

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Movie Tavern, L.L.C.		12/31/2010	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	Movie Tavern, Inc.		
Street Address:	12400 Coit Riad, Suite 800		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75251		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3494494	MOVIE TAVERN	
Registration Number:	3494495	MOVIE TAVERN MOVIES NEVER TASTED SO GOOD	
Serial Number:	86013075	MOVIE TAVERN MT-X XTREME	
CORRESPONDENCE DATA			
Fax Number:	3125774565		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-577-8265		
Email:	kristin.brozovic@kattenlaw.com		
Correspondent Name:	Kristin Brozovic c/o Katten		
Address Line 1:	525 W Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	207170-627		
NAME OF SUBMITTER:	Kristin Brozovic		

CH \$90.00 3494494

Signature:	/Kristin Brozovic/
Date:	09/09/2013
Total Attachments: 10 source=Movie Tavern Certificate of Conversion#page1.tif source=Movie Tavern Certificate of Conversion#page2.tif source=Movie Tavern Certificate of Conversion#page3.tif source=Movie Tavern Certificate of Conversion#page4.tif source=Movie Tavern Certificate of Conversion#page5.tif source=Movie Tavern Certificate of Conversion#page6.tif source=Movie Tavern Certificate of Conversion#page7.tif source=Movie Tavern Certificate of Conversion#page8.tif source=Movie Tavern Certificate of Conversion#page9.tif source=Movie Tavern Certificate of Conversion#page10.tif	



Office of the Secretary of State

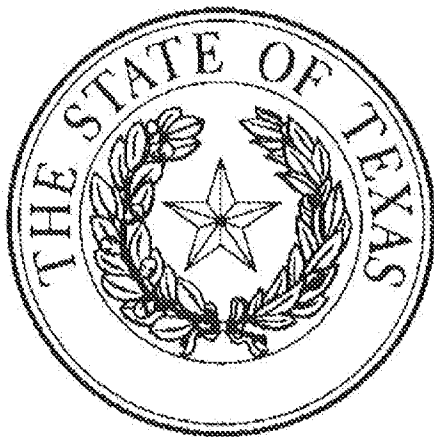
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Movie Tavern, Inc.
Filing Number: 801363439

Certificate of Conversion
Public Information Report (PIR)
Public Information Report (PIR)

December 30, 2010
December 31, 2010
December 31, 2012

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 19, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

Form 636
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See Instructions



Certificate of Conversion
of a
Limited Liability Company
Converting
to a
Corporation

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
DEC 30 2010
Corporations Section

Converting Entity Information

The name of the converting limited liability company is:
Movie Tavern, L.L.C.

The jurisdiction of formation of the limited liability company is: Texas

The date of formation of the limited liability company is: April 28, 2005

The file number, if any, issued to the limited liability company by the secretary of state is: 800486101

Plan of Conversion—Alternative Statements

The limited liability company named above is converting to a: for-profit corporation
 professional corporation nonprofit corporation. The name of the corporation is:
Movie Tavern, Inc.

The corporation will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

12400 Coit Road, Suite 800 Dallas TX USA 75251
Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

12400 Coit Road, Suite 800 Dallas TX USA 75251
Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting

RECEIVED

DEC 30 2010

Secretary of State

TRADEMARK
REEL: 005107 FRAME: 0284

entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: December 31, 2010

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

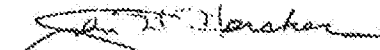
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the limited liability company.

In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/29/10



PRESIDENT / CEO

Signature and title of authorized person on behalf of the converting entity

DEC 30 2010

MOVIE TAVERN, INC.

CERTIFICATE OF FORMATION

Corporations Section

The undersigned, acting in accordance with the Business Organizations Code of the State of Texas (the "TBOC"), hereby adopts the following Certificate of Formation (this "Certificate") incorporating Movie Tavern, Inc. pursuant to a plan of conversion that converts Movie Tavern, L.L.C., a Texas limited liability company, into a Texas corporation. Movie Tavern, L.L.C., 12400 Coit Road, Suite 800, Dallas, Texas 75251, was formed as a Texas limited liability company on April 28, 2005.

ARTICLE I
NAME AND TYPE OF ENTITY

The name of the entity is Movie Tavern, Inc. (the "Corporation"). The Corporation is a for-profit corporation.

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which a for-profit corporation may be formed under the TBOC.

