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04-23-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101682119

4-2-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [X] New
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- Effective Date Month Day Year
- [ ] Change of Name
- [X] Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: CANAD, INC.

Execution Date Month Day Year: 02 09 01

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: NEW HAMPSHIRE

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: THE BANK OF NEW YORK, as Administrative Agent

DBA/AKA/TA:

Composed of:

Address (line 1):

Address (line 2): ONE WALL STREET

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10286 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

[X] Citizenship/State of Incorporation/Organization: NEW YORK

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 692-1975

Name BRYAN CAVE LLP

Address (line 1) SHARON ELWIN, LEGAL ASSISTANT

Address (line 2) 245 PARK AVENUE

Address (line 3) NEW YORK, NY 10167-0034

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 4

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			1886358		

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 40.00

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes [ ] No [X]

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. Charges to deposit account are authorized, as indicated herein.

LORI POTTS	Lori Potts	3/30/01
Name of Person Signing	Signature	Date Signed

GRANT OF SECURITY INTEREST (TRADEMARKS)

CANAD, INC., a New Hampshire corporation (the "Guarantor"), is obligated to THE BANK OF NEW YORK, as Administrative Agent (the "Administrative Agent"), and has entered into the Second Amended and Restated Security Agreement, dated as of February 9, 2001 (as the same may be amended, supplemented or otherwise modified, the "Agreement"), with the Administrative Agent.

Pursuant to the Agreement, the Guarantor granted to the Administrative Agent a security interest in all of the right, title and interest of the Guarantor in and to all trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business associated with or symbolized by the Trademarks, all registrations and recordings thereof, all registration applications thereof, and all proceeds thereof, including past, present or future infringement or dilution of any Trademark now or hereafter owned by the Guarantor or injury to the goodwill associated with or symbolized by any Trademark now or hereafter owned by the Guarantor (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Guarantor does hereby grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Guarantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon the indefeasible cash payment in full of all Obligations, the Administrative Agent will take whatever actions are necessary at the Guarantor's expense to release or reconvey to Guarantor all right, title and interest of the Guarantor in and to the Trademarks.

The Administrative Agent's address is: One Wall Street, New York, New York 10286.

IN WITNESS WHEREOF, the Guarantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the 7th day of February, 2001.

CANAD, INC.

By: Terence P. Moriarty

Name: Terence P Moriarty

Title: Treasurer and Secretary

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 9th day of February, 2001, before me personally came Terence Moriarty, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ resides at 36 Draper Rd, Dover, MA 02030; that he/~~she~~ is the Treasurer & Secretary, of CANAD, INC., the corporation described in and which executed the above instrument, and that he/she signed his/her name thereto by order of the board of directors thereof.

Kathleen E. Palazzolla
Notary Public
[Notary's Stamp]

KATHLEEN E. PALAZZOLLA
NOTARY PUBLIC, State of New York
No. 43-4503546 Qual. in Rich. Co.
Certificate Filed in in New York County
Commission Expires Jan. 31, 2002

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of February 9, 2001

Mark	Reg. No.	Reg. Date	Serial Number	Filing Date
Canad Cinemas C (Design)	1,886,358	March 28, 1995	74-419,346	Aug. 2, 1993