

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5970610

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
PANAVISION INTERNATIONAL, L.P.	02/18/2020
RECEIVING PARTY DATA	
Name:	BANK OF AMERICA, N.A., AS AGENT
Street Address:	333 SOUTH HOPE STREET
Internal Address:	13TH FLOOR
City:	LOS ANGELES
State/Country:	CALIFORNIA
Postal Code:	90071
PROPERTY NUMBERS Total: 11	
Property Type	Number
Application Number:	15394401
Application Number:	15472116
Application Number:	15901680
Application Number:	16379718
Application Number:	16381433
Patent Number:	10254634
Patent Number:	10539764
Patent Number:	10401634
Patent Number:	10260677
Patent Number:	10345682
Patent Number:	10502927
CORRESPONDENCE DATA	
Fax Number:	(704)444-8847
<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:	333 S. GRAND AVENUE, SUITE 4200
Address Line 2:	ATTENTION: Y.LEE, ESQ.

PATENT

Address Line 4: LOS ANGELES, CALIFORNIA 90071

NAME OF SUBMITTER: YOOJIN LEE

SIGNATURE: /S/ Yoojin Lee

DATE SIGNED: 02/19/2020

Total Attachments: 11

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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: 

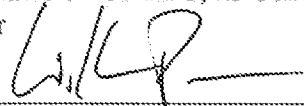
Name: William Roberts

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

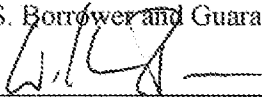
By: 

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

MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY
(PANAVISION)
SIGNATURE PAGES

PATENT

REEL: 051858 FRAME: 0843

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: W. L. Roberts

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: W. L. Roberts

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: W. L. Roberts

Name: William Roberts
Title: Chief Financial Officer

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

PANAVISION EUROPE LIMITED,

a company incorporated in England,
as UK Borrower and Guarantor

By: Jeffrey Allen

Name: Jeffrey Allen

Title: Director

Address: Metropolitan Centre, Bristol Road
Greenford, Middlesex
UB6 8GU
United Kingdom
Attn: Jeffrey Allen
Telecopy: _____

PANALUX LIMITED, a company incorporated in
England, as UK Borrower and Guarantor

By: Jeffrey Allen

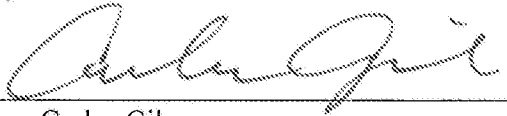
Name: Jeffrey Allen

Title: Director

Address: Metropolitan Centre, Bristol Road
Greenford, Middlesex
UB6 8GU
United Kingdom
Attn: Jeffrey Allen
Telecopy: _____

MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY
(PANAVISION)
SIGNATURE PAGES

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

PATENT

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EXHIBIT C - U.S. COPYRIGHTS

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

PATENT

REEL: 051858 FRAME: 0851

RECORDED: 02/19/2020