

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TWD Productions LLC		03/25/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	AMC Film Holdings LLC		
Street Address:	11 Penn Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85977997	THE WALKING DEAD	
Serial Number:	85030452	THE WALKING DEAD	
Registration Number:	4007681	THE WALKING DEAD	
CORRESPONDENCE DATA			
Fax Number:	2125562222		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 556-2128		
Email:	nytrademarks@kslaw.com, mperry@kslaw.com		
Correspondent Name:	Maren C. Perry/King & Spalding LLP		
Address Line 1:	1185 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	14327.104006		
NAME OF SUBMITTER:	Maren C. Perry		

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Signature:	/mcp/
Date:	03/27/2013
Total Attachments: 2 source=TWDsignedassignment#page1.tif source=TWDsignedassignment#page2.tif	

**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT (this "Assignment") is made as of March 25, 2013, by and between TWD Productions LLC, a Limited Liability Company duly organized and existing under the laws of the state of Delaware, having a business address at 11 Penn Plaza, New York, New York 10001 (hereinafter "Assignor") and AMC Film Holdings LLC, a Limited Liability Company duly organized and existing under the laws of the state of Delaware, having a business address at 11 Penn Plaza, New York, New York (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the United States and Canadian trademarks set forth on Schedule A attached hereto and made a part hereof, together with the goodwill of the business symbolized by each such trademark, which business is active and ongoing (hereinafter, the "Trademarks"); and

WHEREAS, the Assignee is desirous of acquiring any and all rights that Assignor may have in and to the Trademarks, together with the goodwill of the business symbolized by such Trademarks, and is also acquiring the business to which the said Trademarks pertain, which business is ongoing and existing;

NOW, THEREFORE, in consideration of the promises and mutual covenants contained in this Assignment and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

Assignor does hereby assign, transfer, and convey to Assignee all of Assignor's right, title, and interest in and to the Trademarks, including the registrations therefore, and all common law rights, together with the goodwill of the business symbolized thereby, and including without limitation Assignor's right to sue for and seek remedies against past, present, and future infringements of any or all of the foregoing and rights of priority and protection of interests therein under the laws of any jurisdiction worldwide, free and clear of all liens, claims, security interests, and other encumbrances.

Assignor agrees that it will execute and deliver to Assignee any documents necessary or requested by Assignee to complete the timely transfer of the Trademarks.

**TWD PRODUCTIONS LLC**

Dated: March 25, 2013

By: [Signature]  
Title: SVP  
Name: 3/25/13

Schedule A

U.S. Trademark Registrations

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE WALKING DEAD	SN 85/975,352	5/5/10	4,007,681	8/2/11

U.S. Trademark Applications

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE WALKING DEAD	SN 85/977,997	5/5/10		
THE WALKING DEAD	SN 85/030,452	5/5/10		

Canadian Trademark Applications

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE WALKING DEAD	1502507	11/4/10		

Canadian Trademark Registrations

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE WALKING DEAD	1543262	9/13/11	TMA845585	3/8/13