

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN MULTI-CINEMA, INC.		04/30/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citicorp North America, Inc.
Street Address:	390 GREENWICH STREET
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Registration Number:	3321463	AMC SELECT
Registration Number:	1252479	CINEPLEX
Registration Number:	1435012	AMC
Registration Number:	1635775	MOVIEWATCHER
Registration Number:	1720828	THERE IS A DIFFERENCE
Registration Number:	1737200	SILENCE IS GOLDEN
Registration Number:	1743483	ON-SCREEN ENTERTAINMENT
Registration Number:	1779275	SUMMER MOVIE CAMP
Registration Number:	1831623	CLIP
Registration Number:	1867334	READ FOR THE STARS
Registration Number:	1986110	AMC ENTERTAINMENT
Registration Number:	1987521	AMC ENTERTAINMENT
Registration Number:	2105183	AMC MOVIE WATCHER
Registration Number:	2201827	CHANGING THE WAY THE WORLD SEES MOVIES

CH \$1790.00 3321463

Registration Number:	2223425	PREMIUM CINEMA
Registration Number:	2246058	
Registration Number:	2328348	LOEWS CINEPLEX
Registration Number:	2349929	LOEWS CINEPLEX
Registration Number:	2357423	AMC
Registration Number:	2602971	SHOW SNACKS
Registration Number:	2615587	
Registration Number:	2789922	EXPERIENCE THE DIFFERENCE
Registration Number:	2805097	AMC THEATRES
Registration Number:	2805098	AMC THEATRES
Registration Number:	2849944	AUTOMATED BOX OFFICE
Registration Number:	2953955	MOVIENACHOS
Registration Number:	2959582	LOVESEAT
Registration Number:	2980523	STAR THEATRES LOVE LAUGH LIVE LARGER THA
Registration Number:	2991151	ENJOY THE SHOW
Registration Number:	2993718	LOEWS
Registration Number:	3035122	MOVIENACHOS
Registration Number:	3096366	EMPIRE
Registration Number:	3163580	GUESTFIRST
Registration Number:	3206209	A.M.CINEMA
Registration Number:	3206264	GF GUESTFIRST
Registration Number:	3219941	A.M.CINEMA
Registration Number:	3274089	FILMS. FOOD. FUN. ALL IN ONE.
Registration Number:	3298965	YOU'RE THE STAR
Registration Number:	3321472	AMC WEEKDAY ESCAPE
Registration Number:	3321532	AMC SELECT
Registration Number:	3321533	AMC WEEKDAY ESCAPE
Registration Number:	3353368	BEYOND THE SCRIPT
Registration Number:	3371408	KIDSPACK
Registration Number:	3375013	AMC SPECIAL FEATURE
Registration Number:	3378647	CLIP'S PICKS
Registration Number:	3390843	AMC SPECIAL FEATURE
Registration Number:	3406426	MOVIEWATCHER NETWORK
Registration Number:	3459849	FROOTI FACTS
Registration Number:	3471577	AMC ENTERTAINMENT

	3506246	FORK & SCREEN
Registration Number:	3506247	MOVIES. MENUS. MORE.
Registration Number:	3506248	FORK & SCREEN. MOVIES. MENUS. MORE.
Registration Number:	3545919	CINEMA SUITES
Registration Number:	3584293	AMC ENTERTAINMENT
Registration Number:	3640993	
Registration Number:	3640994	
Registration Number:	3640995	
Registration Number:	3678137	RKO CENTURY
Registration Number:	3721907	AMC SENSORY FRIENDLY FILMS
Registration Number:	3721916	AMC SENSORY FRIENDLY FILMS
Registration Number:	3722886	AMC
Registration Number:	3731888	MACGUFFINS
Registration Number:	3854681	SHOWTOPPERS
Registration Number:	3858287	AMC INDEPENDENT
Registration Number:	3858315	AMC INDEPENDENT
Registration Number:	3858316	AMC I
Registration Number:	4003853	AMC STUBS
Registration Number:	4043213	AMC DINE-IN THEATRES
Registration Number:	4140138	SMART MOVIESNACKS
Registration Number:	4143963	AMC THEATRES SMART MOVIESNACKS
Serial Number:	85116449	AMC STUBS

**CORRESPONDENCE DATA**

Fax Number: 2123108007  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212-735-4559  
Email: vindra.richter@weil.com  
Correspondent Name: Vindra Richter c/o Weil et al  
Address Line 1: 767 Fifth Avenue  
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	35899.0250/R.VIGNEAUX/SEC
NAME OF SUBMITTER:	Vindra Richter
Signature:	/vindra richter/
Date:	04/30/2013

**TRADEMARK**

**REEL: 005017 FRAME: 0211**

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**Notice of Grant of Security Interest in Intellectual Property**

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK, dated as of April 30, 2013, by the entity listed on the signature pages hereof ( "*Grantor*" ), in favor of Citicorp North America, Inc. ( "*CNAI*" ), as agent for the Secured Parties ( as defined in the Credit Agreement referred to below ) ( in such capacity, the "*Administrative Agent*" ) ( this "*Notice*" ).

