

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM625315

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Successor Agent and Assignment of Security Interest (Intellectual Property)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A.		02/08/2021	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	FORTRESS CREDIT CORP.
Street Address:	1345 AVENUE OF THE AMERICAS
Internal Address:	46TH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10105
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	5867216	DRAFTHOUSE RECOMMENDS
Registration Number:	5841231	TRIVIADOME
Serial Number:	88612986	VIDEO VORTEX
Serial Number:	88607033	THE PRESS ROOM
Serial Number:	88186411	FLYING GUILLOTINE
Registration Number:	5756300	M
Registration Number:	5215261	BAR O' FUN
Registration Number:	5105698	HOUSE OF WAX BAR
Registration Number:	4698986	BIRTH. MOVIES. DEATH.
Registration Number:	4684752	VICTORY
Registration Number:	4668059	GLASS HALF FULL
Registration Number:	4283048	ALAMO DRAFTHOUSE CINEMA
Registration Number:	4283047	ALAMO DRAFTHOUSE
Registration Number:	4283046	ALAMO DRAFTHOUSE
Registration Number:	4279913	A
Registration Number:	4279578	HECKLEVISION
Registration Number:	4274175	BADASS DIGEST

CH \$690.00 5867216

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4199310	ALAMO DRAFTHOUSE CINEMA
Registration Number:	3818137	FANTASTIC FEST
Registration Number:	3810562	THE HIGHBALL
Registration Number:	3476310	QUOTE-ALONG
Registration Number:	2871867	WEIRD WEDNESDAYS
Registration Number:	2871866	ROLLING ROADSHOW
Registration Number:	2852845	ALAMO DRAFTHOUSE
Serial Number:	87676264	THE BIG SHOW EXPERIENCE AT THE ALAMO DRA
Serial Number:	87677030	THE BIG SHOW AT THE ALAMO DRAFTHOUSE
Registration Number:	4390351	MONDO

CORRESPONDENCE DATA

Fax Number: 3105572193

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.

Phone: 310-557-2900

Email: klathrop@proskauer.com

Correspondent Name: PROSKAUER ROSE LLP

Address Line 1: 2029 CENTURY PARK EAST, SUITE 2400

Address Line 2: C/O KIMBERLEY A. LATHROP

Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER: 00885.014

NAME OF SUBMITTER: Kimberley A. Lathrop

SIGNATURE: /Kimberley A. Lathrop/

DATE SIGNED: 02/09/2021

Total Attachments: 7

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**NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST
(INTELLECTUAL PROPERTY)**

This NOTICE OF SUCCESSOR AGENT AND ASSIGNMENT OF SECURITY INTEREST (INTELLECTUAL PROPERTY) (this “Notice”), is made and entered into as of February 8, 2021 by and among Bank of America, N.A. (“Bank of America”), as Administrative Agent, Swingline Lender and L/C Issuer under the Security Agreement (as defined below) (in such capacity, the “Resigning Agent” pursuant to the Loan Sale and Assignment Agreement (defined below)), and Fortress Credit Corp., a Delaware corporation (“Fortress”), as the successor to Bank of America (in such capacity, the “Successor Agent” pursuant to the Loan Sale and Assignment Agreement (defined below)).

WHEREAS, the Loan Parties, the Lenders, and Bank of America, are party to that certain Security Agreement, dated as of June 13, 2018 (as amended, restated, extended, supplemented or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, pursuant to the Loan Sale and Assignment Agreement, dated as of the same date hereof (“Assignment Agreement”) the parties to the Security Agreement desire to appoint Fortress as Administrative Agent under the Security Agreement, and Bank of America has agreed to resign as Administrative Agent under the Security Agreement (the “Agent Transition”);

WHEREAS, pursuant to the Loan Documents, the Borrowers granted to Bank of America a security interest in certain collateral;

WHEREAS, Bank of America and the Loan Parties entered into the Notices of Grant of Security Interest as identified on Schedule A attached hereto (the “IP Notices”).

WHEREAS, the IP Notices were recorded with the United States Patent and Trademark Office and United States Copyright Office as identified on Schedule A attached hereto; and

WHEREAS, pursuant to the Assignment Agreement and Agent Transition, the Resigning Agent resigned as, and Successor Agent was appointed and accepted appointment as Administrative Agent under the Loan Documents, with all of rights, powers and duties of the Administrative Agent under the Loan Documents, including in and to the IP Notices.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. Capitalized terms used herein without definition shall have the meanings attributed to such terms in the Security Agreement, Assignment Agreement, or other Loan Documents, as applicable.

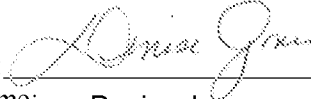
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Assignment Agreement, the Resigning Agent has ceased to be the Administrative Agent under the Loan Documents and is succeeded to and replaced by the Successor Agent as Administrative Agent under the Loan Documents, including with respect to all right, title and interest in and to the IP Notices with all attendant liens, rights, title, assignments and interests (including security interests) pertaining to or arising from the Collateral set forth in the IP Notices. Nothing herein shall be deemed to terminate, interrupt, or impair the continuity of the security interest in and to the Collateral granted to the Resigning Agent, including the IP Notices and the Collateral identified on Schedule A attached hereto, which security interest is now succeeded by and transferred to the Successor Agent.

