

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM463843

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Regal Cinemas, Inc.		02/28/2018	Corporation: TENNESSEE
RECEIVING PARTY DATA			
Name:	Barclays Bank PLC, as Administrative Agent		
Street Address:	745 Seventh Avenue		
Internal Address:	27th Floor		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Public Limited Company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3849514		
Registration Number:	3968351		
Registration Number:	1893390	REGAL CINEMAS	
Registration Number:	3859034	REGAL CINEMAS	
Registration Number:	3859035	REGAL CINEMAS	
Registration Number:	1887534	REGAL CINEMAS	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-906-1216		
Email:	angela.amaru@lw.com		
Correspondent Name:	Latham & Watkins LLP c/o Angela M. Amaru		
Address Line 1:	885 Third Avenue		
Address Line 4:	NEW YORK, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	052023-0129		
NAME OF SUBMITTER:	Angela M. Amaru		
SIGNATURE:	/S/ Angela M. Amaru		

CH \$165.00 3849514

DATE SIGNED:	03/01/2018
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Total Attachments: 7

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NOTICE OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK, dated as of February 28, 2018, by the entity listed on the signature pages hereof (“Grantor”), in favor of Barclays Bank PLC (“Barclays”), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the “Administrative Agent”) (this “Notice”).

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of February 28, 2018 (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among Crown UK HoldCo Limited, a company incorporated under the laws of England and Wales, Crown Finance US, Inc., a Delaware corporation (the “Term Borrower”), the Revolving Credit Borrowers, the Lenders and the Issuers party thereto, and Barclays, 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 U.S. Security Agreement, dated as of February 28, 2018 (the “U.S. Security Agreement”), in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement.

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 U.S. Security Agreement and used herein have the meaning given to them in the Credit Agreement or the U.S. 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”); provided, however, that, if and when any property that at any time constituted Excluded Property becomes Collateral, the Administrative Agent shall have, and at all times from and after the date thereof be deemed to have had, a security interest in such property:

- 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 U.S. 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 U.S. 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 U.S. Security Agreement, the terms of the U.S. Security Agreement shall govern.

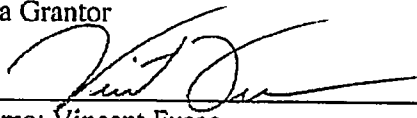
[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each 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,

REGAL CINEMAS, INC.
REGAL ENTERTAINMENT GROUP
EDWARDS THEATRES, INC.
REGAL CINEMEDIA CORPORATION
RAGAINS ENTERPRISES LLC
CINEBARRE, LLC,
each as a Grantor

By: _____


Name: Vincent Fusco

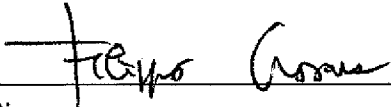
Title: Senior Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006281 FRAME: 0538

ACCEPTED AND AGREED
as of the date first above written:

BARCLAYS BANK PLC,
as Administrative Agent

By: 

Name:

Title:

Filippo Grosare
Director

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

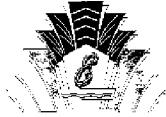
Trademarks, Trademark Applications and Trademark Licenses

<u>Grantor</u>	<u>Mark/Title</u>	<u>Filing Date/Issued Date</u>	<u>Status</u>	<u>Application/Registration No.</u>
Regal Cinemas, Inc.	Misc. Crown Design	September 21, 2010	Registered	3,849,514
				
Regal Cinemas, Inc.	Misc. Crown Design	May 31, 2011	Registered	3,968,351
				
Regal Cinemas, Inc.	REGAL CINEMAS	May 9, 1995	Renewed 5/8/2015	1,893,390
Regal Cinemas, Inc.	REGAL CINEMAS (& Horizontal Crown Design)	October 12, 2010	Registered	3,859,034
	©REGAL CINEMAS			
Regal Cinemas, Inc.	REGAL CINEMAS (& Vertical Crown Design)	October 12, 2010	Registered	3,859,035
				
