



102174196

To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Name of conveying party(ies):

GETTY IMAGES (SEATTLE), INC.

7-26-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Washington
- 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: WA1-501-37-20

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)

2090595, 2511425, 2325449, 2380652, 2399162,  
2091463, 2080495, 2325448, 2091464

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:

9

7. Total fee (37 CFR 3.41).....\$ 240.00

- 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

Signature

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 GT0M11 00000008 2090595

01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

**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 Getty Images (Seattle), 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:

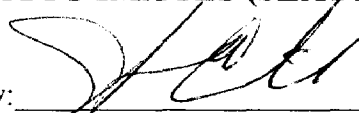
TRADEMARKS

<u>Trademark App. or Reg. No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
2090595	PHOTODISC (Stylized and Design)	8/26/97
2511425	PHOTODISC AND DESIGN (Lined for color)	11/27/01
2325449	PHOTODISC AND DESIGN	3/7/00
2380652	PHOTODISC AND DESIGN	8/29/00
2399162	PHOTODISC AND DESIGN	10/31/00
2091463	PHOTODISC AND DESIGN	8/26/97
2080495	PHOTODISC	7/22/97
2325448	PHOTODISC	3/7/00
2091464	PHOTODISC	8/26/97

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,

**GETTY IMAGES (SEATTLE), INC.**

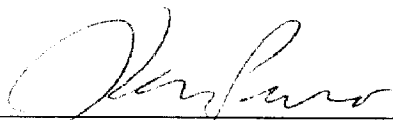
By:  \_\_\_\_\_

Name: Steve Cristallo

Title: Vice President

Acknowledged and Accepted:

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

By: 

Name: Ken Puro

Title: Vice President