

Form PTO-1594  
(rev 06/04)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce  
Patent and Trademark Office

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)/Execution Date(s):

**Citicorp USA, Inc.**  
388 Greewich Street  
New York, New York 10013

- Individual(s)
- General Partnership
- Corporation
- Other

Citizenship Delaware  
Execution Date(s) April 28, 2005

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

#### 2. Name and Address of receiving party(ies)

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

Name: Polaroid Corporation (f/k/a OEP  
Imaging Operating Corporation)

Internal Address: \_\_\_\_\_  
Street Address: 1265 Main Street

City: Waltham  
State: MA  
Country: USA Zip: 02451-1743

- Association – Citizenship \_\_\_\_\_
- General Partnership – Citizenship \_\_\_\_\_
- Limited Partnership – Citizenship \_\_\_\_\_
- Corporation – Citizenship Delaware
- Other \_\_\_\_\_
- Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No.

#### 3. Nature of conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Other Release of Lien in Trademarks

Merger

Change of Name

#### 4. Application number(s) or registration number(s):

A. Trademark Application No(s).

75934177	76002243	76056865
76109084	76191801	76230582
78150243	78153139	78188912
78220348	78220365	78224207

B. Trademark Registration No(s).

0399329	0399122	0423776
0426802	0422100	0540179
0607263	0579986	0588350
0608297	0670594	0689866
0730072	0737706	0741953

Additional numbers attached?  Yes  No

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

Jonathan Seiden, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
Four Times Square  
New York, New York 10036  
Tel: (212) 735-3697  
Fax: (212) 735-3697  
JSeiden@skadden.com

#### 6. Total number of applications and registrations involved: 67

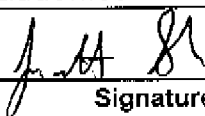
#### 7. Total fee (37 CFR 1.21(h) and 3.41) \$1650

All fees and any deficiencies are authorized to be charged to Deposit Account  
(Our Ref. 139900/521)

#### 8. Payment Information

Deposit Account No. 19-2385  
Authorized user Name: Philip H. Bartels

#### 9. Signature.



Signature

Jonathan Seiden

Name of Person Signing

May 25, 2005

Date

Total number of pages including cover sheet, and documents:

10

CH \$1650.00 192385 76934177

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## CONTINUATION OF ITEM 4B. Trademark Registration Numbers

B. Trademark Reg. No(s).
0894087
0908682
0911868
1250710
1258101
1256743
1264066
1308782
1325753
1328262
1454937
1454782
1522099
1497361
1611236
1612048
1738881
1832641
2166064
2000340
2036164
2118261
2159501
2192637
2166500
2146054
2254081
2232868
2398255
2625358
2582528
2310483
2295786
2567805
2470869
2374526

<b>2445278</b>
<b>2445280</b>
<b>2531990</b>
<b>2751335</b>

## **RELEASE OF LIEN IN TRADEMARKS**

This RELEASE OF LIEN IN TRADEMARKS is given as of this 28<sup>th</sup> day of April, 2005 by CITICORP USA, INC., located at 388 Greenwich Street, New York, NY 10013 ("Assignor") as Administrative Agent for the Secured Parties in favor of Polaroid Corporation (f/k/a OEP Imaging Operating Company), a Delaware Corporation located at 1265 Main Street, Waltham, MA 02451-1743 ("Assignee"). Capitalized terms not otherwise defined herein have the meanings set forth (or incorporated) in the Security Agreement or the Trademark Security Agreement (as respectively defined below).

**WHEREAS**, pursuant to the Pledge and Security Agreement, dated July 29, 2002, between Assignee and Assignor (the "Security Agreement"), and the Trademark Security Agreement, dated July 29, 2002, between Assignee and Assignor (the "Trademark Security Agreement"), as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of Assignee, Assignee granted to Assignor a continuing valid and perfected lien on and security interest in and to, whether owned as of July 29, 2002 or hereafter acquired, and any and all right, title and interest in, to and under the following Collateral of such Assignee: (i) all of its Trademarks and Trademark Licenses to which it is a party, including the Trademarks and Trademark Licenses listed in Schedule A and all goodwill symbolized by and connection with the use of the Trademarks (ii) all reissues, renewals, or extensions of the foregoing, and (iii) to the extent not otherwise included, all Proceeds of the foregoing, including, without limitation, any claim by Assignee against third parties for past, present or future infringement or dilution of any Trademark or any Trademark licensed under any Trademark License, except for any Excluded Property (collectively, the "Trademark Collateral")

**WHEREAS**, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on May 8, 2003 at Reel/Frame 2731/0280.

**WHEREAS**, Assignor has agreed to release its security interest in the Trademark Collateral and assign, transfer, and grant all of its right, title and interest in the Trademark Collateral to Assignee.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby releases its security interest in the Trademark Collateral, including the Trademark Collateral set forth on Schedule A, and reverts Assignee with full right, title, and interest in, to, and under the Trademark Collateral.

