

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610358

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Regal Cinemas, Inc.		11/23/2020	Corporation: TENNESSEE
Regal Entertainment Group		11/23/2020	Corporation: DELAWARE
Edwards Theatres, Inc.		11/23/2020	Corporation: DELAWARE
Regal CineMedia Corporation		11/23/2020	Corporation: VIRGINIA
Ragains Enterprises LLC		11/23/2020	Limited Liability Company: INDIANA
Cinebarre, LLC		11/23/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Barclays Bank PLC		
Street Address:	745 SEVENTH AVENUE		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Public Limited Company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 41			
Property Type	Number	Word Mark	
Registration Number:	4878873	CINE BISCUIT	
Registration Number:	3331690	CINEBARRE	
Registration Number:	3881371	CINEBREW	
Registration Number:	4515952	CINECAPE	
Registration Number:	4556415	CINEWINE	
Registration Number:	3349828	EAT. DRINK. WATCH MOVIES.	
Registration Number:	4581154	RED CARPET REVIEW	
Registration Number:	2282837	E	
Registration Number:	2284802	E	
Registration Number:	3182812	GREAT ESCAPE	
Registration Number:	3849514		
Registration Number:	3968351		
Registration Number:	6001723	R REGAL	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1893390	REGAL CINEMAS
Registration Number:	3859034	REGAL CINEMAS
Registration Number:	1887534	REGAL CINEMAS
Registration Number:	3859035	REGAL CINEMAS
Registration Number:	3022182	CORPORATE BOX OFFICE
Registration Number:	2890927	CINEMA ART
Registration Number:	2038191	EDWARDS
Registration Number:	4723484	LIGHTS, CAMERA, RECLINE!
Registration Number:	4968463	MY WAY MATINEE
Registration Number:	3889100	REGAL
Registration Number:	3954852	REGAL CROWN CLUB
Registration Number:	2873693	REGAL CROWN CLUB
Registration Number:	3005531	REGAL ENTERTAINMENT GROUP
Registration Number:	2945527	REGAL ENTERTAINMENT GROUP
Registration Number:	3147694	REGAL EXPRESS
Registration Number:	3932101	REGAL PREMIUM EXPERIENCE
Registration Number:	3935300	RPX
Registration Number:	3116489	SHINE FOR A BRIGHTER TOMORROW
Registration Number:	5233473	TASTE THE MOVIES
Registration Number:	4963332	TRIPLE CROWN
Registration Number:	4723779	WINE, DINE & RECLINE
Registration Number:	3711406	ESCAPE TO THE MOVIES
Registration Number:	4135110	GO BIG OR GO HOME.
Registration Number:	4416157	SAMURAI CINEMA
Registration Number:	4416155	GANGSTER FEST
Registration Number:	4455820	CINERED
Registration Number:	4455810	CINEWHITE
Serial Number:	87456671	REGALITE

CORRESPONDENCE DATA

Fax Number: 2128366337

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2128367319

Email: paul.somelofske@arnoldporter.com

Correspondent Name: Paul J. Somelofske

Address Line 1: c/o Arnold & Porter Kaye Scholer LLP

Address Line 4: New York, NEW YORK 10019-9710

NAME OF SUBMITTER: Paul J. Somelofske

SIGNATURE:	/Paul J. Somelofske/
DATE SIGNED:	11/23/2020
Total Attachments: 9 source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page1.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page2.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page3.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page4.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page5.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page6.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page7.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page8.tif source=ESCROW - Cineworld - TLB Layering - IPSA - Trademark Security Agt (Nov-23-20)_ (72509323_4)#page9.tif	

NOTICE OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK (this “*Trademark Security Agreement*”), dated as of November 23, 2020, by each entity listed on the signature pages hereof (“*Grantor*”), in favor of Barclays Bank PLC (“*Barclays*”), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the “*Administrative Agent*”) (this “*Notice*”).

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of the date hereof (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”), by and among Crown UK HoldCo Limited, a company incorporated under the laws of England and Wales, Crown Finance US, Inc., a Delaware corporation (the “*Borrower*”), and the Lenders party thereto, and Barclays, as agent for the Lenders, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, Grantor is a party to the Guaranty pursuant to which they have guaranteed the Obligations; and

WHEREAS, Grantor is a party to a U.S. Security Agreement, dated as of the date hereof (the “*U.S. Security Agreement*”), in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, Grantor hereby agrees with the Administrative Agent as follows:

Section 1. Defined Terms

Unless otherwise defined herein, terms defined in the Credit Agreement or in the U.S. Security Agreement and used herein have the meaning given to them in the Credit Agreement or the U.S. Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral

Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations of Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of Grantor (the “*Trademark Collateral*”); *provided, however*, that, if and when any property that at any time constituted Excluded Property becomes Collateral, the Administrative Agent shall have, and at all times from and after the date thereof be deemed to have had, a security interest in such property:

- a) all Trademarks of the United States of America owned by Grantor, in each case, now existing or hereafter acquired, including, without limitation, those referred to on Schedule I hereto and excluding any intent-to-use United States trademark applications for which an amendment to alleged use or statement of use has not been filed under 15 U.S.C. §1051(c) or 15 U.S.C. §1051(d), respectively, or, if filed, has not been deemed in conformance with 15 U.S.C. §1051(a) or examined and accepted by the United States Patent and Trademark Office;
- b) all goodwill of the business connected with the use of, and symbolized by, each Trademark described in *clause (a)* above; and
- c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any such Trademark or (ii) injury to the goodwill associated with any such Trademark.

Section 3. Security Agreement

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the U.S. Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the U.S. Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Notice and the terms of the U.S. Security Agreement, the terms of the U.S. Security Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

REGAL CINEMAS, INC.,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

REGAL ENTERTAINMENT GROUP,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

EDWARDS THEATRES, INC.,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

[Signature Page to Trademark Security Agreement]

REGAL CINEMEDIA CORPORATION,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

RAGAINS ENTERPRISES LLC,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

CINEBARRE, LLC,
as a Grantor

By: Matthew Eyre
Name: Matthew Eyre
Title: Secretary

ACCEPTED AND AGREED
as of the date first above written:

BARCLAYS BANK PLC,
as Administrative Agent

By: *Martin P. Corrigan*
Name: Martin Corrigan
Title: Vice President

[Signature Page to Trademark Security Agreement]



TRADEMARK
REEL: 007113 FRAME: 0454

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

Trademarks, Trademark Applications and Trademark Licenses

<u>Grantor</u>	<u>Mark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Cinebarre, LLC	CINE BISCUIT	Registered	December 29, 2015	4,878,873
Cinebarre, LLC	CINEBARRE	Registered	November 6, 2007	3,331,690
Cinebarre, LLC	CINEBREW	Registered	November 23, 2010	3,881,371
Cinebarre, LLC	CINECAPE	Registered	April 15, 2014	4,515,952
Cinebarre, LLC	CINEWINE	Registered	June 24, 2014	4,556,415
Cinebarre, LLC	EAT. DRINK. WATCH MOVIES.	Registered	December 4, 2007	3,349,828
Cinebarre, LLC	RED CARPET REVIEW	Registered	August 5, 2014	4,581,154
Edwards Theatres, Inc.	E (& Design) 	Renewed	October 5, 1999	2,282,837
Edwards Theatres, Inc.	E (& Design) 	Renewed	October 12, 1999	2,284,802
Ragains Enterprises LLC	GREAT ESCAPE	Registered	December 12, 2006	3,182,812
Regal Cinemas, Inc.	Misc. Crown Design 	Registered	September 21, 2010	3,849,514
Regal Cinemas, Inc.	Misc. Crown Design	Registered	May 31, 2011	3,968,351

<u>Grantor</u>	<u>Mark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
				
Regal Entertainment Group	R REGAL DESIGN 	Registered	March 3, 2020	6,001,723
Regal Cinemas, Inc.	REGAL CINEMAS	Renewed	May 9, 1995	1,893,390
Regal Cinemas, Inc.	REGAL CINEMAS (& Horizontal Crown Design) 	Registered	October 12, 2010	3,859,034
Regal Cinemas, Inc.	REGAL CINEMAS (& Reel Design) 	Registered	April 4, 1995	1,887,534
Regal Cinemas, Inc.	REGAL CINEMAS (& Vertical Crown Design) 	Registered	October 12, 2010	3,859,035
Regal CineMedia Corporation	CORPORATE BOX OFFICE	Registered	November 29, 2005	3,022,182
Regal Entertainment Group	CINEMA ART	Registered	October 5, 2004	2,890,927
Regal Entertainment Group	EDWARDS	Registered	February 18, 1997	2,038,191
Regal Entertainment Group	LIGHTS, CAMERA, RECLINE!	Registered	April 21, 2015	4,723,484
Regal Entertainment Group	MY WAY MATINEE	Registered	May 31, 2016	4,968,463
Regal Entertainment Group	REGAL	Registered	December 14, 2010	3,889,100

<u>Grantor</u>	<u>Mark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Regal Entertainment Group	REGAL CROWN CLUB 	Registered	May 3, 2011	3,954,852
Regal Entertainment Group	REGAL CROWN CLUB	Registered	August 17, 2004	2,873,693
Regal Entertainment Group	REGAL ENTERTAINMENT GROUP 	Registered	October 11, 2005	3,005,531
Regal Entertainment Group	REGAL ENTERTAINMENT GROUP	Registered	May 3, 2005	2,945,527
Regal Entertainment Group	REGAL EXPRESS	Registered	September 26, 2006	3,147,694
Regal Entertainment Group	REGAL PREMIUM EXPERIENCE	Registered	March 15, 2011	3,932,101
Regal Entertainment Group	RPX	Registered	March 22, 2011	3,935,300
Regal Entertainment Group	SHINE FOR A BRIGHTER TOMORROW	Registered	July 18, 2006	3,116,489
Regal Entertainment Group	TASTE THE MOVIES	Registered	June 27, 2017	5,233,473
Regal Entertainment Group	TRIPLE CROWN	Registered	May 24, 2016	4,963,332
Regal Entertainment Group	WINE, DINE & RECLINE	Registered	April 21, 2015	4,723,779
Regal Entertainment Group	ESCAPE TO THE MOVIES	Dead	November 17, 2009	3,711,406
Regal Entertainment Group	GO BIG OR GO HOME.	Dead	May 1, 2012	4,135,110

<u>Grantor</u>	<u>Mark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Regal Entertainment Group	REGALITE	Dead	May 19, 2017	87/456,671
Cinebarre, LLC	SAMURAI CINEMA	Dead	October 8, 2013	4,416,157
Cinebarre, LLC	GANGSTER FEST	Dead	October 8, 2013	4,416,155
Cinebarre, LLC	CINERED	Dead	December 24, 2013	4,455,820
Cinebarre, LLC	CINEWHITE	Dead	December 24, 2013	4,455,810