

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment and Assumption

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lehman Commercial Paper Inc., as Existing Agent		01/29/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Barclays Bank PLC, as Successor Agent
Street Address:	745 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Public Limited Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	1831626	CENTURY THEATRES
Registration Number:	2583400	THE RHYTHM ROOM
Registration Number:	2693359	CINEARTS
Serial Number:	78253573	CELEBRITY CLUB
Registration Number:	2778743	CINE EN ESPANOL
Registration Number:	1660126	CINEMARK
Registration Number:	2390388	CINEMARK
Registration Number:	1598964	CINEMARK THEATRES
Serial Number:	78811074	CINEMARK WIRELESS
Registration Number:	2968071	CINEMARKETING
Registration Number:	2709501	CIN-E-MONEY
Registration Number:	2741910	CIN E MONEY ONLINE FUNDS \$
Registration Number:	3256836	DIGITAL EDGE
Registration Number:	2799373	FOR REEL MOVIE LOVERS

OP \$890.00 1831626

Registration Number:	1540958	FRONT ROW JOE
Registration Number:	3148292	
Registration Number:	1558480	
Registration Number:	2751249	FUN FILMS FOR KIDS!
Registration Number:	1551346	
Registration Number:	1840170	HOLLYWOOD USA
Registration Number:	2174197	HOLLYWOOD USA
Registration Number:	2201454	MAMA RUGI'S
Registration Number:	1560196	MOVIES 10
Registration Number:	1560195	MOVIES 5
Registration Number:	1560194	MOVIES 6
Registration Number:	1560193	MOVIES 8
Registration Number:	3030614	REEL FAMILY TIME
Registration Number:	2243783	STUDIO EATS
Registration Number:	2307801	STUDIO EATS
Registration Number:	2778521	SUMMER MOVIE CLUBHOUSE
Registration Number:	2610424	TAKE THE DIGITAL HIGHWAY BYPASS NO LINES ONLINE
Registration Number:	2390351	THE BEST SEAT IN TOWN
Registration Number:	1982838	TINSELTOWN
Registration Number:	2238053	TINSELTOWN USA
Serial Number:	78253581	TREATING YOU LIKE A STAR

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7976
Email: ksolomon@stblaw.com
Correspondent Name: Mindy M. Lok, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	008330/0083
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	02/05/2010

Total Attachments: 7

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ASSIGNMENT AND ASSUMPTION

This ASSIGNMENT AND ASSUMPTION dated as of January 29, 2010 (this "Assignment and Assumption") is made by Lehman Commercial Paper Inc. ("Lehman") and Barclays Bank PLC ("Barclays").

WHEREAS, reference is made to that certain Guarantee and Collateral Agreement dated as of October 5, 2006 (as amended, supplemented or otherwise modified prior to the date hereof, the "Guarantee and Collateral Agreement"; unless otherwise defined herein, terms defined in the Guarantee and Collateral Agreement and used herein shall have the meanings given therein) by and among Cinemark Holdings, Inc., Cinemark USA, Inc. (the "Borrower") and the other Grantors party thereto, the Lenders parties thereto, and Lehman, in its capacity as Administrative Agent;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantors granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all right, title or interest in or to all of their Intellectual Property, including those Trademarks listed on Schedule I hereto and proceeds of any and all of the foregoing;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, each of Century Theatres, Inc. and Multiplex Properties, Inc. and the Administrative Agent executed a Grant of Security Interest in Trademark Rights dated as of October 5, 2006 (the "Trademark Security Agreements"), which were recorded with the United States Patent and Trademark Office on October 10, 2006 at Reel/Frame No. 003405/0512; and on October 10, 2006 at Reel/Frame 003405/0522;

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto agree as follows:

Lehman hereby irrevocably, absolutely and unconditionally assigns to Barclays without recourse and without any representation or warranty of any kind, nature or description, except as expressly set forth in the Second Amendment, dated as of the date hereof (the "Appointment Agreement") among, *inter alia*, Lehman and Barclays, and Barclays hereby assumes from Lehman, the interest in and to Lehman's rights and obligations under the Guarantee and Collateral Agreement and the Trademark Security Agreements, as of the Effective Date (as defined below).

