

10-05-2001

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TO THE ASSISTANT COMMISSIONER OF PATENT

Send original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Edwards Theatres Circuit, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

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

2. Name and address of receiving party(ies):

Name: Edwards Theatres, Inc.
Internal Address:
Street Address: 300 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) September 26, 2001

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
(See schedules A & B)

Additional numbers attached? Yes No

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

Name: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: EDCIN.021GEN

7. Total fee (37 CFR 1.21(h)): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 6

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.

Marguerite L. Gunn
Name of Person Signing

Signature

10/3/01
Date

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

Mail documents to be recorded with required cover sheet information to:

10/09/2001 DBYRNE 00000019 2038191

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

TRADEMARK
REEL: 002377 FRAME: 0984

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 28th day of September, 2001, by and between EDWARDS THEATRES CIRCUIT, INC., a California corporation having a place of business at 300 Newport Center Drive, Newport Beach, California 92660 (hereinafter referred to as "ASSIGNOR"), and EDWARDS THEATRES, INC., a Delaware corporation having a place of business at 300 Newport Center Drive, Newport Beach, California 92660 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademark listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the U.S. federal trademark application and certain foreign applications and registrations relating to the Trademark listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Applications and Registrations");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and Applications worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide for the same mark; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark, Applications and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide for the same mark;

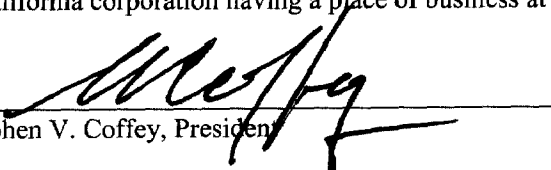
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademark set forth in Schedule A;
- (2) the Applications and Registrations set forth in Schedule B; and
- (3) any other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees for the same mark;

together with the goodwill symbolized by said Trademark, Applications and Registrations, and other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees for the same mark concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Newport Beach, California, this 26 day of September, 2001.

Edwards Theatre Circuit, Inc.,
a California corporation having a place of business at 300 Newport Center Drive, Newport Beach, California 92660

By: 
Stephen V. Coffey, President

SCHEDULES TO TRADEMARK ASSIGNMENT

SCHEDULE A


Marks: EDWARDS



(3-Dimensional Design)

SCHEDULE B

Federal Trademark Registrations:


<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>INTL. CLASS</u>
EDWARDS	2,038,191	February 18, 1997	41
EDWARDS	2,155,941	May 12, 1998	36 and 42
	2,282,837	October 5, 1999	41



2,284,802 October 12, 1999 41

(3-Dimensional Design)

Foreign Trademark Application and Registration:

<u>COUNTRY</u>	<u>MARK</u>	<u>APPLICATION NO.</u>	<u>REGISTRATION NO.</u>	<u>FILING DATE</u>	<u>REGISTRATION DATE</u>	<u>INTL. CLASS</u>
CANADA	EDWARDS	810,765		September 15, 1998		41
CANADA		890,194	TMA 538,504	September 14, 1998	December 11, 2000	