

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the Conveying Party(ies) previously recorded on Reel 003066 Frame 0583. Assignor(s) hereby confirms the Security Interest recorded by the USPTO at Reel 003066 Frame 0583 on 4/14/2005. |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|-------------------------------------|
| MGM Holdings II, Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro-Goldwyn-Mayer Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Heritage Entertainment, Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro-Goldwyn-Mayer Animation Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro-Goldwyn-Mayer Home Entertainment LLC | | 04/08/2005 | LIMITED LIABILITY COMPANY: DELAWARE |
| Metro-Goldwyn-Mayer Lion Corp. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro-Goldwyn-Mayer Pictures Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro-Goldwyn-Mayer Studios Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Metro Pictures Corporation of America | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM and UA Services Company | | 04/08/2005 | COMPANY: DELAWARE |
| MGM Domestic Television Distribution LLC | | 04/08/2005 | LIMITED LIABILITY COMPANY: DELAWARE |
| MGM Home Entertainment Distribution Corp. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM Interactive Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM International Television Distribution Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM Laptv LLC | | 04/08/2005 | LIMITED LIABILITY COMPANY: DELAWARE |
| MGM Lion Prints LLC | | 04/08/2005 | LIMITED LIABILITY COMPANY: DELAWARE |
| MGM Networks Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM North America Holdings Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM On Demand Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM Television Entertainment Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| MGM/UA, Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Midnight Blue Productions, Inc. | | 04/08/2005 | CORPORATION: CALIFORNIA |

OP \$3090.00 78361695

900149665

**TRADEMARK
 REEL: 004112 FRAME: 0478**

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|--|--|------------|-------------------------|
| Orion Film Classics Company | | 04/08/2005 | COMPANY: CALIFORNIA |
| Orion Pictures Corporation | | 04/08/2005 | CORPORATION: DELAWARE |
| Orion Pictures Distribution Corporation | | 04/08/2005 | CORPORATION: DELAWARE |
| Orion Pictures Library Acquisition Co., Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| Orion TV Productions, Inc. | | 04/08/2005 | CORPORATION: NEW YORK |
| Pathe Films, Inc. | | 04/08/2005 | CORPORATION: NEW YORK |
| Pathe Releasing Corp. | | 04/08/2005 | CORPORATION: NEW YORK |
| PFE Library Acquisition Company, Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| United Artists Corporation | | 04/08/2005 | CORPORATION: DELAWARE |
| United Artists Films Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| United Artists Pictures Inc. | | 04/08/2005 | CORPORATION: DELAWARE |
| The War at Home Productions, Inc. | | 04/08/2005 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|------------------------|---|
| Name: | JPMorgan Chase Bank, N.A. |
| Street Address: | P.O. Box 2558 |
| City: | Houston |
| State/Country: | TEXAS |
| Postal Code: | 77252 |
| Entity Type: | National Banking Association: UNITED STATES |

PROPERTY NUMBERS Total: 123

| Property Type | Number | Word Mark |
|----------------|----------|---------------------------------|
| Serial Number: | 78361695 | AGENT CODY BANKS |
| Serial Number: | 78361765 | AGENT CODY BANKS |
| Serial Number: | 78491827 | AMERICAN INTERNATIONAL |
| Serial Number: | 78491822 | AMERICAN INTERNATIONAL PICTURES |
| Serial Number: | 78362741 | ARMY OF DARKNESS |
| Serial Number: | 78362696 | ARMY OF DARKNESS |
| Serial Number: | 78050967 | BACKLOT AT MGM.COM |
| Serial Number: | 78018782 | BACKLOT PRODUCTIONS |
| Serial Number: | 78330356 | BARBERSHOP |
| Serial Number: | 78121121 | CARRIE |
| Serial Number: | 78147575 | CHITTY CHITTY BANG BANG |
| Serial Number: | 78147583 | CHITTY CHITTY BANG BANG |

