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1. Name of conveying Party(ies): Name: Planet Hollywood (REGION IV), Inc. Name: Bay Harbour Management, L.C., as Agent	(Rev. 03/01) Y-/- TRAT	Potent and Trademark Office
1. Name of conveying Party(ies): Name: Planet Hollywood (REGION IV), Inc. Name: Bay Harbour Management, L.C., as Agent	To the Honorable Commissioner of Patents at	certified copy thereof
Name: Planet Hollywood (REGION IV), Inc. Name: Bay Harbour Management, L.C., as Agent		
Name: Bay Harbour Management, L.C., as Agent Individual	1. Italic of conveying farty(ics).	, 102425599 granty(103).
Internal Address: APR - 1 2003	N Pl H. H 1 (DECION III) I	
Individual Association General Partnership Limited Partnership X Corporation - Minnesota Individual(s) Citizenship Additional name(s) of conveying party(ies) attached? Yes X No 3. Nature of conveyance: Assignment Merger Security Agreement Change of Name X Other Amendment to Assignment for Security (Trademarks) General Partnership Execution Date: March 31, 2003 Corporation - Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes X No Application number(s) or registration number(s): A. Trademark Application No.(s) See Schedule 1A attached hereto See Schedule 1A attached hereto See Schedule 1A attached hereto Additional sheet attached? X Yes No Additional sheet attached? X Yes No Covington & Burling 1201 Pennsylvania Avenue, N.W. Washington, D.C. 20004 Attorney Docket No. 701256.00023 See 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 programs of the set of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the programs of the context of the National sheet attached copy is a true copy of the programs of the context of the National sheet and correct and any attached copy is a true copy of the programs of the context of the National sheet attached copy is a true copy of the programs of the National sheet attached copy is a true copy of the programs of the context of the National sheet attached copy is a true copy of the programs of the National sheet attached copy is a true copy of the programs of the context of the National sheet attached copy is a true copy of the programs of the National Sheet attached copy is a true copy of the programs of the National Sheet attached copy is a true copy of the programs of the National Sheet attached copy is a true copy of the programs of the National Sheet attached copy is a true copy of the Programs of the National	Name: Planet Hollywood (REGION IV), Inc.	Name: Bay Harbour Management, L.C., as Agent
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SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARK REGISTRATIONS AND APPLICATIONS)

1. Registered Trademarks

Country	Trademark	Reg. No.	Filing Date
United States (recorded with Customs)	Planet Hollywood	TMK9700502	4/18/95
United States (recorded with Customs)	Planet Hollywood	TMK9700504	6/15/93
United States (recorded with Customs)	Planet Hollywood (Stylized)	TKM9700501	6/14//94
United States (recorded with Customs)	Planet Hollywood (Stylized)	TMK97005000	B/17/93
United States (recorded with Customs)	Planet Hollywood Globe Design	TMK9700505	10/12/93
United States	Chicken Crunch	2,025,228	12/24/96
United States	Cool Planet & Design	2,200,431	10/27/98
United States	Planet H	2,111,462	11/4/97
United States	Planet Hollywood	1,776,944	6/15/93
United States	Planet Hollywood	1,890,377	4/18/95
United States	Pianet Hollywood (Stylized)	1,788,712	8/17/93
United States	Planet Hollywood & Design	1,839,216	6/14/96
United States	Planet Hollywood & Design	1,798,442	10/12/93
United States	Planet Hollywood Sporting Co.	2,168,811	6/30/98
United States	Cool Planet	2,270,976	8/17/99
United States	Cool Planet and Design	2,254,516	6/15/99
United States	Planet Hollywood.com	2,594,469	08/05/96 (07/)6/02)

2. Pending Trademark Applications

Country	Trademark	Serial No.	Filing Date
United States	Planet Hollywood Hotel	75/194,646	11/7/96
United States	Planet Hollywood Resort	75/194,645	11/7/96
United States	Planet Movies	75/731,065	6/17/99
United States	Planet Hollywood	75/144,537	8/5/96
United States	Planet Hollywood & Design	75/144,536	8/5/96
United States	Planet Hollywood & Design	74/500,307	3/14/94

TRADEMARK

REEL: 002714 FRAME: 0900

AMENDMENT TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

WHEREAS, PLANET HOLLYWOOD (REGION IV), INC. ("PHRI") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A hereto, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, PHRI is party to a Subsidiary Security Agreement, dated as of May 8, 2000 (as the same has been, and from time to time on or after the date hereof may be further, amended, supplemented or otherwise modified, the "Subsidiary Security Agreement"), and an Assignment for Security (Trademarks) (as the same has been, and from time to time on or after the date hereof may be further, amended, supplemented or otherwise modified, the "Trademark Lien"), pursuant to which PHRI granted to the Agent (as defined in the Subsidiary Security Agreement), as agent for the Purchasers (as defined in the Subsidiary Security Agreement), a security interest in all right, title and interest of PHRI in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and any and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Subsidiary Security Agreement);

