

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Tri-Holdings LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- 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: 04/20/2004

2. Name and address of receiving party(ies)

Name: Real D
 Internal Address: Suite 108
 Street Address: 9300 Wilshire Blvd.
 City: Beverly Hills State: CA Zip: 90212

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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 registration number(s):

A. Trademark Application No.(s) 78/318,006

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Kenneth H. Ohriner

Internal Address: Sixth Floor South

Street Address: 1620 26th Street

City: Santa Monica State: CA Zip: 90404

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2586

DO NOT USE THIS SPACE

9. Signature.

Kenneth H. Ohriner
Name of Person Signing

Kenneth H. Ohriner
Signature

April 27, 2004
Date

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

5

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

CH \$40.00 602686 78318006

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Tri Holdings, LLC ("Assignor"), a California limited liability company with its principal place of business at 9300 Wilshire Blvd., Suite 108, Beverly Hills, CA 90212, has common law rights in the mark(s) that is/are the subject of this assignment and as shown in the attached Exhibit and;


WHEREAS, Assignor is the owner of the pending intent-to-use trademark/service mark applications set forth in Exhibit 1 and incorporated herein by reference;

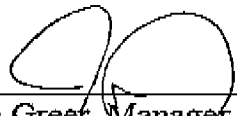
WHEREAS, Real D ("Assignee"), a California corporation with its principal place of business at 9300 Wilshire Blvd., Suite 108, Beverly Hills, CA 90212, is desirous of acquiring said common law rights, applications and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the mark(s) set forth in Exhibit 1 together with that portion of its business relating to the mark(s) and the goodwill appurtenant thereto.

Signed this 20th day of April, 2004.

Tri-Holdings, LLC

By 
Michael Lewis, Manager and Member

By 
Josh Greer, Manager and Member

STATE OF)
)
COUNTY OF) SS.

On the 20 day of April, 2004, before me personally appeared Michael Lewis and Josh Greer the persons who signed the foregoing instrument, who being by me duly sworn, each acknowledged that he is a manager and member of Tri Holdings, LLC, the California limited liability company described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said company, and that he has the authority to act on behalf of, and bind, said company.

SUBSCRIBED AND SWORN to before me on the date stated above.



Gail Leachman
NOTARY PUBLIC in and for the State of
California, residing at St
My Appointment Expires: Nov 6, 2004

Apr 20 04 04:57p

Michael Lewis

310-385-4001

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Acceptance of Assignment

Real D, the Assignee above, does hereby accept the assignment of the trademarks .

Signed this 20 day of April, 2004.

Real D

By: [Signature]
Name: Joshua Gasser
Title:

STATE OF)
COUNTY OF)

ss.

On the 20 day of April, 2004, before me personally appeared JOSH GREER, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he is the officer of Real D, the California corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.



[Signature]
NOTARY PUBLIC in and for the State of California, residing at [Signature]
My Appointment Expires: Nov 6, 2004

Apr 20 04 04:57p

Michael Lewis

310-385-4001

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EXHIBIT 1PENDING "INTENT-TO-USE" APPLICATIONS

Trademark	Serial No.	Filing Date
REAL D	78/318,006	October 23, 2003
RD (Stylized)	78/319,608	October 28, 2003
RD REAL D (Stylized)	78/399,041	April 9, 2004

[LA041050050]

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4/16/04

RECORDED: 04/27/2004

TRADEMARK
REEL: 002842 FRAME: 0429