TRADEMARK
REEL: 004112 FRAME: 0479

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|----------------------|----------|---------------------------------------|
| Serial Number: | 78121084 | DIRTY ROTTEN SCOUNDRELS |
| Serial Number: | 78215954 | FAME |
| Serial Number: | 78583022 | FROM RUSSIA WITH LOVE |
| Serial Number: | 78518039 | GIFTSOLVER |
| Serial Number: | 78378987 | GOLDENEYE |
| Serial Number: | 74672328 | HACKERS |
| Serial Number: | 78087849 | HANNIBAL |
| Serial Number: | 78088038 | HANNIBAL |
| Serial Number: | 78330390 | JEEPERS CREEPERS |
| Serial Number: | 78089613 | LEGALLY BLONDE |
| Serial Number: | 78447293 | METRO GOLDWYN MAYER, ARS GRATIA ARTIS |
| Serial Number: | 78447260 | METRO GOLDWYN MAYER PREMIERE |
| Serial Number: | 78101940 | MGM CHANNEL |
| Serial Number: | 78101934 | MGM MOVIE CHANNEL |
| Serial Number: | 78214536 | MGM ON STAGE |
| Serial Number: | 78279722 | MGM ON STAGE ARS GRATIA ARTIS |
| Serial Number: | 78378729 | ROCKY |
| Serial Number: | 78378760 | |
| Serial Number: | 78431301 | ROCKY LEGENDS |
| Serial Number: | 78568089 | SCOUNDREL COLLECTION |
| Serial Number: | 78583103 | SPACEBALLS |
| Serial Number: | 78499766 | STARGATE SG-1: THE ALLIANCE |
| Serial Number: | 78096531 | TEEN WOLF |
| Serial Number: | 78263633 | THE GREAT ESCAPE |
| Serial Number: | 75921586 | THE OUTER LIMITS |
| Serial Number: | 78121131 | TWISTED JUSTICE |
| Registration Number: | 1810481 | A CANNON FILMS RELEASE |
| Registration Number: | 2774104 | AGENT UNDER FIRE |
| Registration Number: | 2051217 | BLOWN AWAY |
| Registration Number: | 1382142 | CAGNEY & LACEY |
| Registration Number: | 1811153 | CANNON |
| Registration Number: | 1439047 | |
| Registration Number: | 1475363 | |
| Registration Number: | 1619490 | CARTOON MOVIESTARS |
| Registration Number: | 2828545 | DEAD LIKE ME |

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| Registration Number: | 2909229 | EVERYTHING OR NOTHING |
| Registration Number: | 2551380 | F/X |
| Registration Number: | 1110832 | FILMWAYS |
| Registration Number: | 2891803 | LEAP YEARS |
| Registration Number: | 2883154 | LEGALLY BLONDE |
| Registration Number: | 2265404 | MACHINE HUNTER |
| Registration Number: | 0384224 | ARS GRATIA ARTIS METRO GOLDWYN MAYER |
| Registration Number: | 0231203 | METRO GOLDWYN MAYER ARS GRATIA ARTIS |
| Registration Number: | 2762813 | METRO GOLDWYN MAYER |
| Registration Number: | 2866779 | METRO GOLDWYN MAYER TRADE MARK |
| Registration Number: | 1911153 | METRO GOLDWYN MAYER ARS GRATIA ARTIS |
| Registration Number: | 0714171 | METRO-GOLDWYN-MAYER |
| Registration Number: | 2625509 | METRO-GOLDWYN-MAYER HOME ARS GRATIA ARTIS |
| Registration Number: | 2781942 | METRO GOLDWYN MAYER HOME ENTERTAINMENT TRADEMARK |
| Registration Number: | 0885923 | MGM |
| Registration Number: | 2817613 | MGM |
| Registration Number: | 0884655 | MGM |
| Registration Number: | 2903127 | MGM KIDS |
| Registration Number: | 2768051 | MGM MEANS GREAT MOVIES |
| Registration Number: | 2033319 | MGM RECORDS |
| Registration Number: | 2246312 | ARS GRATIA ARTIS MGM/UA FAMILY ENTERTAINMENT |
| Registration Number: | 1380800 | MGM/UA PREMIERE NETWORK |
| Registration Number: | 2534403 | MR. HOLLAND'S OPUS |
| Registration Number: | 2540762 | MR. HOLLAND'S OPUS |
| Registration Number: | 2772686 | NIGHTFIRE |
| Registration Number: | 1694030 | ORION |
| Registration Number: | 1165871 | ORION |
| Registration Number: | 2296392 | ORION INTERACTIVE |
| Registration Number: | 2500563 | |
| Registration Number: | 2448643 | |
| Registration Number: | 2895338 | PLATOON |
| Registration Number: | 2026883 | POLTERGEIST |
| Registration Number: | 2494526 | POLTERGEIST |
| Registration Number: | 2333898 | POLTERGEIST |

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|----------------------|---------|-----------------------|
| Registration Number: | 2600206 | RAT PATROL |
| Registration Number: | 2518650 | RAT PATROL |
| Registration Number: | 1395550 | |
| Registration Number: | 1609202 | ROBOCOP |
| Registration Number: | 1557690 | ROBOCOP |
| Registration Number: | 1523650 | ROBOCOP |
| Registration Number: | 1954638 | |
| Registration Number: | 2773761 | ROCKY |
| Registration Number: | 1647246 | ROCKY |
| Registration Number: | 2782227 | ROLLERBALL |
| Registration Number: | 2121967 | ROLLERBALL |
| Registration Number: | 2672635 | ROLLERBALL |
| Registration Number: | 2601980 | ROLLERBALL |
| Registration Number: | 2776142 | ROLLERBALL |
| Registration Number: | 2595431 | SEX WARS |
| Registration Number: | 2796116 | SHE SPIES |
| Registration Number: | 2302963 | SPECIES |
| Registration Number: | 1917418 | STARGATE |
| Registration Number: | 2669409 | STARGATE |
| Registration Number: | 2380249 | STARGATE |
| Registration Number: | 2296505 | STARGATE |
| Registration Number: | 2540653 | STARGATE |
| Registration Number: | 2297059 | STARGATE SG-1 |
| Registration Number: | 2759097 | TANK GIRL |
| Registration Number: | 2576366 | THE LION'S DEN |
| Registration Number: | 2548708 | THE MAGNIFICENT SEVEN |
| Registration Number: | 1981338 | THE METEOR MAN |
| Registration Number: | 2258354 | OUTER LIMITS |
| Registration Number: | 2085291 | THE OUTER LIMITS |
| Registration Number: | 2062133 | THE OUTER LIMITS |
| Registration Number: | 2217526 | THE OUTER LIMITS |
| Registration Number: | 1122758 | THE PINK PANTHER |
| Registration Number: | 1974692 | THE PINK PANTHER |
| Registration Number: | 2518513 | THE SEX WARS |
| Registration Number: | 1669534 | THIRTYSOMETHING |