WHEREAS, on October 19, 2001, PHRI and certain of its affiliates filed petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Middle District of Florida (the "Bankruptcy Court");

WHEREAS, on January 6, 2003, the Bankruptcy Court entered an order approving the Third Amended Joint Plan of Reorganization, as Modified, Submitted by Planet Hollywood International, Inc., et al. (the "Plan of Reorganization"); and

WHEREAS, in connection with the Plan of Reorganization, on or about the date hereof, PHRI and the Agent have entered into that certain Amendment to Subsidiary Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, PHRI ratifies and confirms its pledge, assignment and grant under the Subsidiary Security Agreement and the Trademark Lien to the Agent of a continuing security interest in all of the Collateral, as collateral security for the payment of all of the Obligations.

PHRI does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the Collateral are more fully set forth in the Subsidiary Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein; provided, however, that such security interest granted hereby to the Agent is subordinate and subject to the rights of The CIT Group/Business Credit, Inc. ("CIT"), as agent for the benefit of certain financial institutions, as more fully described in that certain Intercreditor and Subordination Agreement (as the same has been, and from time to time on or after the date

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hereof may be further, amended, supplemented or otherwise modified), among the Agent, CIT, as agent for the benefit of certain financial institutions, Serena Holdings, Ltd., SouthTrust Bank, Central Florida N.A, the Junior Subordinated Trustee thereunder and the other persons and entities signatory thereto, dated on or about the date hereof.

IN WITNESS WHEREOF, PHRI has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 31, 2003.

PLANET HOLLYWOOD (REGION IV), INC.

Name: Thomas Avallone
Title: Chief Financial Officer

STATE OF Florida) ss. COUNTY OF Orange)	
On March 31, 2003, before me. Maria L. Velcz—Thomas Avallone personally known to me (or proved to me on the the person whose name is subscribed to the within the Amendme acknowledged to me that she/he executed the same in her/his ausignature on the Assignment for Security, the entity upon behalf of Assignment for Security.	ent to Assignment for Security and uthorized capacity, and that by her/his
WITNESS my hand and official seal.	MARIA L. VELEZ Shortania Ny Comm Co. 4906 No. 00 902271
Signature Signature	Uffermaly from (18ther U.S.
Maria L. Velez	-

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SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARK REGISTRATIONS AND APPLICATIONS)

1. Registered Trademarks

Country	Trademark	Reg. No.	Filing Date
United States recorded with Customs)	Planet Hollywood	TMK9700502	4/18/95
United States recorded with Customs)	Planet Hollywood	TMK9700504	6/15/93
United States recorded with Customs)	Planet Hollywood (Stylized)	TKM9700501	6/14//94
United States recorded with Customs)	Planet Hollywood (Stylized)	TMK97005000	8/17/93
United States recorded with Customs)	Planet Hollywood Globe Design	TMK9700505	10/12/93
United States	Chicken Crunch	2,025,228	12/24/96
United States	Cool Planet & Design	2,200,431	10/27/98
United States	Planet H	2,111,462	11/4/97
United States	Planet Hollywood	1,776,944	6/15/93
United States	Planet Hollywood	1,890,377	4/18/95
United States	Planet Hollywood (Stylized)	1,788,712	8/17/93
United States	Planet Hollywood & Design	1,839,216	6/14/96
United States	Planet Hollywood & Design	1,798,442	10/12/93
United States	Planet Hollywood Sporting Co.	2,168,211	6/30/98
United States	Cool Planet	2,270,976	8/17/99
United States	Cool Planet and Design	2,254,516	6/15/99
United States	Planet Hollywood.com	2,594,469	08/05/96 (07/)6/02)

2. Pending Trademark Applications

Country	<u>Trademark</u>	Serial No.	Filing Date
United States	Planet Hollywood Hotel	75/194,646	11/7/96
United States	Planet Hollywood Resort	75/194,645	11/7/96
United States	Planet Movies	75/731,065	6/17/99
United States	Planet Hollywood	75/144,537	8/5/96
United States	Planet Hollywood & Design	75/144,536	8/5/96
United States	Planet Hollywood & Design	74/500,307	3/14/94

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RECORDED: 04/01/2003