

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Subordinated Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		12/24/2013	Bank: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Vine Film Finance Fund II, LP
<b>Street Address:</b>	810 Seventh Avenue, Suite 802
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2378099	ALCON ENTERTAINMENT
Registration Number:	2406953	ALCON ENTERTAINMENT
Registration Number:	2739646	ALCON ENTERTAINMENT

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 3107887059  
 Email: mdupont@loeb.com  
 Correspondent Name: Monique DuPont  
 Address Line 1: 10100 Santa Monica Blvd., Suite 2200  
 Address Line 4: Los Angeles, CALIFORNIA 90067

<b>ATTORNEY DOCKET NUMBER:</b>	F148333
<b>NAME OF SUBMITTER:</b>	Paul Sagan

OP \$90.00 2378099

Signature:	/Paul Sagan/
Date:	02/05/2014
Total Attachments: 5 source=Assignment of TM SA#page1.tif source=Assignment of TM SA#page2.tif source=Assignment of TM SA#page3.tif source=Assignment of TM SA#page4.tif source=Assignment of TM SA#page5.tif	

## ASSIGNMENT OF SUBORDINATED TRADEMARK SECURITY AGREEMENT

This Assignment of Subordinated Trademark Security Agreement (this "Assignment") is made as of December 24, 2013, by JPMorgan Chase Bank, N.A. ("Lender") in favor of Vine Film Finance Fund II, LP ("Assignee"), with reference to the following facts:

### RECITALS

A. Pursuant to that certain Trademark Security Agreement dated as of December 10, 2013, executed by the Pledgors party thereto and accepted by Lender (as amended, restated, supplemented or otherwise modified from time to time, the "Subordinated Security Agreement"), which was recorded with the United States Patent and Trademark Office on December 19, 2013, at Reel 005177 Frame 0929, Pledgors have granted to Lender a security interest in all of their respective right, title and interest in and to the collateral described therein, including, without limitation, the Trademarks described on Schedule 1 attached hereto, as security for the payment and performance of certain obligations owing by them to Lender.

B. Lender now wishes to assign and convey to Assignee all of its right, title and interest in and to the Subordinated Security Agreement and the security interests granted to it thereunder, but, for the avoidance of doubt, not any of its rights or security interests under the Senior Security Agreement (as defined below).

### AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lender hereby grants, assigns and conveys to Assignee all of its right, title and interest in and to the Subordinated Security Agreement and all security interests granted to it thereunder, but, for the avoidance of doubt, not any of its rights or security interests under the following (collectively, as any of them have been or may be amended or supplemented from time to time, the "Senior Security Agreement"): (a) that certain Amended and Restated Trademark Security Agreement (Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses), dated June 30, 2011, made by Alcon Entertainment, LLC, Alcon Film Fund, LLC, and the other Pledgors signatory thereto in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, which was recorded by the United States Patent and Trademark Office ("USPTO") on July 12, 2011, at Reel 004580 Frame 0223, as amended or supplemented from time to time; or (b) either of the following, both of which were amended and restated by the Amended and Restated Trademark Security Agreement referenced in the foregoing clause (a): (i) that certain Trademark Security Agreement dated as of September 24, 2010, made by Alcon Film Fund, LLC and the other Pledgors signatory thereto in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, which was recorded by the USPTO on October 8, 2010, at Reel 00492 Frame 0843, as amended or supplemented from time to time; or (ii) that certain Trademark Security Agreement dated as of December 6, 2002, made by Alcon Entertainment, LLC and the other Pledgors party thereto in favor of JPMorgan Chase Bank, N.A. (f/k/a JPMorgan Chase Bank), as Administrative Agent, which was recorded by the USPTO on January 7, 2003, at Reel 002645 Frame 0946, as amended or supplemented from time to time.

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IN WITNESS WHEREOF, Lender has caused this Assignment to be executed as of the date first written above.

JPMorgan Chase Bank, N.A.

By: 

Name: Patrick J. Mitchell

Title: Vice President

Schedule 1  
to  
Assignment of Subordinated Trademark Security Agreement

(See attached)

TRADEMARKS

Alcon Entertainment, LLC has applied for registration of the following trademarks and service marks exclusively at the United States Patent and Trademark Office (“USPTO”); no state trademark or servicemark applications have been filed. With regard to these marks, Alcon Entertainment, LLC has not entered into any material licenses, sublicenses, or other material agreements (other than any agreements which relate to exploitation of distribution rights in a Picture). Any intent to use trademark application listed below may not result in the issuance of a registration.

Mark	Credit Party Registrant	Filing Basis	Serial Number or Registration Number	Filing Date or Registration Date	Goods/Services	Status
Alcon Entertainment (and design)	Alcon Entertainment, LLC	ITU	Reg. No. 2378099	Reg. 8/15/2000	Entertainment services, namely, motion picture film and television production services, and sound recording production services, in International Class 41	Registered Active
Alcon Entertainment (and design)	Alcon Entertainment, LLC	ITU	Reg. No. 2406953	Reg. 11/21/2000	Video and sound recordings, namely prerecorded audio and video tapes, cassettes, compact discs, laser discs, and motion pictures featuring drama, music and comedy, in International Class 9	Registered Active
Alcon Entertainment (and design – motion logo)	Alcon Entertainment, LLC	USE	Reg. No. 2739646	Reg. 7/22/2003	Video and sound recordings, namely prerecorded audio and video tapes, cassettes, compact discs, laser discs, and motion pictures featuring drama, music, comedy and other types of entertainment media, in International Class 9. Entertainment services, namely motion picture film and television production services, and sound recording production services, in International Class 41.	Registered Active

**CERTIFICATE OF ACKNOWLEDGMENT**

State of California )

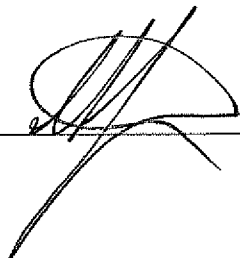
County of Los Angeles )

On January 22, 2014 before me, Ibifaa Brimmo, Notary Public, personally appeared Patrick J. Minnick who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature \_\_\_\_\_



(Seal)

Document Description: Assignment of Subordinated Trademark Security Agreement