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|----------------------|---------|-------------------|
| Registration Number: | 1380155 | UA |
| Registration Number: | 1624112 | UNITED ARTISTS |
| Registration Number: | 0735668 | UNITED ARTISTS |
| Registration Number: | 2091641 | UNITED ARTISTS |
| Registration Number: | 1625273 | UA UNITED ARTISTS |
| Registration Number: | 1380154 | UA UNITED ARTISTS |
| Registration Number: | 2690923 | WARGAMES |

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: | 509265/1076 |
| NAME OF SUBMITTER: | Mindy M. Lok |
| Signature: | /ml/ |
| Date: | 12/10/2009 |

Total Attachments: 30
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TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------|----------|----------------|--------------|
| MGM Holdings, Inc. | | 04/08/2005 | CORPORATION: |

RECEIVING PARTY DATA

| | |
|-----------------|----------------------|
| Name: | JPMorgan Chase, N.A. |
| Street Address: | 270 Park Avenue |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10017 |
| Entity Type: | CORPORATION: |

PROPERTY NUMBERS Total: 123

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------|
| Registration Number: | 1810481 | A CANNON FILMS RELEASE |
| Registration Number: | 2774104 | AGENT UNDER FIRE |
| Registration Number: | 2051217 | BLOWN AWAY |
| Registration Number: | 1382142 | CAGNEY & LACEY |
| Registration Number: | 1811153 | CANNON |
| Registration Number: | 1439047 | |
| Registration Number: | 1475363 | |
| Registration Number: | 1619490 | CARTOON MOVIESTARS |
| Registration Number: | 2828545 | DEAD LIKE ME |
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| Registration Number: | 1110832 | FILMWAYS |
| Registration Number: | 2891803 | LEAP YEARS |
| Registration Number: | 2883154 | LEGALLY BLONDE |

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TRADEMARK
 REEL: 003600 FRAME: 0583
 REEL: 004112 FRAME: 0485

CH \$3090.00 1810481

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|----------------------|---------|--|
| Registration Number: | 2265404 | MACHINE HUNTER |
| Registration Number: | 384224 | ARS GRATIA ARTIS METRO GOLDWYN MAYER |
| Registration Number: | 231203 | METRO GOLDWYN MAYER ARS GRATIA ARTIS |
| Registration Number: | 2762813 | METRO GOLDWYN MAYER |
| Registration Number: | 2866779 | METRO GOLDWYN MAYER TRADE MARK |
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| Registration Number: | 2817613 | MGM |
| Registration Number: | 884655 | MGM |
| Registration Number: | 2903127 | MGM KIDS |
| Registration Number: | 2768051 | MGM MEANS GREAT MOVIES |
| Registration Number: | 2033319 | MGM RECORDS |
| Registration Number: | 2246312 | ARS GRATIA ARTIS MGM/UA FAMILY ENTERTAINMENT |
| Registration Number: | 1380800 | MGM/UA PREMIERE NETWORK |
| Registration Number: | 2534403 | MR. HOLLAND'S OPUS |
| Registration Number: | 2540762 | MR. HOLLAND'S OPUS |
| Registration Number: | 2772686 | NIGHTFIRE |
| Registration Number: | 1694030 | ORION |
| Registration Number: | 1165871 | ORION |
| Registration Number: | 2296392 | ORION INTERACTIVE |
| Registration Number: | 2500563 | |
| Registration Number: | 2448643 | |
| Registration Number: | 2895338 | PLATOON |
| Registration Number: | 2026883 | POLTERGEIST |
| Registration Number: | 2494526 | POLTERGEIST |
| Registration Number: | 2333898 | POLTERGEIST |
| Registration Number: | 2600206 | RAT PATROL |
| Registration Number: | 2518650 | RAT PATROL |
| Registration Number: | 1395550 | |
| Registration Number: | 1609202 | ROBOCOP |
| Registration Number: | 1557690 | ROBOCOP |

