

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bella Pictures, Inc.		01/26/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bella Pictures Holdings, LLC
Street Address:	114 Sansome Ct.
Internal Address:	Floor 3
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94104
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3615079	BELLA PICTURES
Registration Number:	3121547	BELLA
Registration Number:	3032996	BELLA PICTURES
Registration Number:	3615080	BELLA PICTURES
Registration Number:	3622751	CAFE BELLA
Registration Number:	3760356	STUDIO BLUE
Registration Number:	3760357	STUDIO BLUE WEDDINGS
Registration Number:	3760358	STUDIOBLUE WEDDINGS

CORRESPONDENCE DATA

Fax Number: (314)480-1505
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314-480-1500
 Email: tracey.paterson@huschblackwell.com
 Correspondent Name: Arkadia Olson/Husch Blackwell LLP

900188935

TRADEMARK
REEL: 004519 FRAME: 0300

CH \$215.00 3615079

Address Line 1: 190 Carondelet Plaza
Address Line 2: Suite 600
Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER: 712973.3

NAME OF SUBMITTER: Tracey Paterson

Signature: /Tracey Paterson/

Date: 04/11/2011

Total Attachments: 4
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TRADEMARK ASSIGNMENT

WHEREAS, BELLA PICTURES, INC., a Delaware corporation ("*Assignor*"), is the exclusive owner of the U.S. trademark registrations listed on the attached Schedule A (the "*Trademarks*");

WHEREAS, Assignor desires to sell, transfer, and assign all of Assignor's right, title, and interest in and to the Trademarks, together with all of the goodwill of the business associated with the Trademarks, to BELLA PICTURES HOLDINGS, LLC, a Delaware limited liability company ("*Assignee*"), on the terms and conditions more particularly set forth in the Asset Purchase Agreement by and among the Assignor, Assignee, CPI CORP., a Delaware corporation, and FOUNDATION CAPITAL IV, L.P., a Delaware limited partnership, dated as of the date hereof (the "*Asset Purchase Agreement*"); and

WHEREAS, Assignor wishes to memorialize herein said assignment, transfer and sale of the Trademarks, together with all of the goodwill of the business associated with the Trademarks, to Assignee.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration set forth in the Asset Purchase Agreement, and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Assignee, its entire right, title and interest in and to the Trademarks, and all of the goodwill associated therewith, and all claims for damages by reason of past or current infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

This agreement shall be binding upon and shall inure to the benefit of the respective successors and permitted assigns of Assignor and Assignee.

[Signature Page to follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of this 26th day of JANUARY, 2011.

ASSIGNOR:

BELLA PICTURES, INC.



By: Mitchell Rhodes
Its: Chief Executive Officer

ASSIGNEE:

BELLA PICTURES HOLDINGS, LLC

By: CPI CORP., its Manager

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of this 26th day of January, 2011.

ASSIGNOR:


BELLA PICTURES, INC.

By: Mitchell Rhodes
Its: Chief Executive Officer

ASSIGNEE:

BELLA PICTURES HOLDINGS, LLC

By: CPI CORP., its Manager



By: RENATO CATALDO
Its: ~~PRESIDENT AND CHIEF EXECUTIVE OFFICER~~

Schedule A: U.S. Trademark Registrations

Mark	Registration No./Serial No.	Status
BELLA PICTURES and Design	3,615,079	Registered
BELLA	3,121,547	Registered
BELLA PICTURES	3,032,996	Registered
BELLA PICTURES (Stylized)	3,615,080	Registered
CAFE BELLA	3,622,751	Registered
STUDIO BLUE	3,760,356	Registered
STUDIO BLUE WEDDINGS	3,760,357	Registered
STUDIOBLUE WEDDINGS (Stylized)	3,760,358	Registered