



ASSIGNMENT

THIS ASSIGNMENT is made the 10<sup>th</sup> day of February 2004 between United Artists Corporation, a corporation organized under the laws of the State of Delaware with its principal place of business at 10250 Constellation Blvd., Los Angeles, California 90067-6241 (the "Assignor") and Metro-Goldwyn-Mayer Studios Inc., a corporation organized under the laws of the State of Delaware with its principal place of business at 10250 Constellation Blvd., Los Angeles, California 90067-6241 (the "Assignee").

WHEREAS, the Assignor has adopted and used in the United States the trademarks listed in the Schedule hereto and is the owner of the registrations thereof shown in the said Schedule; and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademarks and the good will associated therewith.

NOW THEREFORE, in consideration of One Dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademarks and the registrations thereof together with the good will of the business which is symbolized by the Trademarks and with the right to recover for damages and profits and all other remedies for past infringements thereof.

THE SCHEDULE

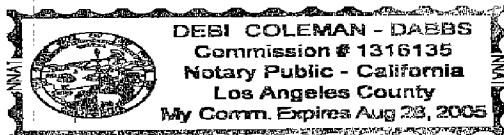
<u>Trademark Registration No.</u>	<u>Registration Date</u>
1,647,246	June 11, 1991
2,773,761	October 14, 2003

Assignor

Signed, sealed and delivered before me this 10<sup>th</sup> day of February 2004

*Debi Coleman - dabbs*  
Notary Public

By *Cindy Wilford Perez*  
Cindy Wilford Perez  
Vice President and  
Assistant Secretary



Assignee

By *Michael B. Moore*  
Michael B. Moore  
Vice President  
Legal Division