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| Registration Number: | 1523650 | ROBOCOP |
| Registration Number: | 1954638 | |
| Registration Number: | 2773761 | ROCKY |
| Registration Number: | 1647246 | ROCKY |
| Registration Number: | 2782227 | ROLLERBALL |
| Registration Number: | 2121967 | ROLLERBALL |
| Registration Number: | 2672635 | ROLLERBALL |
| Registration Number: | 2601980 | ROLLERBALL |
| Registration Number: | 2776142 | ROLLERBALL |
| Registration Number: | 2595431 | SEX WARS |
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| Registration Number: | 1917418 | STARGATE |
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| Registration Number: | 2380249 | STARGATE |
| Registration Number: | 2296505 | STARGATE |
| Registration Number: | 2540653 | STARGATE |
| Registration Number: | 2297059 | STARGATE SG-1 |
| Registration Number: | 2759097 | TANK GIRL |
| Registration Number: | 2576366 | THE LION'S DEN |
| Registration Number: | 2548708 | THE MAGNIFICENT SEVEN |
| Registration Number: | 1981338 | THE METEOR MAN |
| Registration Number: | 2258354 | OUTER LIMITS |
| Registration Number: | 2085291 | THE OUTER LIMITS |
| Registration Number: | 2062133 | THE OUTER LIMITS |
| Registration Number: | 2217526 | THE OUTER LIMITS |
| Registration Number: | 1122758 | THE PINK PANTHER |
| Registration Number: | 1974692 | THE PINK PANTHER |
| Registration Number: | 2518513 | THE SEX WARS |
| Registration Number: | 1669534 | THIRTYSOMETHING |
| Registration Number: | 1380155 | UA |
| Registration Number: | 1624112 | UNITED ARTISTS |
| Registration Number: | 735668 | UNITED ARTISTS |
| Registration Number: | 2091641 | UNITED ARTISTS |
| Registration Number: | 1625273 | UA UNITED ARTISTS |

TRADEMARK

REEL: 004112 FRAME: 0487

| | | |
|----------------------|----------|---------------------------------------|
| Registration Number: | 1380154 | UA UNITED ARTISTS |
| Registration Number: | 2690923 | WARGAMES |
| Serial Number: | 78361695 | AGENT CODY BANKS |
| Serial Number: | 78361765 | AGENT CODY BANKS |
| Serial Number: | 78491827 | AMERICAN INTERNATIONAL |
| Serial Number: | 78491822 | AMERICAN INTERNATIONAL PICTURES |
| Serial Number: | 78362741 | ARMY OF DARKNESS |
| Serial Number: | 78362696 | ARMY OF DARKNESS |
| Serial Number: | 78050967 | BACKLOT AT MGM.COM |
| Serial Number: | 78018782 | BACKLOT PRODUCTIONS |
| Serial Number: | 78330356 | BARBERSHOP |
| Serial Number: | 78121121 | CARRIE |
| Serial Number: | 78147575 | CHITTY CHITTY BANG BANG |
| Serial Number: | 78147583 | CHITTY CHITTY BANG BANG |
| Serial Number: | 78121084 | DIRTY ROTTEN SCOUNDRELS |
| Serial Number: | 78215954 | FAME |
| Serial Number: | 78583022 | FROM RUSSIA WITH LOVE |
| Serial Number: | 78518039 | GIFTSOLVER |
| Serial Number: | 78378987 | GOLDENEYE |
| Serial Number: | 74672328 | HACKERS |
| Serial Number: | 78087849 | HANNIBAL |
| Serial Number: | 78088038 | HANNIBAL |
| Serial Number: | 78330390 | JEEPERS CREEPERS |
| Serial Number: | 78089613 | LEGALLY BLONDE |
| Serial Number: | 78447293 | METRO GOLDWYN MAYER, ARS GRATIA ARTIS |
| Serial Number: | 78447260 | METRO GOLDWYN MAYER PREMIERE |
| Serial Number: | 78101940 | MGM CHANNEL |
| Serial Number: | 78101934 | MGM MOVIE CHANNEL |
| Serial Number: | 78214536 | MGM ON STAGE |
| Serial Number: | 78279722 | MGM ON STAGE ARS GRATIA ARTIS |
| Serial Number: | 78378729 | ROCKY |
| Serial Number: | 78378760 | |
| Serial Number: | 78431301 | ROCKY: LEGENDS |
| Serial Number: | 78568089 | SCOUNDREL COLLECTION |
| Serial Number: | 78583103 | SPACEBALLS |

TRADEMARK

REEL: 004112 FRAME: 0488

| | | |
|----------------|----------|-----------------------------|
| Serial Number: | 78499766 | STARGATE SG-1: THE ALLIANCE |
| Serial Number: | 78096531 | TEEN WOLF |
| Serial Number: | 78263633 | THE GREAT ESCAPE |
| Serial Number: | 75921586 | THE OUTER LIMITS |
| Serial Number: | 78121131 | TWISTED JUSTICE |

