

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM545795

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AERIS MARKETING, LLC		10/18/2019	Limited Liability Company: MINNESOTA
MILL CREEK ENTERTAINMENT, LLC		10/18/2019	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., AS AGENT		
Street Address:	333 South Hope Street		
Internal Address:	Suite 1300		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	88212287	MOVIESPREE	
Registration Number:	4435189	WEB AMI INTERACTIVE ALLIANCE MUSIC INDEX	
Registration Number:	3434119	N CIRCLE ENTERTAINMENT	
CORRESPONDENCE DATA			
Fax Number:	2138960400		
<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:	2138915607		
Email:	crachina@buchalter.com		
Correspondent Name:	Corina Rachina		
Address Line 1:	1000 Wilshire Blvd.		
Address Line 2:	12th Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Corina Rachina		
SIGNATURE:	/s/ Corina Rachina		
DATE SIGNED:	10/18/2019		

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Total Attachments: 7

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

October 18, 2019

AERIS MARKETING, LLC, a Minnesota limited liability company (“Aeris”) and **MILL CREEK ENTERTAINMENT, LLC**, a Minnesota limited liability company, whose address is 15102 Minnetonka Industrial Road, Suite 200, Minnetonka, MN 55345-2111 (“Mill Creek”), and together with Aeris each and collectively “Debtor”) hereby acknowledge that they each have granted to **BANK OF AMERICA, N.A.**, as Agent whose address is 333 South Hope Street, Suite 1300, Los Angeles, California 90071 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademark and trademark registration therefor that are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by the Debtor (the “Copyrights”) and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of February 17, 2017 (the “Agreement”), among Debtor and certain of its affiliates, as borrowers, the financial institutions party to the Agreement from time to time as lenders, and Secured Party. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the Trademarks, Patents and Copyrights.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

AERIS MARKETING, LLC,
a Minnesota limited liability company

By:  _____

Name: Bruce Ogilvie, Jr.

Title: Chairman and Chief Operating Officer

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

MILL CREEK ENTERTAINMENT, LLC,
a Minnesota limited liability company


By: 
Name: Bruce Ogilvie, Jr.
Title: Chairman and Chief Operating Officer

EXHIBIT A
COPYRIGHTS

No	Liens/Status	Owner	Copyright Title	Registration No.	Registration Date
1.	Registered	Mill Creek Entertainment, LLC	Gidget/Reg.A304244; Reg. (1982); Termination date provided; 18Dec20	V9960D465	12/27/18
2.	Registered	Mill Creek Entertainment, LLC	20 movie pack cult classics.	PA0001378947	5/21/2007
3.	Registered	Mill Creek Entertainment, LLC	All-star 50 movie megapack.	PA0001378949	05/21/07
4.	Registered	Mill Creek Entertainment, LLC	Basket fever & 8 other titles.	V3583D675	
5.	Registered	Mill Creek Entertainment, LLC	Chilling classics; 50 movie megapack.	PA0001377449	5/21/07
6.	Registered	Mill Creek Entertainment, LLC	Chilling classics 50 movie pack.	VA000142863 8	5/30/07
7.	Registered	Mill Creek Entertainment, LLC	Classic musicals 50 movie pack.	VA000142863 9	5/29/07
8.	Registered	Mill Creek Entertainment, LLC	Classic musicals 50 movie pack.	PA0001378952	5/21/07
9.	Registered	Mill Creek Entertainment, LLC	Dark crimes 50 movie pack.	PA0001378953	5/21/07
10.	Registered	Mill Creek Entertainment, LLC	Dark crimes 50 movie pack.	VA000141014 3	5/29/07
11.	Registered	Mill Creek Entertainment, LLC	Drive-in movie classics 50 movie pack.	VA000142863 7	5/29/07
12.	Registered	Mill Creek Entertainment, LLC	Drive-in movie classics 50 moviepack.	PA0001378955	5/21/07

No	Liens/Status	Owner	Copyright Title	Registration No.	Registration Date
13.	Registered	Mill Creek Entertainment, LLC	Gunslinger classics 50 movie megapack.	PA0001378954	5/21/07
14.	Registered	Mill Creek Entertainment, LLC	Gunslinger classics 50 movie pack.	VA000141014 5	5/29/07
15.	Registered	Mill Creek Entertainment, LLC	Historic classics 50 movie pack.	VA000142863 6	5/30/07
16.	Registered	Mill Creek Entertainment, LLC	Historic classics 50 movie pack.	PA0001381371	5/21/07
17.	Registered	Mill Creek Entertainment, LLC	Martial arts 50 movie pack.	PA0001390422	5/21/07
18.	Registered	Mill Creek Entertainment, LLC	Martial arts 50 movie pack.	VA000141014 1	5/29/07
19.	Registered	Mill Creek Entertainment, LLC	Nightmare worlds 50 movie megapack.	PA0001379895	5/21/07
20.	Registered	Mill Creek Entertainment, LLC	Nightmare worlds 50 movie pack.	VA000141014 6	5/29/07
21.	Registered	Mill Creek Entertainment, LLC	Suspense classics 50 movie pack.	VA000141292 5	5/30/07
22.	Registered	Mill Creek Entertainment, LLC	Suspense classics megapack.	PA0001378943	5/21/07
23.	Registered	Mill Creek Entertainment, LLC	Tales of terror 50 movie megapack.	PA0001382691	5/21/07
24.	Registered	Mill Creek Entertainment, LLC	Tales of terror 50 movie pack.	VA000141014 4	5/29/07
25.	Registered	Mill Creek Entertainment, LLC	Ultimate pirate collection.	PA0001378942	5/21/07

EXHIBIT B

PATENTS

None

EXHIBIT C
TRADEMARKS

No	Liens/Status	Owner	Trademark Title	Serial No./ Registration No.	File Date/ Date Registered
1.	Registered	Aeris Marketing, LLC	MOVIESPREE	88212287 / N/A	11/30/2018

No	Liens/Status	Owner	Trademark Title	Serial No./ Registration No.	File Date/ Date Registered
	Registered	Mill Creek Entertainment, LLC	Mill Creek Entertainment	4435189	November 19, 2013
2.	Registered	Mill Creek Entertainment, LLC	MOVIESPREE	3434119	May 27, 2008