

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Regal Investment Company		12/21/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Regal Cinemas, Inc.
Street Address:	7132 Regal Lane
City:	Knoxville
State/Country:	TENNESSEE
Postal Code:	37918
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1893390	REGAL CINEMAS
Registration Number:	1887534	REGAL CINEMAS

**CORRESPONDENCE DATA**

Fax Number: (720)406-5301  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 720-406-5300  
 Email: boxip@hhlaw.com, jcschubert@hhlaw.com  
 Correspondent Name: Tracy B. Gray  
 Address Line 1: 8300 Greensboro Drive, Suite 1100  
 Address Line 2: Box Intellectual Property  
 Address Line 4: McLean, VIRGINIA 22102

NAME OF SUBMITTER:	Tracy B. Gray
Signature:	/tbg/

CH \$65.00 1893390

Date:

06/07/2005

**Total Attachments: 5**

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STEVE HALL  
REGISTER OF DEEDS  
KNOX COUNTY

FILED  
2004 DEC 21 10 46  
STEVE HALL  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
REGAL INVESTMENT COMPANY,  
A DELAWARE CORPORATION,  
WITH AND INTO  
REGAL CINEMAS, INC.,  
A TENNESSEE CORPORATION

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, as amended (the "Tennessee Act"), and Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), Regal Cinemas, Inc., a Tennessee corporation ("Parent"), adopts the following Articles of Merger for the purpose of merging Regal Investment Company, a Delaware corporation and a wholly owned subsidiary of Parent ("Subsidiary"), with and into Parent with the Parent surviving the merger (the "Merger"):

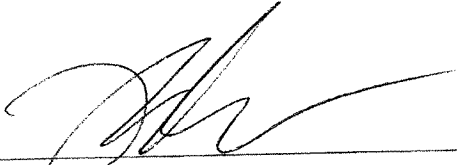
1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.
2. As to Parent, the surviving corporation in the Merger, the Plan of Merger was duly adopted by its board of directors on December 21, 2004.
3. Pursuant to Section 48-21-105(c) of the Tennessee Act, the approval of the shareholders of Parent is not required to merge Subsidiary with and into Parent with Parent surviving the Merger.
4. Pursuant to Section 253 of the DGCL, neither the approval of the board of directors of Subsidiary nor the approval of the stockholders of Subsidiary is required to merge Subsidiary with and into Parent with Parent surviving the Merger.
5. As to Subsidiary, the Plan of Merger and performance of its terms were duly authorized by all action required by the applicable laws of the State of Delaware, including the DGCL, and by the certificate of incorporation of Subsidiary.
6. These Articles of Merger shall become effective upon filing with the office of the Secretary of State of the State of Tennessee.

  
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 REC'D FOR REC 12/30/2004 8:59:34AM  
 RECORD FEE: \$7.00  
 M. TAX: \$0.00 T. TAX: \$0.00

1 5 2 0 1 7 1 1 4 3 1 3

IN WITNESS WHEREOF, the undersigned has executed and delivered this document as of the date first above written.

REGAL CINEMAS, INC.  
a Tennessee corporation

By:   
Peter B. Brandow, Executive Vice President,  
General Counsel and Secretary



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**TRADEMARK**  
**REEL: 003097 FRAME: 0605**

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is hereby adopted as of this 21st day of December, 2004, by the board of directors of Regal Cinemas, Inc., a Tennessee corporation ("Parent"), in order to merge Regal Investment Company, a Delaware corporation and a wholly owned subsidiary of Parent ("Subsidiary"), with and into Parent with Parent surviving the merger (the "Merger"). Parent and Subsidiary are sometimes hereinafter collectively referred to as the "Constituent Entities."

RECITALS

The board of directors of Parent has determined that it is advisable and in the Constituent Entities' best interests that Subsidiary merge with and into Parent, with Parent as the surviving entity, as set forth herein and pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Sections 48-21-105 and 48-21-109 of the Tennessee Business Corporation Act (the "Tennessee Act"). Pursuant to Section 253 of the DGCL, neither the approval of the board of directors of Subsidiary nor the approval of the shareholders of Subsidiary is required to merge Subsidiary with and into Parent with Parent surviving the Merger. Pursuant to Section 48-21-105(c) of the Tennessee Act, the approval of the shareholders of Parent is not required to merge Subsidiary with and into Parent with Parent surviving the Merger.

ARTICLE I  
THE MERGER

1.1 Merger. As set forth herein and in accordance with the DGCL and the Tennessee Act, upon the Effective Date (as defined below) Subsidiary shall merge with and into Parent with Parent surviving the Merger and continuing to be a corporation governed by the laws of the State of Tennessee, the separate existence of Subsidiary shall cease and "Regal Cinemas, Inc." shall continue to be the name of the surviving entity. Parent is sometimes referred to herein as the "Surviving Entity."

1.2 Effectiveness. As between the Constituent Entities, the Merger shall be effective upon filing of the Articles of Merger with the office of the Secretary of State of the State of Tennessee (the "Effective Date").

1.3 Cessation of Separate Existence. Upon the Effective Date of the Merger, the separate existence of Subsidiary shall cease and Parent, as the Surviving Entity: (i) shall continue to possess all of the assets, rights, powers and property of Parent as constituted immediately prior to the Effective Date of the Merger; (ii) shall continue to be subject to all of the debts, liabilities and obligations of Parent as constituted immediately prior to the Effective Date of the Merger; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property (real or personal) of Subsidiary; (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Subsidiary in the same manner as if Parent had itself incurred them; (v) shall be subject to all actions previously taken by the officers of Parent and the officers of Subsidiary;



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and (vi) Parent shall succeed to Subsidiary in the manner of and as more fully set forth in Section 48-21-108 of the Tennessee Act.

**ARTICLE II  
CHARTER DOCUMENTS; MANAGEMENT**

2.1 Charter. The charter of Parent in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the charter of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The bylaws of Parent in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

2.3 Officers and Directors. The officers and directors of Parent immediately prior to the Effective Date of the Merger shall be the officers and directors of the Surviving Entity until their successors shall have been duly elected and qualified or until as otherwise provided by the Tennessee Act, the charter, the bylaws and/or any resolutions of the board of directors or shareholders of the Surviving Entity.

**ARTICLE III  
EFFECT ON CAPITAL STOCK**

Upon the Effective Date of the Merger, all issued and outstanding shares of the capital stock of Subsidiary shall, by virtue of the Merger and without consideration or any further action by either of the Constituent Entities, automatically be cancelled and shall cease to exist and any certificates evidencing ownership thereof shall be void and of no effect. All shares of Subsidiary capital stock held in the treasury of Subsidiary immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without consideration or any further action by either of the Constituent Entities, automatically be cancelled and shall cease to exist and any certificates evidencing ownership thereof shall be void and of no effect. The issued and outstanding capital stock and capital stock held in treasury, if any, of Parent shall not be affected by virtue of the Merger.

**ARTICLE IV  
MISCELLANEOUS**

4.1 Further Assurances. If at any time after the Effective Date of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest in Parent full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the officers and directors of Parent are fully authorized in the name of Subsidiary, Parent or otherwise to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Plan of Merger.




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IN WITNESS WHEREOF, the undersigned has executed and delivered this document as of the date first above written.

REGAL CINEMAS, INC.,  
a Tennessee corporation

By:   
Peter B. Brandow, Executive Vice President,  
General Counsel and Secretary

  
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