CORRESPONDENCE DATA

Fax Number: (212)336-8001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ptodocket@arelaw.com
 Correspondent Name: Dana Metes
 Address Line 1: 90 Park Avenue
 Address Line 2: Amster, Rothstein & Ebenstein
 Address Line 4: New York, NEW YORK 10016

| | |
|--------------------|-----------------|
| NAME OF SUBMITTER: | Dana R. Metes |
| Signature: | /Dana R. Metes/ |
| Date: | 04/14/2005 |

Total Attachments: 9
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DECLARATION OF MINDY M. LOK

I, MINDY M. LOK, declare as follows:

1. I am a member of the bar of the State of New York and am associated with the law firm of Simpson Thacher & Bartlett LLP in New York.
2. Simpson Thacher & Bartlett LLP currently represents JPMorgan Chase, N.A. with respect to certain trademark security agreements that were recorded at the United States Patent and Trademark Office ("USPTO").
3. Pursuant to a Trademark Security Agreement dated April 8, 2005 and recorded at the USPTO at Reel 3066 and Frame 0583, JPMorgan Chase, N.A. is the receiving party of a security interest in various trademarks. The foregoing recordation was made on April 14, 2005 by Dana R. Metes, an attorney associated with the firm of Amster, Rothstein & Ebenstein, which is former counsel to JPMorgan Chase, N.A.
4. It recently came to my attention that the foregoing recordation contained a typographical error. The name of the conveying party is listed as "MGM Holdings, Inc." The correct names of the conveying parties, as reflected in the recorded Trademark Security Agreement, should be "MGM Holdings II, Inc., Metro-Goldwyn-Mayer, Inc., Heritage Entertainment, Inc., Metro-Goldwyn-Mayer Animation Inc., Metro-Goldwyn-Mayer Home Entertainment LLC, Metro-Goldwyn-Mayer Lion Corp., Metro-Goldwyn-Mayer Pictures Inc., Metro-Goldwyn-Mayer Studios Inc., Metro Pictures Corporation of America, MGM and UA Services Company, MGM Domestic Television Distribution LLC, MGM Home Entertainment Distribution Corp., MGM Interactive Inc., MGM International Television Distribution Inc., MGM Laptv LLC, MGM Lion Prints LLC, MGM Networks Inc., MGM North America Holdings Inc., MGM On Demand Inc., MGM Television Entertainment Inc., MGM/UA, Inc., Midnight Blue Productions, Inc., Orion Film Classics Company, Orion Pictures Corporation, Orion Pictures Distribution Corporation, Orion Pictures Library Acquisition Co., Inc., Orion TV Productions, Inc., Pathe Films, Inc., Pathe Releasing Corp., PFE Library Acquisition Company, Inc., United Artists Corporation, United Artists Films Inc., United Artists Pictures Inc. and The War at Home Productions, Inc."
5. I have attempted but was unsuccessful in reaching JPMorgan Chase, N.A.'s former counsel in this matter. Dana R. Metes is no longer an attorney at the firm of Amster, Rothstein & Ebenstein.
6. I respectfully request that the USPTO correct the error noted above at Reel 3066 and Frame 0583 and maintain the priority date of the above recordation as the original filing date of April 14, 2005.

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 9, 2009 in New York, New York.


MINDY M. LOK

[EXECUTION VERSION]

TRADEMARK SECURITY AGREEMENT

(TRADEMARKS, TRADEMARK REGISTRATIONS, TRADEMARK APPLICATIONS AND TRADEMARK LICENSES)

WHEREAS, MGM HOLDINGS II, INC., a Delaware corporation ("Holdings"), LOC ACQUISITION COMPANY, a Delaware corporation (the "Borrower"), each of the Subsidiaries of the Borrower party hereto (the "Subsidiary Guarantors"; the Subsidiary Guarantors, Holdings and the Borrower are, collectively, the "Grantors") own the Trademarks (as defined in the Security Agreement referred to below) listed on Schedule 2 to the Security Agreement;

WHEREAS, Holdings and the Borrower are parties to a Credit Agreement dated of even date herewith (as the same may be amended from time to time, the "Credit Agreement") with the several banks and other financial institutions or entities from time to time parties thereto (the "Lenders"), Bank of America, N.A., Citicorp USA, Inc. and The Royal Bank of Scotland plc as documentation agents, Credit Suisse First Boston as syndication agent, and JPMorgan Chase Bank, N.A., as administrative agent;

WHEREAS, pursuant to the terms of the Security Agreement of even date herewith (as may be amended and in effect from time to time, the "Security Agreement") between the Grantors and JPMorgan Chase Bank, N.A., as agent for the secured parties referred to therein (in such capacity, together with its successors in such capacity, the "Grantee"), Grantors have granted to Grantee for the ratable benefit of such secured parties a security interest in substantially all the assets of the Grantors, including all right, title and interest of Grantors in, to and under the Trademark Collateral (as defined herein), whether now owned or existing or hereafter acquired or arising, to secure the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to Grantee a continuing security interest in all of such Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to, with respect to such Grantor, and collectively for all Grantors (as the context may require), as the "Trademark Collateral"), whether presently existing or hereafter arising or acquired:

