,440,035	ALLSPORT CONCEPTS (Stylized and Design)	4/3/01

The Debtor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ALLSPORT PHOTOGRAPHY USA, INC.

By: 
 Name: Steve Cristallo
 Title: Vice President

Acknowledged and Accepted:

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

By: 

Name: Ken Puro

Title: Vice President