3. Incorporation. All terms set forth in the Assignment Agreement are hereby incorporated herein by reference with the same force and effect as though fully set forth herein. To the extent that the terms set forth herein are inconsistent with the terms of the Assignment Agreement, the terms set forth in Assignment Agreement shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Notice to be duly executed and delivered as of the date first written above.

RESIGNING AGENT:

BANK OF AMERICA, N.A.,
as the Resigning Agent

By: 
Name: Denise Jones
Title: Vice President

SUCCESSOR AGENT:

FORTRESS CREDIT CORP.,
as the Successor Agent

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Notice to be duly executed and delivered as of the date first written above.

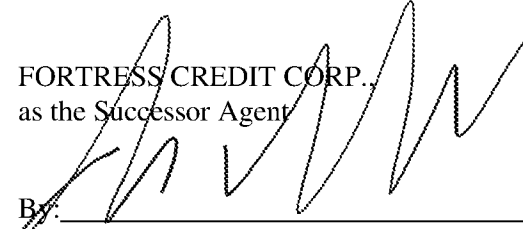
RESIGNING AGENT:

BANK OF AMERICA, N.A.,
as the Resigning Agent

By: _____
Name:
Title:

SUCCESSOR AGENT:

FORTRESS CREDIT CORP.,
as the Successor Agent

By:  _____
Name: Avraham Dreyfuss
Title: Chief Financial Officer

Schedule A

Notice of Grant of Security Interest in Trademarks
Granted by Alamo Drafthouse Cinemas LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded September 15, 2020 at Reel 7051 Frame 0688

Trademark Registrations

Mark	Reg. No.	Reg. Date
DRAFTHOUSE RECOMMENDS	5867216	09/04/2019
TRIVIADOME	5841231	08/20/2019

Trademark Applications

Mark	Appl. No.	Filing Date
VIDEO VORTEX	88612986	09/11/2019
THE PRESS ROOM	88607033	09/06/2019
FLYING GUILLOTINE	88186411	11/08/2018

Notice of Grant of Security Interest in Trademarks
Granted by Mondo Tees, LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded September 15, 2020 at Reel 7051 Frame 0694

Trademark Registration

Mark	Reg. No.	Reg. Date
M and Design	5756300	05/21/2019

Notice of Grant of Security Interest in Trademarks
Granted by Alamo Drafthouse Cinemas LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded June 15, 2018 at Reel 6354 Frame 0453

Trademark Registrations

Mark	Reg. No.	Reg. Date
BAR O' FUN	5215261	05/30/17
HOUSE OF WAX BAR	5105698	12/20/16
BIRTH. MOVIES. DEATH.	4698986	03/10/15
VICTORY	4684752	02/10/15
GLASS HALF FULL	4668059	01/06/15
ALAMO DRAFTHOUSE CINEMA and Design	4283048	01/29/13
ALAMO DRAFTHOUSE	4283047	01/29/13
ALAMO DRAFTHOUSE	4283046	01/29/13
A and Design	4279913	01/22/13
HECKLEVISION	4279578	01/22/13
BADASS DIGEST	4274175	01/15/13

ALAMO DRAFTHOUSE CINEMA and Design	4199310	08/28/12
FANTASTIC FEST	3818137	07/13/10
THE HIGHBALL	3810562	06/29/10
QUOTE-ALONG	3476310	07/29/08
WEIRD WEDNESDAYS	2871867	08/10/04
ROLLING ROADSHOW	2871866	08/10/04
ALAMO DRAFTHOUSE	2852845	06/15/04

Trademark Applications

Mark	Appl. No.	Filing Date
THE BIG SHOW EXPERIENCE AT THE ALAMO DRAFTHOUSE	87676264	11/08/17
THE BIG SHOW AT THE ALAMO DRAFTHOUSE	87677030	11/08/17

Notice of Grant of Security Interest in Trademarks
Granted by Mondo Tees, LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded June 15, 2018 at Reel 6354 Frame 0323

Trademark Registration

Mark	Reg. No.	Reg. Date
MONDO	4390351	08/27/13

Notice of Grant of Security Interest in Trademarks
Granted by Alamo South Lamar, L.P.
In Favor of Bank of America, N.A., as Administrative Agent
Recorded June 15, 2018 at Reel 6354 Frame 0063

Trademark Registration

Mark	Reg. No.	Reg. Date
ROLLING ROADSHOW	2871866	08/10/2004

Notice of Grant of Security Interest in Trademarks
Granted by Alamo Drafthouse Cinemas LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded May 28, 2019 at Reel 6654 Frame 0132

Trademark Registration

Mark	Reg. No.	Reg. Date
ROLLING ROADSHOW	2871866	08/10/2004

Notice of Grant of Security Interest in Copyrights
Granted by Alamo Drafthouse Cinemas LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded May 1, 2019 at Volume 9963 Doc. No. 306

Copyright Registration

Title	Reg. No.	Reg. Date
Alamo Drafthouse Cinemas Waco kitchen.	VAu000640877	09/07/04