- (i) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business associated therewith, and all of the Grantors' rights to the exclusive use thereof, and all the

applications therefor and the registrations and recordings thereof which are all listed on Schedule 1 hereto;

(ii) each Trademark License, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark licensed pursuant thereto; and

(iii) all proceeds of and revenues from the foregoing, including, without limitation, all proceeds of and revenues from any claim by any Grantor against third parties for past, present or future unfair competition with, or violation of intellectual property rights in connection with or injury to, or infringement or dilution of any Trademark, including, without limitation, any Trademark referred to in Schedule 1 hereto, and all rights and benefits of any Grantor under any Trademark License, or for injury to the goodwill associated with any of the foregoing.

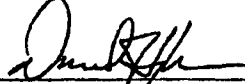
Each Grantor hereby irrevocably constitutes and appoints Grantee and any officer or agent thereof, with full power of substitution, as its true and lawful attorney-in-fact with full power and authority in the name of such Grantor or in its name, from time to time, in Grantee's discretion, so long as any Event of Default (as defined in the Credit Agreement) has occurred and is continuing, to take with respect to the Trademark Collateral any and all appropriate action which such Grantor might take with respect to the Trademark Collateral and to execute any and all documents and instruments which may be necessary or desirable to carry out the terms of this Trademark Security Agreement and to accomplish the purposes hereof.

Except to the extent not prohibited by the Loan Documents, each Grantor agrees not to Dispose of or mortgage or otherwise encumber any of the foregoing Trademark Collateral.


This security interest is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 8th day of April, 2005.

MGM HOLDINGS II, INC.

By: 
Name: Daniel J. Taylor
Title: President

METRO-GOLDWYN-MAYER INC.

By: 
Name: Daniel J. Taylor
Title: President

HERITAGE ENTERTAINMENT, INC.

METRO-GOLDWYN-MAYER
ANIMATION INC.

METRO-GOLDWYN-MAYER HOME
ENTERTAINMENT LLC

METRO-GOLDWYN-MAYER LION
CORP.

METRO-GOLDWYN-MAYER
PICTURES INC.

METRO-GOLDWYN-MAYER
STUDIOS INC.

METRO PICTURES CORPORATION
OF AMERICA

MGM AND UA SERVICES COMPANY

MGM DOMESTIC TELEVISION
DISTRIBUTION LLC

MGM HOME ENTERTAINMENT
DISTRIBUTION CORP.

MGM INTERACTIVE INC.

MGM INTERNATIONAL TELEVISION
DISTRIBUTION INC.

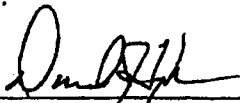
MGM LAPT V LLC

MGM LION PRINTS LLC

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: ~~004112~~ TRADEMARK: 0590
REEL: 004112 FRAME: 0493

MGM NETWORKS INC.
MGM NORTH AMERICA HOLDINGS
INC.
MGM ON DEMAND INC.
MGM TELEVISION
ENTERTAINMENT INC.
MGM/UA, INC.
MIDNIGHT BLUE PRODUCTIONS,
INC.
ORION FILM CLASSICS COMPANY
ORION PICTURES CORPORATION
ORION PICTURES DISTRIBUTION
CORPORATION
ORION PICTURES LIBRARY
ACQUISITION CO., INC
ORION TV PRODUCTIONS, INC.
PATHE FILMS, INC.
PATHE RELEASING CORP.
PFE LIBRARY ACQUISITION
COMPANY, INC.
UNITED ARTISTS CORPORATION
UNITED ARTISTS FILMS INC.
UNITED ARTISTS PICTURES INC.
THE WAR AT HOME PRODUCTIONS,
INC.

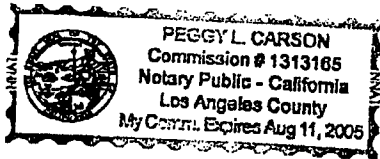
By: 
Name: Daniel J. Taylor
Title: President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: ~~004112~~ 0591
REEL: 004112 FRAME: 0494

STATE OF CALIFORNIA)
) ss.:
COUNTY OF LOS ANGELES

I, Peggy L. Carson, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Daniel J. Taylor, of each Subsidiary Guarantor, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Daniel J. Taylor, appeared before me this day in person and acknowledged that (s)he signed, executed and delivered the said instrument as her/his own free and voluntary act and as the free and voluntary act of said company, for the uses and purposes therein set forth being duly authorized so to do.