**IN WITNESS WHEREOF**, Assignor has caused this RELEASE OF LIEN IN TRADEMARKS to be duly executed as of the date above first written.

**ASSIGNOR**  
CITICORP USA, INC.

By:   
Name: **KEITH R. GERDING**  
Title: Vice President

**SCHEDULE A TO RELEASE OF LIEN IN TRADEMARKS**

**SEE ATTACHED**

**SCHEDULE A:****Total properties: 67**

<b>1</b>	<b>Serial #:</b> <u>71454510</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 07/25/1942	<b>Reg #:</b> <u>0399329</u>	<b>Reg. Dt:</b> 12/29/1942
<b>2</b>	<b>Serial #:</b> <u>71454512</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 07/25/1942	<b>Reg #:</b> <u>0399122</u>	<b>Reg. Dt:</b> 12/15/1942
<b>3</b>	<b>Serial #:</b> <u>71491502</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 11/13/1945	<b>Reg #:</b> <u>0423776</u>	<b>Reg. Dt:</b> 09/10/1946
<b>4</b>	<b>Serial #:</b> <u>71491504</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 11/13/1945	<b>Reg #:</b> <u>0426802</u>	<b>Reg. Dt:</b> 01/14/1947
<b>5</b>	<b>Serial #:</b> <u>71491506</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 11/13/1945	<b>Reg #:</b> <u>0422100</u>	<b>Reg. Dt:</b> 07/02/1946
<b>6</b>	<b>Serial #:</b> <u>71597162</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 05/09/1950	<b>Reg #:</b> <u>0540179</u>	<b>Reg. Dt:</b> 03/27/1951
<b>7</b>	<b>Serial #:</b> <u>71631566</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 06/21/1952	<b>Reg #:</b> <u>0607263</u>	<b>Reg. Dt:</b> 06/14/1955
<b>8</b>	<b>Serial #:</b> <u>71631569</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 06/21/1952	<b>Reg #:</b> <u>0579986</u>	<b>Reg. Dt:</b> 09/15/1953
<b>9</b>	<b>Serial #:</b> <u>71648880</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 06/16/1953	<b>Reg #:</b> <u>0588350</u>	<b>Reg. Dt:</b> 04/13/1954
<b>10</b>	<b>Serial #:</b> <u>71670230</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 07/19/1954	<b>Reg #:</b> <u>0608297</u>	<b>Reg. Dt:</b> 07/05/1955
<b>11</b>	<b>Serial #:</b> <u>72045605</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 02/10/1958	<b>Reg #:</b> <u>0670594</u>	<b>Reg. Dt:</b> 12/02/1958
<b>12</b>	<b>Serial #:</b> <u>72064333</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 12/15/1958	<b>Reg #:</b> <u>0689866</u>	<b>Reg. Dt:</b> 12/15/1959
<b>13</b>	<b>Serial #:</b> <u>72117992</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 04/17/1961	<b>Reg #:</b> <u>0730072</u>	<b>Reg. Dt:</b> 04/17/1962
<b>14</b>	<b>Serial #:</b> <u>72129522</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 10/09/1961	<b>Reg #:</b> <u>0737706</u>	<b>Reg. Dt:</b> 09/18/1962
<b>15</b>	<b>Serial #:</b> <u>72136492</u> <b>Mark:</b> POLAROID	<b>Filing Dt:</b> 01/24/1962	<b>Reg #:</b> <u>0741953</u>	<b>Reg. Dt:</b> 12/11/1962