ARTICLE III
CAPITALIZATION

Section 3.1 **Authorized Shares.** The total number of shares of all classes the Corporation is authorized to issue is 5,000,000 shares, of which (a) 1,000,000 shares shall be designated preferred stock, par value \$0.01 per share (the "Preferred Stock"), (b) 2,000,000 shares shall be designated Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and (c) 2,000,000 shares shall be designated Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"). The Board of Directors (the "Board") is expressly vested with the authority to establish one or more series of unissued shares of any class by fixing and determining the designation and preferences, limitations and other relative rights, including voting rights, thereof as shall be stated in the resolution(s) adopted by the Board providing for the issuance of such series and included in a statement of resolutions. Except as set forth below with respect to voting rights, the holders of the Class A Common Stock and the holders of the Class B Common Stock shall have identical rights and privileges in every respect, including identical rights per share to dividends and distributions of assets of the Corporation.

Section 3.2 **Class A Common Stock.** The holders of Class A Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the shareholders on which the holders of Class A Common Stock are entitled to vote. Except as otherwise provided by law or this Certificate (including any Preferred Stock Resolution), at any annual or special meeting of the shareholders the Class A Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the shareholders.

Section 3.3 Class B Common Stock. The holders of Class B Common Stock shall not have any right to vote for any purpose or on any matter whatsoever, all such voting power being vested exclusively in the Class A Common Stock. The holders of Class B Common Stock shall not be entitled to receive notice of any meeting of shareholders of the Corporation at which they are not entitled to vote.

Section 3.4 Common Stock.

(a) Subject to the rights of the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive such dividends and other distributions when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor.

(b) In the event of any voluntary or involuntary winding-up or termination of the Corporation, after payment or provision for payment of the debts, liabilities and obligations of the Corporation and subject to the rights of the holders of Preferred Stock in respect thereof, the holders of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

Section 3.5 Preferred Stock. Subject to the affirmative vote of the holders of a majority of the Class A Common Stock, the Board or a duly appointed committee of the Board is expressly vested with the authority to establish one or more series of unissued Preferred Stock by fixing and determining the designation and preferences, limitations and other relative rights, including voting rights, thereof as shall be stated in the resolution(s) adopted by the Board providing for the issuance of such series and included in a statement of resolutions (a "*Preferred Stock Resolution*"). The authority of the Board and any duly appointed committee thereof with respect to fixing the designation and preferences, limitations and other relative rights of each such series of Preferred Stock shall include, but not be limited to, determination of the following:

- (a) the distinctive designation and number of shares of that series;
- (b) the rate of dividends (or the method of calculation thereof) payable with respect to shares of that series, the dates, terms and other conditions upon which such dividends shall be payable, and the relative rights of priority of such dividends to dividends payable on any other class or series of shares of the Corporation;
- (c) the nature of the dividend payable with respect to shares of that series as cumulative, noncumulative or partially cumulative, and if cumulative or partially cumulative, from which date or dates and under what circumstances;
- (d) whether shares of that series shall be subject to redemption, and, if made subject to redemption, the times, prices, rates, adjustments and other terms and conditions of such redemption (including the manner of selecting shares of that series for redemption if fewer than all shares of such series are to be redeemed and whether such redemption is at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event);

(e) the rights of the holders of shares of that series in the event of voluntary or involuntary winding up or termination of the corporation (which rights may be different if such action is voluntary than if it is involuntary), including the relative rights of priority in such event as to the rights of the holders of any other class or series of shares of the Corporation;

(f) the terms, amounts and other conditions of any sinking or similar purchase or other fund provided for the purchase or redemption of shares of that series;

(g) whether shares of that series shall be exchangeable for shares, obligations, indebtedness, evidence of ownership, rights to purchase securities or other securities of the Corporation or of any other corporation or entity, or for other property or for any combination of the foregoing, and, if provision be made for exchange, the times, prices, rates, adjustments and other terms and conditions of such exchange (including whether such exchange is at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event);

(h) whether shares of that series are convertible into shares of any other class or series of shares of the Corporation, and if provision be made for conversion, the times, prices, rates, adjustments and other terms and conditions of such conversion (including whether such conversion is at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event);

(i) the extent, if any, to which the holders of shares of that series shall be entitled (in addition to any voting rights provided by law) to vote as a class or otherwise with respect to the election of directors or otherwise;

(j) the extent, if any, to which holders of shares of that series shall have preemptive rights to acquire unissued or treasury shares of the Corporation;

(k) the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to shares of that series as to dividends or upon liquidation, dissolution or winding up;

(l) any other repurchase obligations of the Corporation, subject to any limitations of applicable law; and

(m) any other designations, powers, preferences, rights, qualifications, limitations or restrictions of shares of that series.

ARTICLE IV REGISTERED AGENT

The street address of the initial registered office of the Corporation is 12400 Coit Road, Suite 800, Dallas, Texas 75251 and the name of its initial registered agent at such address is John H. Hersker.