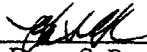
Peggy L. Carson
Signature of Notary Public

My Commission expires: August 11, 2005

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 003068 FRAME: 0592
REEL: 004112 FRAME: 0495

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By: 
Name: Bruce S. Borden
Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 003061 FRAME: 0593
REEL: 004112 FRAME: 0496

TRADEMARK APPLICATIONS

| Trademark Name | Application No. | Filing Date |
|---|-----------------|-------------|
| AGENT CODY BANKS | 78361695 | 03-Feb-2004 |
| AGENT CODY BANKS | 78361765 | 03-Feb-2004 |
| AMERICAN INTERNATIONAL | 78491827 | 29-Sep-2004 |
| AMERICAN INTERNATIONAL PICTURES | 78491822 | 29-Sep-2004 |
| ARMY OF DARKNESS | 78362741 | 04-Feb-2004 |
| ARMY OF DARKNESS | 78362696 | 04-Feb-2004 |
| BACKLOT at MGM.COM | 78050967 | 01-Mar-2001 |
| BACKLOT PRODUCTIONS | 78018782 | 28-Jul-2000 |
| BARBERSHOP | 78330356 | 19-Nov-2003 |
| CARRIE | 78121121 | 11-Apr-2002 |
| CHITTY CHITTY BANG BANG | 78147575 | 25-Jul-2002 |
| CHITTY CHITTY BANG BANG | 78147583 | 25-Jul-2002 |
| DIRTY ROTTEN SCOUNDRELS | 78121084 | 11-Apr-2002 |
| FAME | 78215954 | 18-Feb-2003 |
| FROM RUSSIA WITH LOVE | 78583022 | 08-Mar-2005 |
| GIFTSOLVER | 78518039 | 16-Nov-2004 |
| GOLDENEYE | 78378987 | 04-Mar-2004 |
| HACKERS | 74672328 | 11-May-1995 |
| HANNIBAL | 78087849 | 10-Oct-2001 |
| HANNIBAL | 78088038 | 11-Oct-2001 |
| JEEPERS CREEPERS | 78330390 | 19-Nov-2003 |
| LEGALLY BLONDE | 78089613 | 22-Oct-2001 |
| METRO GOLDWYN MAYER and Young Lion Logo | 78447293 | 07-Jul-2004 |
| METRO GOLDWYN MAYER PREMIERE | 78447260 | 07-Jul-2004 |
| MGM CHANNEL | 78101940 | 10-Jan-2002 |
| MGM MOVIE CHANNEL | 78101934 | 10-Jan-2002 |
| MGM ON STAGE | 78214536 | 13-Feb-2003 |
| MGM ON STAGE Device | 78279722 | 28-Jul-2003 |
| ROCKY and Device | 78378729 | 04-Mar-2004 |
| ROCKY and Device I | 78378760 | 04-Mar-2004 |
| ROCKY: LEGENDS | 78431301 | 06-Jun-2004 |
| SCOUNDREL COLLECTION | 78568089 | 15-Feb-2005 |
| SPACEBALLS | 78583103 | 08-Mar-2005 |
| STARGATE SG-1: THE ALLIANCE | 78499766 | 14-Oct-2004 |
| TEEN WOLF | 78096531 | 04-Dec-2001 |
| THE GREAT ESCAPE | 78263633 | 17-Jun-2003 |
| THE OUTER LIMITS Stylized | 75921586 | 16-Feb-2000 |
| TWISTED JUSTICE | 78121131 | 11-Apr-2002 |