16	Serial #: <u>72338487</u> Mark: POLAROID	Filing Dt: 09/22/1969	Reg #: <u>0894087</u>	Reg. Dt: 07/07/1970
17	Serial #: <u>72341496</u> Mark: POLAROID	Filing Dt: 10/23/1969	Reg #: <u>0908682</u>	Reg. Dt: 02/23/1971
18	Serial #: <u>72341593</u> Mark: POLAROID	Filing Dt: 10/24/1969	Reg #: <u>0911868</u>	Reg. Dt: 06/08/1971
19	Serial #: <u>73372799</u> Mark: THE POLAROID MUSEUM REPLICAS COLLECTION	Filing Dt: 07/02/1982	Reg #: <u>1250710</u>	Reg. Dt: 09/06/1983
20	Serial #: <u>73393130</u> Mark: POLAROID	Filing Dt: 09/29/1982	Reg #: <u>1258101</u>	Reg. Dt: 11/22/1983
21	Serial #: <u>73393598</u> Mark: POLAROID	Filing Dt: 09/29/1982	Reg #: <u>1256743</u>	Reg. Dt: 11/08/1983
22	Serial #: <u>73393631</u> Mark: POLAROID	Filing Dt: 09/29/1982	Reg #: <u>1264066</u>	Reg. Dt: 01/17/1984
23	Serial #: <u>73458764</u> Mark: POLAROID	Filing Dt: 12/27/1983	Reg #: <u>1308782</u>	Reg. Dt: 12/11/1984
24	Serial #: <u>73482462</u> Mark: POLAROID REPLICAS HIGHEST QUALITY REPROD	Filing Dt: 05/29/1984	Reg #: <u>1325753</u>	Reg. Dt: 03/19/1985
25	Serial #: <u>73483296</u> Mark: POLAROID	Filing Dt: 06/04/1984	Reg #: <u>1328262</u>	Reg. Dt: 04/02/1985
26	Serial #: <u>73579178</u> Mark: POLAROID SPECTRA	Filing Dt: 01/23/1986	Reg #: <u>1454937</u>	Reg. Dt: 09/01/1987
27	Serial #: <u>73579971</u> Mark: POLAROID SPECTRA	Filing Dt: 01/28/1986	Reg #: <u>1454782</u>	Reg. Dt: 09/01/1987
28	Serial #: <u>73697560</u> Mark: POLAROID	Filing Dt: 11/25/1987	Reg #: <u>1522099</u>	Reg. Dt: 01/24/1989
29	Serial #: <u>73701211</u> Mark: POLAROID	Filing Dt: 12/14/1987	Reg #: <u>1497361</u>	Reg. Dt: 07/26/1988
30	Serial #: <u>74011978</u> Mark: POLAROID EDUCATION PROGRAM TALK	Filing Dt: 12/18/1989	Reg #: <u>1611236</u>	Reg. Dt: 08/28/1990
31	Serial #: <u>74012128</u> Mark: POLAROID EDUCATION PROGRAM	Filing Dt: 12/18/1989	Reg #: <u>1612048</u>	Reg. Dt: 09/04/1990
32	Serial #: <u>74186811</u> Mark: POLAROID SPECTRA HIGHDEFINITION	Filing Dt: 07/22/1991	Reg #: <u>1738881</u>	Reg. Dt: 12/08/1992
33	Serial #: <u>74377009</u> Mark: POLAROID MICROCAM	Filing Dt: 04/08/1993	Reg #: <u>1832641</u>	Reg. Dt: 04/26/1994
34	Serial #: <u>74546613</u> Mark: POLAROID COLORCARD	Filing Dt: 07/07/1994	Reg #: <u>2166064</u>	Reg. Dt: 06/16/1998
35	Serial #: <u>74584886</u>	Filing Dt: 10/12/1994	Reg #: <u>2000340</u>	Reg. Dt: 09/10/1996