The effective date of this Assignment and Assumption shall be the date of execution by all parties (the "Effective Date"). Following the execution of this Assignment and Assumption, it will be delivered to Barclays for recording by Barclays with the United States Patent and Trademark Office.

From and after the Effective Date and as further set forth in the Appointment Agreement, (a) Barclays shall be a party to the Guarantee and Collateral Agreement and to the

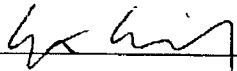
Trademark Security Agreements, shall have the rights and obligations of the Administrative Agent thereunder and shall be bound by the provisions thereof and (b) Lehman shall, to the extent provided in this Assignment and Assumption and the Appointment Agreement, relinquish its rights and be released from its obligations under the Guarantee and Collateral Agreement and the Trademark Security Agreements.

This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York.

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption to be executed by their respective duly authorized officers.

LEHMAN COMMERCIAL PAPER INC.,
as Existing Agent

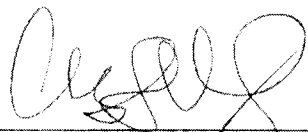
By: 
Name: **Steve Shirreffs**
Title: **Authorized Signatory**

By: _____
Name:
Title:

Accepted:

BARCLAYS BANK PLC
as Successor Agent

By: _____




Name:

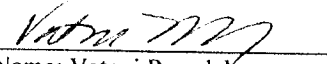
Title:

Craig Malloy
Director

AGREED AND ACKNOWLEDGED:
CENTURY THEATRES, INC.
as Grantor

By: 
Name: Michael D. Cavalier
Title: Senior Vice President & General Counsel

MULTIPLEX PROPERTIES, INC.
as Grantor

By: 
Name: Vaton Ragsdale
Title: President

CNK Signature Page to Trademark Assignment & Assumption

TRADEMARK
REEL: 004145 FRAME: 0269

**SCHEDULE I to
ASSIGNMENT AND ASSUMPTION**

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
CENTURY THEATRES	1,831,626
THE RHYTHM ROOM	2,583,400
CINEARTS	2,693,359
CELEBRITY CLUB	78/253,573
CINE EN ESPANOL AND DESIGN	2,778,743
CINEMARK	1,660,126
CINEMARK AND DESIGN	2,390,388
CINEMARK THEATRES	1,598,964
CINEMARK WIRELESS AND DESIGN	78/811,074
CINEMARKETING	2,968,071
CIN-E-MONEY	2,709,501
CIN E MONEY ONLINE FUNDS \$ AND DESIGN	2,741,910
DIGITAL EDGE	78/201,605 (Reg. No. 3,256,836)
FOR REEL MOVIE LOVERS	2,799,373
FRONT ROW JOE	1,540,958
DESIGN ONLY	78/714,436 (Reg. No. 3,148,292)
DESIGN ONLY	1,558,480
FUN FILMS FOR KIDS!	2,751,249
DESIGN ONLY	1,551,346
HOLLYWOOD USA	1,840,170
HOLLYWOOD USA	2,174,197
MAMA RUGI'S	2,201,454
MOVIES 10	1,560,196
MOVIES 5	1,560,195
MOVIES 6	1,560,194
MOVIES 8	1,560,193
REEL FAMILY TIME	3,030,614
STUDIO EATS	2,243,783
STUDIO EATS AND DESIGN	2,307,801
SUMMER MOVIE CLUBHOUSE	2,778,521
TAKE THE DIGITAL HIGHWAY BYPASS NO LINES ONLINE	2,610,424
THE BEST SEAT IN TOWN	2,390,351
TINSELTOWN	1,982,838
TINSELTOWN USA AND DESIGN	2,238,053

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78/253,581