**W i t n e s s e t h :**

WHEREAS, pursuant to the Credit Agreement, dated as of April 30, 2013 ( as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*" ), among AMC Entertainment Inc., a Delaware corporation, the Lenders and Issuers party thereto, and CNAI, as agent for the Lenders and Issuers, the Lenders and the Issuers have severally agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, Grantor is a party to the Guaranty pursuant to which they have guaranteed the Obligations; and

WHEREAS, Grantor is a party to a Pledge and Security Agreement, dated as of April 30, 2013 ( the "*Pledge and Security Agreement*" ), in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Notice;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the Issuers and the Agents to enter into the Credit Agreement and to induce the Lenders and the Issuers to make their respective extensions of credit to the Borrowers thereunder, Grantor hereby agrees with the Administrative Agent as follows:

***Section 1. Defined Terms***

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Pledge and Security Agreement and used herein have the meaning given to them in the Credit Agreement or the Pledge and Security Agreement.

***Section 2. Grant of Security Interest in Trademark Collateral***

Grantor, as collateral security for the full, prompt and complete payment and performance when due ( whether at stated maturity, by acceleration or otherwise ) of the Obligations of Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of Grantor ( the "*Trademark Collateral*" ):

(a) all Trademarks of the United States of America owned by Grantor, in each case, now existing or hereafter acquired, including, without limitation, those referred to on Schedule I hereto and excluding any intent-to-use United States trademark applications for which an amendment to alleged use or statement of use has not been filed under 15 U.S.C. §1051(c) or 15 U.S.C. §1051(d), respectively, or, if filed, has not been deemed in conformance with 15 U.S.C. §1051(a) or examined and accepted by the United States Patent and Trademark Office;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark described in *clause (a)* above; and

(c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any such Trademark or (ii) injury to the goodwill associated with any such Trademark.

***Section 3. Security Agreement***

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Pledge and Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Notice and the terms of the Pledge and Security Agreement, the terms of the Pledge and Security Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

AMERICAN MULTI-CINEMA, INC.,  
*as Grantor*

By: 

Name: Craig R. Ramsey

Title: Executive Vice President and Chief  
Financial Officer

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

**TRADEMARK**  
**REEL: 005017 FRAME: 0215**

ACCEPTED AND AGREED  
as of the date first above written:

CITICORP NORTH AMERICA, INC.,  
*as Administrative Agent*

By:   
Name: Ross MacIntyre  
Title: Managing Director & Vice President

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]



**Schedule I  
to  
Trademark Security Agreement**

*Trademark Registrations*

SEE ATTACHED.

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

**UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS:**

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
US	A.M.Cinema	04/14/2006	78/861,522	02/06/2007	3,206,209	American Multi- Cinema, Inc.
US	A.M.Cinema (and design)	04/25/2006	78/868,823	03/20/2007	3,219,941	American Multi- Cinema, Inc.
US	AMC (Stylized)	06/25/1999	75/736,782	06/13/2000	2,357,423	American Multi- Cinema, Inc.
US	AMC (Word Mark)	09/08/1986	73/618,440	03/31/1987	1,435,012	American Multi- Cinema, Inc.
US	AMC CINEMA SUITES	09/07/2007	77/274,144	12/08/2009	3,722,886	American Multi- Cinema, Inc.
US	AMC DINE-IN THEATRES	10/11/2010	85/149,310	10/18/2011	4,043,213	American Multi- Cinema, Inc.
US	AMC ENTERTAINMENT	05/25/1994	74/529,506	07/16/1996	1,987,521	American Multi- Cinema, Inc.
US	AMC ENTERTAINMENT (and design)	12/06/2007	77/345,843	07/22/2008	3,471,577	American Multi- Cinema, Inc.
US	AMC ENTERTAINMENT (Stylized)	05/25/1994	74/529,270	07/09/1996	1,986,110	American Multi- Cinema, Inc.
US	AMC ENTERTAINMENT (stylized)	12/06/2007	77/345,875	03/03/2009	3,584,293	American Multi- Cinema, Inc.
US	AMC I (and design)	01/23/2010	77/918,657	10/05/2010	3,858,316	American Multi- Cinema, Inc.
US	AMC INDEPENDENT	01/01/2010	77/903,814	10/05/2010	3,858,287	American Multi- Cinema, Inc.
US	AMC INDEPENDENT (and design)	01/23/2010	77/918,651	10/05/2010	3,858,315	American Multi- Cinema, Inc.
US	AMC MOVIEWATCHER and Design	09/23/1996	75/169,927	10/14/1997	2,105,183	American Multi- Cinema, Inc.
US	AMC SELECT	04/12/2006	78/859,884	10/23/2007	3/321,463	American Multi- Cinema, Inc.
US	AMC SELECT (and design)	04/25/2006	78/868,846	10/23/2007	3,321,532	American Multi- Cinema, Inc.
US	AMC SENSORY FRIENDLY FILMS	05/12/2009	77/734,895	12/08/2009	3,721,907	American Multi- Cinema, Inc.
US	AMC SENSORY FRIENDLY FILMS (and design)	05/12/2009	77/734,932	12/08/2009	3,721,916	American Multi- Cinema, Inc.
US	AMC SPECIAL FEATURE	12/20/2006	77/068,574	01/29/2008	3,375,013	American Multi- Cinema, Inc.
US	AMC SPECIAL FEATURE (and design)	12/20/2006	77/068,619	03/04/2008	3,390,843	American Multi- Cinema, Inc.
US	AMC STUBS	08/26/2010	85/116,352	07/26/2011	4,003,853	American Multi- Cinema, Inc.
US	AMC THEATRES	04/07/2003	78/234,454	01/13/2004	2,805,097	American Multi- Cinema, Inc.
US	AMC THEATRES - Stylized	04/07/2003	78/234,458	01/13/2004	2,805,098	American Multi- Cinema, Inc.

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
US	AMC THEATRES SMART MOVIESNACKS (and Design)	03/07/2011	85/260,121	05/15/2012	4,143,963	American Multi- Cinema, Inc.
US	AMC WEEKDAY ESCAPE	04/14/2006	78/861,524	10/23/2007	3,321,472	American Multi- Cinema, Inc.
US	AMC WEEKDAY ESCAPE (and design)	04/25/2006	78/868,858	10/23/2007	3,321,533	American Multi- Cinema, Inc.
US	AUTOMATED BOX OFFICE	03/20/2003	78/228,122	06/01/2004	2,849,944	American Multi- Cinema, Inc.
US	BEYOND THE SCRIPT	02/24/2005	78/574,478	12/11/2007	3,353,368	American Multi- Cinema, Inc.
US	CHANGING THE WAY THE WORLD SEES MOVIES	07/29/1996	75/140,898	11/03/1998	2,201,827	American Multi- Cinema, Inc.
US	CINEMA SUITES	09/07/2007	77/274,117	12/16/2008	3,545,919	American Multi- Cinema, Inc.
US	CINEPLEX	06/17/1981	73/274,029	09/27/1983	1,252,479	American Multi- Cinema, Inc.
US	CLIP	06/01/1993	74/396,543	04/19/1994	1,831,623	American Multi- Cinema, Inc.
US	CLIP'S PICKS	05/12/2006	78/882,373	02/05/2008	3,378,647	American Multi- Cinema, Inc.
US	DESIGN (cinema suites)	06/21/2008	77/504,758	06/16/2009	3,640,993	American Multi- Cinema, Inc.
US	DESIGN (fork & screen)	06/21/2008	77/504,759	06/16/2009	3,640,994	American Multi- Cinema, Inc.
US	DESIGN (macguffins)	06/21/2008	77/504,761	06/16/2009	3,640,995	American Multi- Cinema, Inc.
US	DESIGN (spotlight)	03/30/1998	75/459,006	05/18/1999	2,246,058	American Multi- Cinema, Inc.
US	Design Image (Film Clip Figure)	12/06/2001	78/096,904	09/03/2002	2,615,587	American Multi- Cinema, Inc.
US	EMPIRE	10/09/2003	78/311,391	05/23/2006	3,096,366	American Multi- Cinema, Inc.
US	ENJOY THE SHOW	12/17/2003	76/565,621	09/06/2005	2,991,151	American Multi- Cinema, Inc.
US	EXPERIENCE THE DIFFERENCE	01/25/2002	78/975,132	12/02/2003	2,789,922	American Multi- Cinema, Inc.
US	FILMS. FOOD. FUN. ALL IN ONE.	12/20/2006	77/068,505	08/07/2007	3,274,089	American Multi- Cinema, Inc.
US	FORK & SCREEN	09/07/2007	77/274,074	09/23/2008	3,506,246	American Multi- Cinema, Inc.
US	FORK & SCREEN. MOVIES. MENUS. MORE.	09/07/2007	77/274,097	09/23/2008	3,506,248	American Multi- Cinema, Inc.
US	FROOTI FACTS	08/08/2007	77/250,502	07/01/2008	3,459,849	American Multi- Cinema, Inc.
US	GF GUESTFIRST (and design)	04/25/2006	78/868,838	02/06/2007	3,206,264	American Multi- Cinema, Inc.
US	GUESTFIRST	07/09/2004	78/448,216	10/24/2006	3,163,580	American Multi- Cinema, Inc.
US	KIDSPACK (and design)	10/13/2006	77/020,609	01/22/2008	3,371,408	American Multi- Cinema, Inc.