Mark: POLAROID SILHOUETTE

36	Serial #:	<u>74675320</u>	Filing Dt:	05/17/1995	Reg #:	<u>2036164</u>	Reg. Dt:	02/04/1997
	Mark:	POLAROID PHOTOPAD						
37	Serial #:	<u>74684683</u>	Filing Dt:	06/05/1995	Reg #:	<u>2118261</u>	Reg. Dt:	12/02/1997
	Mark:	POLAROID DRYJET						
38	Serial #:	<u>75130215</u>	Filing Dt:	07/05/1996	Reg #:	<u>2159501</u>	Reg. Dt:	05/19/1998
	Mark:	POLAROID GELCAM						
39	Serial #:	<u>75155466</u>	Filing Dt:	08/26/1996	Reg #:	<u>2192637</u>	Reg. Dt:	09/29/1998
	Mark:	POLAROID PICTUREPRO						
40	Serial #:	<u>75182241</u>	Filing Dt:	10/16/1996	Reg #:	<u>2166500</u>	Reg. Dt:	06/16/1998
	Mark:	POLAROID PHOTOMAX						
41	Serial #:	<u>75214221</u>	Filing Dt:	12/17/1996	Reg #:	<u>2146054</u>	Reg. Dt:	03/24/1998
	Mark:	POLAROID DRY COAT						
42	Serial #:	<u>75243673</u>	Filing Dt:	02/18/1997	Reg #:	<u>2254081</u>	Reg. Dt:	06/15/1999
	Mark:	POLAROID MAKE A PRINT						
43	Serial #:	<u>75295704</u>	Filing Dt:	05/21/1997	Reg #:	<u>2232868</u>	Reg. Dt:	03/16/1999
	Mark:	POLAROID COLORSHOT						
44	Serial #:	<u>75347373</u>	Filing Dt:	08/26/1997	Reg #:	<u>2398255</u>	Reg. Dt:	10/24/2000
	Mark:	POLAROID MACRO						
45	Serial #:	<u>75380632</u>	Filing Dt:	10/29/1997	Reg #:	<u>2625358</u>	Reg. Dt:	09/24/2002
	Mark:	POLAROID						
46	Serial #:	<u>75380771</u>	Filing Dt:	10/29/1997	Reg #:	<u>2582528</u>	Reg. Dt:	06/18/2002
	Mark:	POLAROID						
47	Serial #:	<u>75440842</u>	Filing Dt:	02/26/1998	Reg #:	<u>2310483</u>	Reg. Dt:	01/25/2000
	Mark:	POLAROID QUICKBADGE						
48	Serial #:	<u>75553978</u>	Filing Dt:	09/16/1998	Reg #:	<u>2295786</u>	Reg. Dt:	11/30/1999
	Mark:	POLAROID HIGHDEFINITION						
49	Serial #:	<u>75605978</u>	Filing Dt:	12/15/1998	Reg #:	<u>2567805</u>	Reg. Dt:	05/07/2002
	Mark:	POLAROID I-ZONE						
50	Serial #:	<u>75615861</u>	Filing Dt:	01/05/1999	Reg #:	<u>2470869</u>	Reg. Dt:	07/24/2001
	Mark:	POLAROID						
51	Serial #:	<u>75616549</u>	Filing Dt:	01/06/1999	Reg #:	<u>2374526</u>	Reg. Dt:	08/08/2000
	Mark:	POLAROID						
52	Serial #:	<u>75934177</u>	Filing Dt:	03/02/2000	Reg #:	NONE	Reg. Dt:	
	Mark:	POLAROID INSTANT DIGITAL						
53	Serial #:	<u>75980139</u>	Filing Dt:	10/29/1997	Reg #:	<u>2445278</u>	Reg. Dt:	04/17/2001
	Mark:	POLAROID						
54	Serial #:	<u>75980183</u>	Filing Dt:	10/29/1997	Reg #:	<u>2445280</u>	Reg. Dt:	04/17/2001
	Mark:	POLAROID						

55	Serial #: <u>76002243</u> Mark: POLAROID DIGITAL INSTANT	Filing Dt: 03/16/2000	Reg #: NONE	Reg. Dt:
56	Serial #: <u>76056865</u> Mark: POLAROID MERLIN	Filing Dt: 05/25/2000	Reg #: NONE	Reg. Dt:
57	Serial #: <u>76109084</u> Mark: POLAROID I-ZONE	Filing Dt: 08/14/2000	Reg #: NONE	Reg. Dt:
58	Serial #: <u>76191801</u> Mark: POLAROID I-ZONE	Filing Dt: 01/09/2001	Reg #: NONE	Reg. Dt:
59	Serial #: <u>76211254</u> Mark: POLAROID 500	Filing Dt: 02/15/2001	Reg #: <u>2531990</u>	Reg. Dt: 01/22/2002
60	Serial #: <u>76230582</u> Mark: POLAROID I-ZONE	Filing Dt: 03/26/2001	Reg #: NONE	Reg. Dt:
61	Serial #: <u>78061997</u> Mark: POLAROID I-ZONE	Filing Dt: 05/04/2001	Reg #: <u>2751335</u>	Reg. Dt: 08/12/2003
62	Serial #: <u>78150243</u> Mark: POLAROID FASTLANE	Filing Dt: 08/02/2002	Reg #: NONE	Reg. Dt:
63	Serial #: <u>78153139</u> Mark: POLAROID ONE	Filing Dt: 08/12/2002	Reg #: NONE	Reg. Dt:
64	Serial #: <u>78188912</u> Mark: POLAROID SPEEDLANE	Filing Dt: 11/26/2002	Reg #: NONE	Reg. Dt:
65	Serial #: <u>78220348</u> Mark: POLAROID	Filing Dt: 02/28/2003	Reg #: NONE	Reg. Dt:
66	Serial #: <u>78220365</u> Mark: POLAROID I-ZONE	Filing Dt: 02/28/2003	Reg #: NONE	Reg. Dt:
67	Serial #: <u>78224207</u> Mark: POLAROID I-ZONE	Filing Dt: 03/11/2003	Reg #: NONE	Reg. Dt: