

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011



RECORD DA RA

03-24-2000



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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Tab settings:

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101296805

To the P

U.S. Patent & TMO/TM Mail Rept Dt. #26

and Trademark No. 101296805 the attached original documents or copy thereof.

1. Name of conveying party(ies).

WestStar Cinemas, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 1/28/00

2. Name and address of receiving party(ies)

Name: WF Cinema Holdings, L.P.

Internal Address: c/o Warner Bros.

Street Address: 4000 Warner Blvd.

City: Burbank State: CA ZIP: 91522

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- Other

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

(Designations must be a separate document from assignment)

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

4. Application number(s) or patent number(s): See attached

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,880,11

Additional numbers attached?  Yes  No

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

Name: Anita Sobol

Internal Address: Weissmann, Wolff, Bergman, Coleman & Silverman

Street Address: 9665 Wilshire Blvd. #900

City: Beverly Hills State: CA ZIP: 90212

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340<sup>05</sup> E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

(Attach duplicate copy of this page if paying by deposit account)

03/24/2000 110111 00000169 200052 1880118

DO NOT USE THIS SPACE

01 FC:4A1 40.00 CH  
02 FC:4A2 300.00 CH

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.

Cristina E Wilson  
Anita Sobol

Name of Person Signing

*Anita Sobol*  
Signature

2/8/00

Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

**Schedule A**

<b>Mark</b>	<b>International Class(es)</b>	<b>Serial Number</b>	<b>Registration Number</b>	<b>Current Registrant</b>
Cinamerica	41	74-438555	R1880118	WestStar Cinemas, Inc.
Customer Service is Our Feature Presentation	41	75-354502	R2256520	WestStar Cinemas, Inc.
Festival Cinemas	41	75-118370	R2063242	WestStar Cinemas, Inc.
Mann Theatres	41	74-438556	R1857022	WestStar Cinemas, Inc.
Mann's Chinese	41	75-053969	R2068957	WestStar Cinemas, Inc.
*Design only*	41	75-249075	R2263968	WestStar Cinemas, Inc.
Chinese Theatre	16	75-335966	R000000	WestStar Cinemas, Inc.
*Design only*	18	75-382516	R000000	WestStar Cinemas, Inc.
Chinese Theatre	21	75-336061	R000000	WestStar Cinemas, Inc.
Chinese Theatre	25	75-335950	R000000	WestStar Cinemas, Inc.
*Design only*	25	75-382536	R000000	WestStar Cinemas, Inc.
Chinese Theatre	41	75-336064	R000000	WestStar Cinemas, Inc.
Step up to a Better Way to See Movies	41	75-347212	R000000	WestStar Cinemas, Inc.

## TRADEMARK ASSIGNMENT

This Trademark Assignment is made on this 26<sup>th</sup> day of January, 2000 by WestStar Cinemas, Inc., a corporation organized and existing under the laws of the State of Delaware and having its principal place of business c/o Warburg, Pincus Ventures, L.P., 466 Lexington Avenue, New York, New York 10017 (hereinafter "Assignor"), in favor of WF Cinema Holdings, L.P., a limited partnership organized and existing under the laws of the State of Delaware and having its principal place of business c/o Warner Bros., 4000 Warner Boulevard, Burbank, California 91322 ("Assignee"). Capitalized terms used but not defined herein shall have the meaning given to such terms in the Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of November 29, 1999, as amended from time to time, by and among Assignee, on the one hand, and Assignor, WestStar Real Estate, Inc., a Delaware corporation ("WestStar Real Estate"), Colorado Holdings, LLC, a Delaware limited liability company ("Colorado Holdings"), and WestStar Holdings, Inc., a Delaware corporation ("WestStar Holdings," and together with Assignor, WestStar Real Estate and Colorado Holdings, the "Sellers"), on the other hand.

WHEREAS, pursuant to the terms of the Asset Purchase Agreement, Assignee has agreed to purchase certain assets of Assignor and its subsidiaries, including, without limitation, the trademarks listed on Schedule A hereto and the trademark registrations and applications on the Principal Register of the United States Patent and Trademark Office and the common law rights pertaining thereto (collectively the "Marks");

WHEREAS, the Asset Purchase Agreement was approved pursuant to orders of the District Court for the District of Delaware in the Chapter 11 cases of the Sellers, jointly administered under Case No. 99-3375(JJF), specifically: (i) Order Authorizing and Approving (A) Sale of Substantially All Assets of the Bankruptcy Estates, Free and Clear of Liens, Claims, and Interests, Pursuant to Specified Asset Purchase Agreement; (B) Assumption and Assignment of Specified Executory Contracts and Unexpired Leases; (C) Rejection of Specified Executory Contracts and Unexpired Leases; and (D) Related Relief, entered January 12, 2000 (the "Sale Order"); and (ii) Order Authorizing and Approving (A) the Assumption and Assignment of Additional Agreements and (B) Related Relief, entered January 20, 2000 (the "Additional Agreements Order," and together with the Sale Order, the "Orders"); and

WHEREAS, in connection with the consummation of the transactions contemplated by the Asset Purchase Agreement, and subject to the Orders, Assignor wishes to assign the Marks to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee, its successors and assigns, all of its right, title and interest in and to the Marks, and all of the goodwill associated therewith, together with the right to recover damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, the undersigned has executed this Trademark Assignment as of the date first above written.

WESTSTAR CINEMAS, INC.

By: 

Name: Michael H. Solomon

Title: President

STATE OF CALIFORNIA )  
 )  
COUNTY OF LOS ANGELES

On the 27 day of January, 2000, before me, the undersigned, personally appeared Michael H. Solomon personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Janet Andre'* (Seal)



**Schedule A**

<b>Mark</b>	<b>International Class(es)</b>	<b>Serial Number</b>	<b>Registration Number</b>	<b>Current Registrant</b>
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