

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Grant of Security Interest in United States Trademarks	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hollywood Theaters, Inc.		06/22/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association		
<b>Street Address:</b>	180 East Fifth Street		
<b>Internal Address:</b>	U.S. Bank Trust Center		
<b>City:</b>	St. Paul		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55101		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2262226	HOLLYWOOD THEATERS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)862-2000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-862-2000		
<b>Email:</b>	christine.casey@kirkland.com, matthew.lovell@kirkland.com		
<b>Correspondent Name:</b>	Kirkland & Ellis LLP		
<b>Address Line 1:</b>	300 North LaSalle Street, 28th Floor		
<b>Address Line 2:</b>	c/o Matthew Lovell		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654		
<b>ATTORNEY DOCKET NUMBER:</b>	36762-388		
<b>NAME OF SUBMITTER:</b>	Matthew Lovell		
<b>Signature:</b>	/Matthew Lovell/		

CH \$40.00 2262226

Date:

06/26/2009

**Total Attachments: 6**

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**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HOLLYWOOD THEATERS, INC., a Delaware corporation (the "Grantor") with principal offices at 919 SW Taylor Street, Suite 800, Portland, OR 97205, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, with principal offices at U.S. Bank Trust Center, 180 East Fifth Street, St. Paul, MN, 55101, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of June 23, 2009 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the termination of the Secured Obligations (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the first date written above.

HOLLYWOOD THEATERS, INC.,  
as Grantor

By   
Name:  
Title:

U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent and Grantee

By \_\_\_\_\_  
Name:  
Title:

By \_\_\_\_\_  
Name:  
Title:

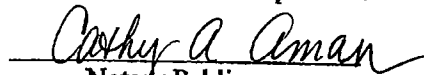
*(Signature Page to IP Grants of Security Interest: Trademarks)*

NEWYORK 7192080 (2K)

TRADEMARK  
REEL: 004012 FRAME: 0677

STATE OF OREGON )  
 ) ss.:  
COUNTY OF MULTNOMAH )

On this 19th day of June, 2009, before me personally came Paul Rosenfeld who,  
and Head Film Buyer  
being by me duly sworn, did state as follows: that he/she is Executive V.P. of HOLLYWOOD  
THEATERS, INC., that he/she is authorized to execute the foregoing Grant on behalf of said  
corporation and that he/she did so by authority of the Board of Directors of said corporation.

  
Notary Public



*(Signature Pages to IP Grants of Security Interest: Trademarks)*

NEWYORK 7192080 (2K)


TRADEMARK  
REEL: 004012 FRAME: 0678

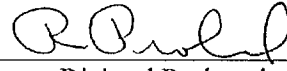
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the first date written above.

HOLLYWOOD THEATERS, INC.,  
as Grantor

By \_\_\_\_\_  
Name:  
Title:

U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent and Grantee

By   
Name: Richard Prokosch  
Title: Vice President


By   
Name: Richard Prokosch  
Title: Vice President

*(Signature Page to IP Grants of Security Interest: Trademarks)*



SCHEDULE A

Registered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
U.S.	HOLLYWOOD THEATERS 	2,262,226	7/20/1999