TRADEMARK REGISTRATIONS

| | | |
|--|---------|-------------|
| A CANNON FILMS RELEASE | 1810481 | 14-Dec-1993 |
| AGENT UNDER FIRE | 2774104 | 14-Oct-2003 |
| BLOWN AWAY | 2051217 | 08-Apr-1997 |
| CAGNEY & LACEY | 1382142 | 11-Feb-1986 |
| CANNON | 1811153 | 14-Dec-1993 |
| Cannon Logo | 1439047 | 12-May-1987 |
| Cannon Logo | 1475363 | 02-Feb-1988 |
| CARTOON MOVIESTARS | 1619490 | 30-Oct-1990 |
| DEAD LIKE ME | 2828545 | 30-Mar-2004 |
| EVERYTHING OR NOTHING | 2909229 | 07-Dec-2004 |
| F/X Stylized | 2551380 | 26-Mar-2002 |
| FILMWAYS Stylized | 1110832 | 09-Jan-1979 |
| LEAP YEARS | 2891803 | 05-Oct-2004 |
| LEGALLY BLONDE | 2883154 | 07-Sep-2004 |
| MACHINE HUNTER | 2265404 | 27-Jul-1999 |
| METRO GOLDWYN MAYER and Lion Head Design II | 384224 | 07-Jan-1941 |
| METRO GOLDWYN MAYER and Lion Head Design II | 231203 | 16-Aug-1927 |
| METRO GOLDWYN MAYER and Young Lion Logo | 2762813 | 09-Sep-2003 |
| METRO GOLDWYN MAYER and Young Lion Logo | 2866779 | 27-Jul-2004 |
| METRO GOLDWYN MAYER and Young Lion Logo | 1911153 | 15-Aug-1995 |
| METRO-GOLDWYN-MAYER | 714171 | 18-Apr-1961 |
| METRO-GOLDWYN-MAYER HOME and Lion Device | 2625509 | 24-Sep-2002 |
| METRO-GOLDWYN-MAYER HOME ENTERTAINMENT and Lion Device | 2781942 | 11-Nov-2003 |
| MGM | 885923 | 10-Feb-1970 |
| MGM | 2817613 | 24-Feb-2004 |
| MGM | 884655 | 20-Jan-1970 |
| MGM KIDS Device | 2903127 | 16-Nov-2004 |
| MGM MEANS GREAT MOVIES | 2768051 | 23-Sep-2003 |
| MGM RECORDS | 2033319 | 28-Jan-1997 |
| MGM/UA FAMILY ENTERTAINMENT and Logo | 2246312 | 18-May-1999 |
| MGM/UA PREMIERE NETWORK and Design | 1380800 | 28-Jan-1986 |
| MR. HOLLAND'S OPUS | 2534403 | 29-Jan-2002 |
| MR. HOLLAND'S OPUS & Design | 2540762 | 19-Feb-2002 |
| NIGHTFIRE | 2772686 | 07-Oct-2003 |
| ORION | 1694030 | 16-Jun-1992 |
| ORION | 1165871 | 18-Aug-1981 |
| ORION INTERACTIVE Stylized and Device | 2296392 | 30-Nov-1999 |
| PINK PANTHER Device XVI | 2500563 | 23-Oct-2001 |
| PINK PANTHER Device XVII | 2448643 | 08-May-2001 |
| PLATOON | 2895338 | 19-Oct-2004 |
| POLTERGEIST | 2026883 | 31-Dec-1996 |
| POLTERGEIST | 2494526 | 02-Oct-2001 |
| POLTERGEIST | 2333898 | 21-Mar-2000 |
| RAT PATROL | 2600206 | 30-Jul-2002 |
| RAT PATROL | 2518650 | 11-Dec-2001 |
| Roaring Lion Sound | 1395550 | 03-Jun-1986 |
| ROBOCOP | 1609202 | 07-Aug-1990 |
| ROBOCOP | 1557690 | 26-Sep-1989 |
| ROBOCOP | 1523650 | 07-Feb-1989 |

TRADEMARK REGISTRATIONS

| | | |
|---|---------|-------------|
| Robocop Device | 1954638 | 06-Feb-1996 |
| ROCKY | 2773761 | 14-Oct-2003 |
| ROCKY | 1647246 | 11-Jun-1991 |
| ROLLERBALL | 2782227 | 11-Nov-2003 |
| ROLLERBALL | 2121967 | 16-Dec-1997 |
| ROLLERBALL | 2672635 | 07-Jan-2003 |
| ROLLERBALL | 2601980 | 30-Jul-2002 |
| ROLLERBALL Stylized | 2776142 | 21-Oct-2003 |
| SEX WARS and Device I | 2595431 | 16-Jul-2002 |
| SHE SPIES | 2796116 | 16-Dec-2003 |
| SPECIES Stylized | 2302963 | 21-Dec-1999 |
| STARGATE | 1917418 | 05-Sep-1995 |
| STARGATE | 2669409 | 31-Dec-2002 |
| STARGATE | 2380249 | 29-Aug-2000 |
| STARGATE | 2296505 | 30-Nov-1999 |
| STARGATE | 2540653 | 19-Feb-2002 |
| STARGATE SG-1 | 2297059 | 30-Nov-1999 |
| TANK GIRL | 2759097 | 02-Sep-2003 |
| THE LION'S DEN | 2576366 | 04-Jun-2002 |
| THE MAGNIFICENT SEVEN | 2548708 | 19-Mar-2002 |
| THE METEOR MAN | 1981338 | 18-Jun-1996 |
| THE OUTER LIMITS | 2258354 | 06-Jul-1999 |
| THE OUTER LIMITS Stylized | 2085291 | 05-Aug-1997 |
| THE OUTER LIMITS Stylized | 2062133 | 13-May-1997 |
| THE OUTER LIMITS Stylized | 2217526 | 12-Jan-1999 |
| THE PINK PANTHER | 1122758 | 24-Jul-1979 |
| THE PINK PANTHER Stylized-3 and Device V | 1974692 | 21-May-1996 |
| THE SEX WARS | 2518513 | 11-Dec-2001 |
| THIRTYSOMETHING Stylized | 1669534 | 24-Dec-1991 |
| UA Stylized II | 1380155 | 28-Jan-1986 |
| UNITED ARTISTS | 1624112 | 20-Nov-1990 |
| UNITED ARTISTS | 735668 | 07-Aug-1962 |
| UNITED ARTISTS and Sunburst Logo | 2091641 | 26-Aug-1997 |
| UNITED ARTISTS and UA Logo Barred Version | 1625273 | 27-Nov-1990 |
| UNITED ARTISTS and UA Stylized | 1380154 | 28-Jan-1986 |
| WARGAMES | 2690923 | 25-Feb-2003 |