**ARTICLE V
INITIAL DIRECTORS**

The number of directors constituting the initial Board is six, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified are as follows:

Name	Address
Lee Roy Mitchell	12400 Coit Road, Suite 800 Dallas, Texas 75251
Tandy Mitchell	12400 Coit Road, Suite 800 Dallas, Texas 75251
Mark Lancaster	12400 Coit Road, Suite 800 Dallas, Texas 75251
Denny Ryberg	12400 Coit Road, Suite 800 Dallas, Texas 75251
John H. Hersker	12400 Coit Road, Suite 800 Dallas, Texas 75251
E. Gene Street	12400 Coit Road, Suite 800 Dallas, Texas 75251

**ARTICLE VI
ACTIONS BY SHAREHOLDERS WITHOUT A MEETING**

Any action required to be taken at any annual or special meeting of shareholders, and any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which holders of all shares entitled to vote on the action were present and voted.

**ARTICLE VII
LIMITED LIABILITY; INDEMNIFICATION**

Section 7.1 Limitation of Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for an act or omission in such person's capacity as a director of the Corporation, except to the extent such limitation or elimination of liability is not permitted by applicable law, as the same exists or hereafter may be changed. If applicable law is hereafter changed to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its shareholders shall be limited or eliminated to the fullest extent

permitted by applicable law, as so changed. Any repeal or amendment of this Section 7.1 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 7.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 7.2 Indemnification.

(a) Each person who was or is a respondent or defendant, or is threatened to be made a respondent or defendant, or testifies or otherwise participates, in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (any of the foregoing hereinafter called a "*proceeding*"), whether or not by or in the right of the Corporation, because such person is or was a director of the Corporation or, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of another foreign or domestic corporation, limited or general partnership, limited liability company, business trust, real estate investment trust, joint venture, joint stock company, cooperative, association, bank, insurance company, credit union, association, proprietorship, trust, employee benefit plan, other enterprise or other organization (hereinafter a "*Covered Person*") shall be indemnified by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments (including arbitration awards), court costs, penalties, excise and similar taxes, fines, settlements, reasonable attorneys' fees and other expenses (all of the foregoing hereinafter called "*expenses*") actually incurred by such person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred by this Section 7.2 shall be a contract right that shall fully vest at the time the Covered Person first assumes his or her position as a director of the Corporation and shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition upon receipt by the Corporation of a written affirmation by the Covered Person of the Covered Person's good faith belief that the person has met the standard of conduct necessary for indemnification under the TBOC and a written undertaking by or on behalf of the person to repay all amounts so advanced if it shall be ultimately determined by final judicial decision from which there is no further right to appeal that the Covered Person has not met that standard or that indemnification of the Covered Person against expenses incurred by such person in connection with that proceeding is prohibited by the TBOC.

(b) The rights conferred on any Covered Person by this Section 7.2 shall not be exclusive of any other rights that any Covered Person may have or hereafter acquire under law, this Certificate, the bylaws of the Corporation, an agreement, vote of shareholders or disinterested directors, or otherwise.

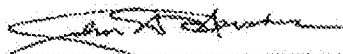
(c) Any repeal or amendment of this Section 7.2 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 7.2, will, unless otherwise required by law, be prospective only (except to the extent such amendment, change in law or adoption permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 7.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

**ARTICLE VIII
SHAREHOLDER VOTE ON CERTAIN MATTERS**

Except as otherwise provided in this Certificate (including any Preferred Stock Resolution), the vote of shareholders required for approval of any action for which the TBOC requires a shareholder vote, shall, if a greater vote of shareholders is provided for by the TBOC, instead be the affirmative vote of the holders of a majority of the outstanding Class A Common Stock entitled to vote thereon, unless any class or series of shares is entitled to vote as a class thereon, in which event the vote required shall be the affirmative vote of the holders of a majority of the outstanding shares within each class or series of shares entitled to vote thereon as a class and a majority of the outstanding shares otherwise entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed on the 19th day of December 2010.



John H. Hersker

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

1. REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Reg. No.</u>	<u>Date</u>	<u>Owner</u>
Movie Tavern	3,494,494	9/2/08	Movie Tavern, L.L.C.
Movie Tavern Movies Never Tasted So Good	3,494,495	9/2/08	Movie Tavern, L.L.C.

2. TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Serial No.</u>	<u>Date</u>	<u>Owner</u>
Movie Tavern MT-X Xtreme	86-013075	7/17/13	Movie Tavern, L.L.C.

3. INTELLECTUAL PROPERTY LICENSES

- Movie Tavern, Inc. has a license to use the “RealD” name and logo pursuant to that certain RealD System Lease Agreement dated April 15, 2013, by and between RealD Inc. and Movie Tavern, Inc.