Regal Cinemas, Inc.	REGAL CINEMAS (& Reel Design)	April 4, 1995	Renewed 4/4/2015	1,887,534



Regal Entertainment Group	EDWARDS	February 18, 1997	Renewed 2/18/2017	2,038,191
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Edwards Inc.	Theatres, E (& Design)	October 5, 1999	Renewed 10/5/2019	2,282,837
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Edwards Inc.	Theatres, E (& Design)	October 12, 1999	Renewed 10/12/2019	2,284,802
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Regal CineMedia Corporation	CORPORATE OFFICE	BOX	November 29, 2005	Declaration of Use 11/29/2011	3,022,182
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Regal Entertainment Group	REGALITE	May 19, 2017	Pending ITU	87/456,671
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Regal Entertainment Group	TASTE THE MOVIES	June 27, 2017	Registered	5,233,473
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Regal Entertainment Group	MY WAY MATINEE	May 31, 2016	Registered	4,968,463
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Regal Entertainment Group	TRIPLE CROWN	May 24, 2016	Registered	4,963,332
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Regal Entertainment Group	WINE, DINE & RECLINE	April 21, 2015	Registered	4,723,779
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Regal Entertainment Group	LIGHTS, CAMERA, RECLINE!	April 21, 2015	Registered	4,723,484
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Regal Entertainment Group	REGAL CROWN CLUB	May 3, 2011	Registered	3,954,852
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Regal Entertainment Group	GO BIG OR GO HOME.	May 1, 2012	Registered	4,135,110
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Regal Entertainment Group	REGAL EXPRESS	September 26, 2006	Registered	3,147,694
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Regal Entertainment	SHINE FOR A BRIGHTER	July 18, 2006	Registered	3,116,489
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Group	TOMORROW				
Regal Entertainment Group	REGAL	December 14, 2010	Registered	3,889,100	
Regal Entertainment Group	RPX	March 22, 2011	Registered	3,935,300	
Regal Entertainment Group	REGAL PREMIUM EXPERIENCE	March 15, 2011	Registered	3,932,101	
Regal Entertainment Group	ESCAPE TO THE MOVIES	November 17, 2009	Registered	3,711,406	
Regal Entertainment Group	REGAL ENTERTAINMENT GROUP	October 11, 2005	Registered	3,005,531	



Regal Entertainment Group	CINEMA ART	October 5, 2004	Registered	2,890,927	
Regal Entertainment Group	REGAL CROWN CLUB	August 17, 2004	Registered	2,873,693	
Regal Entertainment Group	REGAL ENTERTAINMENT GROUP	May 3, 2005	Registered	2,945,527	
Ragains Enterprises LLC	GREAT ESCAPE	December 12, 2006	Registered	3,182,812	
Cinebarre, LLC	CINE BISCUIT	December 29, 2015	Registered	4,878,873	
Cinebarre, LLC	RED CARPET REVIEW	August 5, 2014	Registered	4,581,154	
Cinebarre, LLC	CINECAPE	April 15, 2014	Registered	4,515,952	
Cinebarre, LLC	SAMURAI CINEMA	October 8, 2013	Registered	4,416,157	
Cinebarre, LLC	GANGSTER FEST	October 8, 2013	Registered	4,416,155	
Cinebarre, LLC	CINERED	December 24, 2013	Registered	4,455,820	
Cinebarre, LLC	CINEWHITE	December 24, 2013	Registered	4,455,810	
Cinebarre, LLC	CINEWINE	June 24, 2014	Registered	4,556,415	
Cinebarre, LLC	EAT. DRINK. WATCH MOVIES.	December 4, 2007	Registered	3,349,828	
Cinebarre, LLC	CINEBARRE	November 6, 2007	Registered	3,331,690	
Cinebarre, LLC	CINEBREW	November 23, 2010	Registered	3,881,371	