

Form **PTO-1594** (rev 3/1) **RECORDATION FORM COVER SHEET** U. S. Department of Commerce
TRADEMARKS ONLY Patent and Trademark Office

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

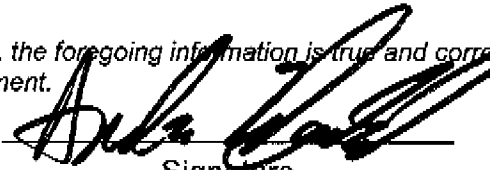
<p>1. Name of conveying party(ies):</p> <p>Lehman Commercial Paper Inc. 745 Seventh Avenue New York, NY 10019</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation – New York <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Credit Suisse First Boston (Cayman Islands Branch) 11 Madison Avenue New York, NY 10010</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other Cayman Islands Bank</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Reassignment of Security Interests Recorded at Reel/Frame 2499/0539 and 2455/0347</p> <p>Execution Date: May 10, 2004</p>	

<p>4. Application number(s) or registration number(s):</p>										
<p>A. Trademark Application No(s).</p> <p>76332274</p>	<p>B. Trademark Registration No(s).</p> <table border="0"> <tr> <td>2091810</td> <td>1893390</td> <td>1887534</td> </tr> <tr> <td>2155824</td> <td>2070370</td> <td>2038191</td> </tr> <tr> <td>2155941</td> <td>2282837</td> <td>2284802</td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	2091810	1893390	1887534	2155824	2070370	2038191	2155941	2282837	2284802
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Andrew Woodard, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036</p>	<p>6. Total number of applications/registrations involved: 10</p> <p>7. Total fee (37 CFR 3.41) \$265</p> <p><input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 217730/1825)</p> <p>8. Deposit Account No. 19-2385</p>
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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.

Andrew Woodard  May 11, 2004
Name Signature Date

Total number of pages including cover sheet, attachments, and document: 4

CH \$265.00 192385 76332274

Assignment of Intellectual Property Security Interest

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY INTEREST (hereinafter the "Agreement"), dated May 10, 2004, executed by Lehman Commercial Paper Inc., a New York corporation with a principal place of business at 745 Seventh Avenue, New York, NY 10019 (the "Secured Party"), and delivered to Credit Suisse First Boston, acting through its Cayman Islands Branch, with a principal place of business at 11 Madison Avenue, New York, NY 10010 (the "Assignee") assigns all security interests of Secured Party in the Intellectual Property Collateral (as defined below) to Assignee.

WHEREAS, the Secured Party recorded an Intellectual Property Security Agreement dated April 17, 2002 in the United States Patent and Trademark Office at Reel 2499, Frame 0539 and an Intellectual Property Security Agreement dated January 29, 2002 in the United States Patent and Trademark Office at Reel 2455, Frame 0347 (the "Security Agreements");

WHEREAS, pursuant to the Security Agreements, and in consideration of and pursuant to the terms of the applicable Guarantee and Collateral Agreement (as defined in the applicable Security Agreement), the Secured Party received a security interest in all of each Grantor's (as defined in the applicable Security Agreement) right, title and interest in and to the Intellectual Property Collateral (as defined in the applicable Security Agreement) as collateral security for the prompt and complete payment and performance of all of such Grantor's Obligations (as defined in the applicable Security Agreement); and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby assigns to Assignee all of the Secured Party's security interest in the Intellectual Property Collateral.

IN WITNESS WHEREOF, Secured Party has caused this Assignment of Intellectual Property Security Interest to be duly executed on the date first mentioned above.

LEHMAN COMMERCIAL PAPER INC.

By: 

Print Name:

Title:

Francis Chang

Authorized Signatory

EXHIBIT A

Mark/Trade Name	Registrant/Holder	Jurisdiction Issued or Registered	Registration or Application Number	Date of Registration or Application	Date of Expiration
ESCAPE TO THE FUN	Registrant: Regal Cinemas, Inc. Holder: Regal Investment Company, Inc.	USPTO	2,091,810	August 26, 1997	August 25, 2007
REGAL CINEMAS	Registrant: Regal Cinemas, Inc. Holder: Regal Investment Company, Inc.	USPTO	1,893,390	May 9, 1995	May 8, 2005
REGAL CINEMAS & reel design	Registrant: Regal Cinemas, Inc. Holder: Regal Investment Company, Inc.	USPTO	1,887,534	April 4, 1995	April 3, 2005
FUNSCAPE	Registrant: Regal Cinemas, Inc. Holder: Regal Investment Company, Inc.	USPTO	2,155,824	May 5, 1998	May 4, 2008
STOP & PLAY*	Registrant: Regal Cinemas, Inc. Holder: Regal Investment Company	USPTO	2,070,370	June 10, 1997	June 9, 2007
EDWARDS	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	USPTO	2,038,191	February 18, 1997	February 18, 2007
EDWARDS	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	Canada	890,292 (Application Number)	September 15, 1998	Not Applicable
EDWARDS	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	USPTO	2,155,941	May 12, 1998	May 12, 2008

Mark/Trade Name	Registrant/Holder	Jurisdiction Issued or Registered	Registration or Application Number	Date of Registration or Application	Date of Expiration
E & design	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	USPTO	2,282,837	October 5, 1999	October 5, 2009
E & design	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	Canada	538,504	December 11, 2000	December 11, 2015
E & design	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	USPTO	2,284,802	October 12, 1999	October 12, 2009
E EDWARDS THEATRES GIANT SCREEN GET THE BIG PICTURE and design	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	USPTO	76/332,274 (Application Number)	October 29, 2001	Not Applicable
EDWARDS	Registrant: Edwards Theatres, Inc. Holder: Edwards Theatres, Inc.	Canada	1,124,076 (Application Number)	December 4, 2001	Not Applicable

***This trademark has been cancelled pursuant to Section 8 of the Trademark Act. Approximately four months remain in the statutory six-month grace period for renewal.**