

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM562761

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Panavision International, L.P.		02/18/2020	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Agent		
Street Address:	333 South Hope Street, 13th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5444932	PRIMO ARTISTE	
Registration Number:	5741547	PANASPEED	
Registration Number:	5615197	PANAVISION	
Serial Number:	88443377	PANAVISION LINK HDR	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	213-457-9854		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: Y.Lee, Esq.		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Yoojin Lee		
SIGNATURE:	/s/ Yoojin Lee		
DATE SIGNED:	02/19/2020		
Total Attachments: 11			
source=Attachment - Panavision Memorandum and Notice of Security Interest in Intellectual Property			

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

PANAVISION INC., a Delaware corporation (“Parent”), PANAVISION GP LLC, a Delaware limited liability company (“PGP”), PANAVISION INTERNATIONAL, L.P., a Delaware limited partnership (“PILP”), LIGHT IRON DIGITAL, LLC, a Delaware limited liability company (“Light”), PANY RENTAL LLC, a Delaware limited liability company (“PANY”), PANAVISION FEDERAL SYSTEMS, LLC, a Delaware limited liability company (“Panavision Federal”), PANAVISION REMOTE SYSTEMS LLC, a California limited liability company (“Remote”), LIGHT IRON NY, LLC, a Delaware limited liability company (“Light NY”), PANAVISION IMAGING, LLC, a Delaware limited liability company (“Imaging”), PANAVISION U.K. Holdings, Inc., a Delaware corporation (“UK Holdings”), and SEAWAY MEDIA CORPORATION, a California corporation (“Seaway”), PANAVISION EUROPE LIMITED, a company incorporated in England (“PEL”), and PANALUX LIMITED, a company incorporated in England (“Panalux” and together with Parent, PGP, PILP, Light, PANY, Panavision Federal, Remote, Light NY, Imaging, UK Holdings, Seaway and PEL each individually, a “Debtor” and collectively, “Debtors”) hereby acknowledge that Debtors have granted to BANK OF AMERICA, N.A., whose address is 333 South Hope Street, 19th Floor, Los Angeles, California 90071 (“Agent”), for the ratable benefit of the financial institutions from time to time party to the Loan Agreement (as defined below), as lenders, a security interest in and to all of Debtors’ right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtors (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Agreement; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtors (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtors (the “Copyrights”), and all actions for infringement concerning the foregoing.

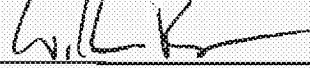
The terms and conditions of the aforementioned security interest are contained in that certain Amended and Restated Loan, Guaranty and Security Agreement dated as of February 18, 2020 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and between, among others, certain Debtors and Agent, as security for the Obligations as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property (“Agreement”) shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Loan Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, this Agreement has been executed and delivered as of the date set forth above.

DEBTORS:

PANAVISION INC.,
a Delaware corporation,
as Parent, U.S. Borrower and Guarantor

By: 
Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

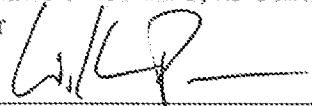
PANAVISION GP LLC,
a Delaware limited liability company,
as U.S. Borrower and Guarantor

By: 
Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

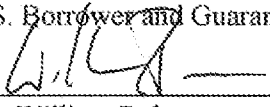
**PANAVISION INTERNATIONAL,
L.P.**, a Delaware limited partnership,
as U.S. Borrower and Guarantor

By Panavision GP LLC, its General
Partner

By: 
Name: William Roberts
Title: Chief Financial Officer

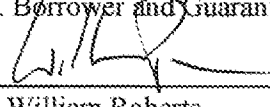
Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts

LIGHT IRON DIGITAL, LLC,
a Delaware limited liability company,
as U.S. Borrower and Guarantor

By: 
Name: William Roberts
Title: Executive Vice President

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

PANY RENTAL LLC,
a Delaware limited liability company,
as U.S. Borrower and Guarantor

By: 
Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

PANAVISION FEDERAL SYSTEMS, LLC,
a Delaware limited liability company,
as U.S. Borrower and Guarantor

By: 

Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

PANAVISION REMOTE SYSTEMS, LLC,
a California limited liability company,
as U.S. Borrower and Guarantor

By: 

Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120


LIGHT IRON NY, LLC
a Delaware limited liability company,
as U.S. Guarantor

By: 

Name: William Roberts
Title: Executive Vice President

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

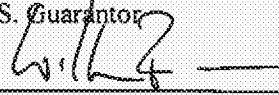
PANAVISION IMAGING, LLC
a Delaware limited liability company,
as U.S. Guarantor

By: 

Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

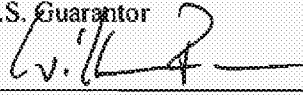
PANAVISION U.K. Holdings, Inc.
a Delaware corporation,
as U.S. Guarantor

By: 

Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

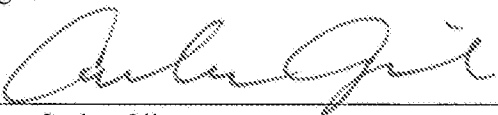
SEAWAY MEDIA CORPORATION
a California corporation,
as U.S. Guarantor

By: 

Name: William Roberts
Title: Chief Financial Officer

Address: 6101 Variel Avenue
Woodland Hills, CA 91367
Attn: William Roberts
Telecopy: 818-316-1120

BANK OF AMERICA, N.A.,
as Agent

By: _____

Name: Carlos Gil

Title: Senior Vice President

Address:

333 South Hope Street. 13th Floor

Los Angeles, California 90071

Attention: Panavision Portfolio Management

Telecopy: (626) 584-4600

EXHIBIT A - U.S. TRADEMARKS

Serial No.	Filing Date	Registration No.	Registration Date	Mark
Panavision International, L.P.				
87462764	5/24/2017	5444932	4/10/2018	PRIMO ARTISTE
87946109	6/3/2018	5741547	4/30/2019	PANASPEED
88443377	5/23/2019	Pending	Pending	PANAVISION LINK HDR
87847663	3/23/2018	5615197	9/11/2018	PANAVISION

CANADIAN TRADEMARKS

Current Owner/ Applicant	Trademark	Registration Date	Registration No./ Application No.
PANAVISION INTERNATIONAL, L.P.	PRIMO ARTISTE	2019-04-30	TMA1020415 App. No. 1855399
PANAVISION INTERNATIONAL, L.P.	PANASPEED	2018-12-03	App. No. 1933700
PANAVISION INTERNATIONAL, L.P.	PANAVISION	2018-09-14	App. No. 1920076
PANAVISION INTERNATIONAL, L.P.	PANAVISION LINK HDR	Filed: 2019-11-12	App. No. 1995316
PANAVISION EUROPE LIMITED	216	1997-03-06	TMA472153 App. No. 0808251
PANALUX LIMITED	PANALUX & DESIGN	2016-04-05	TMA933676 App. No. 1389134

EXHIBIT B - U.S. PATENTS

Appl No.	Appl Date	Patent No.	Issue Date	Description of Patent
Owner: Panavision International, L.P.				
15/394,401	12/29/16	Pending	Pending	ANAMORPHIC PHOTOGRAPHY FOR DIGITAL IMAGERS
15/472,116	03/28/17	Pending	Pending	DISTANCE MEASUREMENT DEVICE
15/487,389	04/13/17	10254634	04/09/19	CAMERA OPTICAL ELEMENT HAVING TACTILE INDICATOR
15/642,260	07/05/17	10539764	01/21/20	ANAMORPHIC PHOTOGRAPHY AND SQUEEZE RATIOS FOR DIGITAL IMAGERS
15/894,764	02/12/18	10401634	09/03/19	ATTACHMENT PRODUCING ANAMORPHIC EFFECT
15/901,680	02/21/18	Pending	Pending	INTERNALLY SLOTTED CAM FOR LENS SYSTEM
15/911,245	03/05/18	10260677	04/16/19	ADJUSTABLE SHOULDER REST FOR CAMERA
15/954,191	04/16/18	10345682	07/09/19	VARIABLE DIAMETER MOUNTING ATTACHMENT
16/105,808	08/20/18	10502927	12/10/19	MODULAR LENS SYSTEM FOR MOTION PICTURE CAMERA APPLICATIONS
16/379,718	04/09/19	Pending	Pending	CAMERA OPTICAL ELEMENT HAVING TACTILE INDICATOR
16/381,433	04/11/19	Pending	Pending	ELECTRONIC CAMERA FILTER

CANADIAN PATENTS

Current Owner/ Applicant	Patent	Issue Date/ Filing Date	Registration No./ Application No.
PANAVISION INTERNATIONAL, L.P.	QUICK SWAP TOP MOUNTABLE CAMERA MOUNT SYSTEMS	2016-06-29	2935582
PANAVISION INTERNATIONAL, L.P.	MODULAR LENS SYSTEM FOR MOTION PICTURE CAMERA APPLICATIONS	2017-06-12	2970654
PANAVISION INTERNATIONAL, L.P.	DISTANCE MEASUREMENT DEVICE FOR MOTION PICTURE CAMERA FOCUS APPLICATIONS	2017-03-21	2962065
PANAVISION INTERNATIONAL, L.P.	CAMERA OPTICAL ELEMENT HAVING TACTILE INDICATOR	2018-10-10	3020646
PANAVISION INTERNATIONAL, L.P.	ANAMORPHIC PHOTOGRAPHY FOR DIGITAL IMAGERS	2018-06-27	3010017

EXHIBIT C - U.S. COPYRIGHTS

Copyright Title	Registration No.	Registration Date
Owner: Panavision Inc.		
Panaflex users' manual.	TX2783559	3/30/2006