

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harkins Reel Deals, L.L.C.		02/26/2007	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as the administrative agent for itself, Comerica Bank, JPMorgan Chase Bank, N.A., Wells Fargo Bank, National Association and certain equipment lessors and future lenders under a Credit Agreement with Assignor
Street Address:	231 South LaSalle Street
Internal Address:	Mail Code IL1-231-10-41, Agency Management Chicago
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60697
Entity Type:	National Association:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2254765	CINE CAPRI
Registration Number:	2676255	HARKINS
Registration Number:	2831346	HARKINS THEATRES MEANS MORE
Registration Number:	2555638	MOVIES. MEMORIES. HARKINS.
Registration Number:	2777237	REEL DEALS
Registration Number:	3081012	ULTIMATE MOVIEGOING
Registration Number:	2372302	BIJOU CAFE
Registration Number:	2311841	SUMMER MOVIE FUN
Registration Number:	2536457	THE ULTIMATE ROCKER
Registration Number:	2311842	VIP MOVIE TICKET

CORRESPONDENCE DATA

900070715

**TRADEMARK
 REEL: 003491 FRAME: 0879**

CH \$265.00 2254765

Fax Number: (602)257-6917
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Correspondent Name: Renee Mitchell, Esq.
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Address Line 2: Ryley Carlock & Applewhite
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	12053.5021
NAME OF SUBMITTER:	Renee L. Mitchell, Esq.
Signature:	/rlm/
Date:	03/02/2007
Total Attachments: 1 source=Collateral Assignment of Trademarks#page1.tif	

COLLATERAL ASSIGNMENT OF TRADEMARKS

WHEREAS, HARKINS REEL DEALS, L.L.C., an Arizona limited liability company, 7511 East McDonald Drive, Scottsdale, Arizona 85250 ("Assignor"), has adopted, used, is using in its business and is the owner of the following marks registered in the United States Patent and Trademark Office (the "Marks"): (a) Registration No. 2254765, Serial No. 75306289, filed on June 10, 1997; (b) Registration No 2676255, Serial No. 76129614, filed on September 14, 2000; (c) Registration No. 2831346, Serial No. 76429603, filed on July 11, 2002; (d) Registration No. 2555638, Serial No. 76232604, filed on March 28, 2001; (e) Registration No. 2777237, Serial No. 76267919, filed on June 6, 2001; (f) Registration No. 3081012, Serial No. 78543392, filed on January 6, 2005; (g) Registration No. 2372302, Serial No. 75635366, filed on February 5, 1999; (h) Registration No. 2311841, Serial No. 75635352, filed on February 5, 1999; (i) Registration No. 2536457, Serial No. 76272950, filed on June 18, 2001; and (j) Registration No. 2311842, Serial No. 75635353, filed on February 5, 1999; and

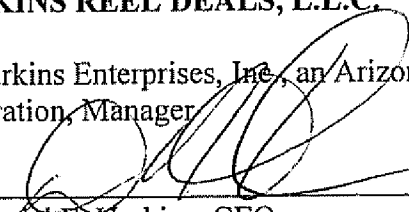
WHEREAS, BANK OF AMERICA, N.A. a national banking association, Mail Code IL1-231-10-41, Agency Management Chicago, 231 South LaSalle Street, Chicago, Illinois 60697, as Administrative Agent (in such capacity "Bank of America"), for itself, Comerica Bank, JPMorgan Chase Bank, N.A., Wells Fargo Bank, National Association, and certain equipment lessors and future lenders under a Credit Agreement with Assignor and certain of its affiliates of even date herewith (as extended, supplemented, modified and/or restated from time to time, the "Credit Agreement"), desires to acquire liens on the Marks and registrations thereof;

NOW, THEREFORE, for valuable consideration, receipt of which is acknowledged, and to secure all Assignor's present and future Obligations described in the Credit Agreement, Assignor collaterally assigns, and grants security interests to Bank of America in, the Marks, with the goodwill of the businesses symbolized by the Marks and above registrations thereof.

DATED as of February 26, 2007.

HARKINS REEL DEALS, L.L.C.

By Harkins Enterprises, Inc., an Arizona corporation, Manager

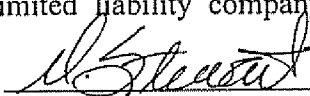
By  Daniel E. Harkins, CEO

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me on February 23RD, 2007, by Daniel E. Harkins, the CEO of Harkins Enterprises, Inc., an Arizona corporation, as Manager of HARKINS REEL DEALS, L.L.C., an Arizona limited liability company, on behalf of the company.



M. STEWART
Notary Public - Arizona
Maricopa County
Expires 04/30/10


Notary Public

My Commission Expires:
4/30/10