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
US	LOEWS	12/12/2003	76/565,006	09/13/2005	2,993,718	American Multi- Cinema, Inc.
US	LOEWS CINEPLEX (and design)	04/27/1999	75/693,539	05/16/2000	2,349,929	American Multi- Cinema, Inc.
US	LOEWS CINEPLEX THEATRES, INC.	09/09/1998	75/550,556	03/14/2000	2,328,348	American Multi- Cinema, Inc.
US	LOVESEAT	01/08/2004	78/349,447	06/07/2005	2,959,582	American Multi- Cinema, Inc.
US	MACGUFFINS	09/07/2007	77/274,132	12/29/2009	3,731,888	American Multi- Cinema, Inc.
US	MOVIENACHOS	03/03/2004	78/377,876	05/17/2005	2,953,955	American Multi- Cinema, Inc.
US	MOVIENACHOS (and design)	10/08/2004	78/496,824	12/27/2005	3,035,122	American Multi- Cinema, Inc.
US	MOVIES. MENUS. MORE.	09/07/2007	77/274,087	09/23/2008	3,506,247	American Multi- Cinema, Inc.
US	MOVIEWATCHER	05/29/1990	74/063,364	02/19/1991	1,635,775	American Multi- Cinema, Inc.
US	MOVIEWATCHER NETWORK	05/01/2002	78/125,492	04/01/2008	3,406,426	American Multi- Cinema, Inc.
US	PREMIUM CINEMA	01/21/1998	75/420,979	02/09/1999	2,223,425	American Multi- Cinema, Inc.
US	READ FOR THE STARS	11/12/1993	74/457,800	12/13/1994	1,867,334	American Multi- Cinema, Inc.
US	RKO CENTURY	08/24/1999	75/782,714	09/08/2009	3,678,137	American Multi- Cinema, Inc.
US	SHOW SNACKS	03/02/2001	78/051,142	07/30/2002	2,602,971	American Multi- Cinema, Inc.
US	SHOWTOPPERS	06/26/2009	77/769,088	09/28/2010	3,854,681	American Multi- Cinema, Inc.
US	SILENCE IS GOLDEN	09/16/1991	74/203,558	12/01/1992	1,737,200	American Multi- Cinema, Inc.
US	SMART MOVIESNACKS	03/07/2011	85/260,135	05/08/2012	4,140,138	American Multi- Cinema, Inc.
US	STAR THEATRES LOVE LAUGH LIVE LARGER THAN LIFE (and design)	12/17/2003	76/565,619	08/02/2005	2,980,523	American Multi- Cinema, Inc.
US	SUMMER MOVIE CAMP	08/04/1992	74/301,776	06/29/1993	1,779,275	American Multi- Cinema, Inc.
US	ON SCREEN ENTERTAINMENT	9/16/1991	74203535	12/29/1992	1,743,483	American Multi-Cinema, Inc. (as successor in interest to National Cinema Network, Inc.)
US	AMC STUBS	26-AUG-2010	85116449			American Multi-Cinema, Inc.
US	YOU'RE THE STAR	24-FEB-2005	78574475	25-SEP-2007	3298965	American Multi-Cinema, Inc.
US	THERE IS A DIFFERENCE	12-AUG-1991	74194731	29-SEP-1992	1720828	American Multi-Cinema, Inc.