

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent		12/20/2010	National Banking Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	MGM Holdings II, Inc.
<b>Street Address:</b>	10250 Constellation Boulevard
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Metro-Goldwyn-Mayer Inc.
<b>Street Address:</b>	10250 Constellation Boulevard
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Heritage Entertainment, Inc.
<b>Street Address:</b>	10250 Constellation Boulevard
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Metro-Goldwyn-Mayer Animation Inc.
<b>Street Address:</b>	10250 Constellation Boulevard
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA

OP \$4515.00 1810481

**900180228**

**TRADEMARK  
 REEL: 004444 FRAME: 0079**

Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Metro-Goldwyn-Mayer Home Entertainment LLC
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Metro-Goldwyn-Mayer Lion Corp.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Metro-Goldwyn-Mayer Pictures Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Metro-Goldwyn-Mayer Studios Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Metro Pictures Corporation of America
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM and UA Services Company
Street Address:	10250 Constellation Boulevard

City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	COMPANY: DELAWARE

Name:	MGM Domestic Television Distribution LLC
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	MGM Home Entertainment Distribution Corp.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM Interactive Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM International Television Distribution Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM LAPT V LLC
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	MGM Lion Prints LLC
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	MGM Networks Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM North America Holdings Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM On Demand Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM Television Entertainment Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	MGM/UA, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	

Entity Type:	CORPORATION: DELAWARE
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Name:	Midnight Blue Productions, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: CALIFORNIA

Name:	Orion Film Classics Company
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	COMPANY: CALIFORNIA

Name:	Orion Pictures Corporation
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Orion Pictures Distribution Corporation
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Orion Pictures Library Acquisition Co., Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	Orion TV Productions, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles

State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: NEW YORK

Name:	Pathe Films, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: NEW YORK

Name:	Pathe Releasing Corp.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: NEW YORK

Name:	PFE Library Acquisition Company, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	United Artists Corporation
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	United Artists Films Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	United Artists Pictures Inc.

Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

Name:	The War at Home Productions, Inc.
Street Address:	10250 Constellation Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 180

Property Type	Number	Word Mark
Registration Number:	1810481	A CANNON FILMS RELEASE
Registration Number:	3001053	AGENT CODY BANKS
Serial Number:	78361765	AGENT CODY BANKS
Registration Number:	2774104	AGENT UNDER FIRE
Serial Number:	78491827	AMERICAN INTERNATIONAL
Registration Number:	3636750	AMERICAN INTERNATIONAL
Registration Number:	3288592	ARMY OF DARKNESS
Registration Number:	2962398	ARMY OF DARKNESS
Registration Number:	0384224	ARS GRATIA ARTIS METRO GOLDWYN MAYER
Registration Number:	2246312	ARS GRATIA ARTIS MGM/UA FAMILY ENTERTAINMENT
Serial Number:	78050967	BACKLOT AT MGM.COM
Serial Number:	78018782	BACKLOT PRODUCTIONS
Registration Number:	3010569	BARBERSHOP
Registration Number:	2051217	BLOWN AWAY
Registration Number:	1382142	CAGNEY & LACEY
Registration Number:	1811153	CANNON
Serial Number:	78121121	CARRIE
Registration Number:	1619490	CARTOON MOVIESTARS
Registration Number:	3248029	CHITTY CHITTY BANG BANG
Registration Number:	3298642	CHITTY CHITTY BANG BANG
Registration Number:	2828545	DEAD LIKE ME

Registration Number:	1395550	
Registration Number:	1439047	
Registration Number:	1475363	
Registration Number:	1954638	
Registration Number:	2448643	
Registration Number:	2500563	
Serial Number:	78378760	
Serial Number:	78121084	DIRTY ROTTEN SCOUNDRELS
Registration Number:	2909229	EVERYTHING OR NOTHING
Registration Number:	2551380	F/X
Serial Number:	78215954	FAME
Registration Number:	1110832	FILMWAYS
Registration Number:	3166490	FROM RUSSIA WITH LOVE
Registration Number:	3234515	GIFTSOLVER
Registration Number:	2957173	GOLDENEYE
Serial Number:	74672328	HACKERS
Serial Number:	78087849	HANNIBAL
Serial Number:	78088038	HANNIBAL
Registration Number:	3010570	JEEPERS CREEPERS
Registration Number:	2891803	LEAP YEARS
Serial Number:	78089613	LEGALLY BLONDE
Registration Number:	2883154	LEGALLY BLONDE
Registration Number:	2265404	MACHINE HUNTER
Registration Number:	2762813	METRO GOLDWYN MAYER
Registration Number:	0231203	METRO GOLDWYN MAYER ARS GRATIA ARTIS
Registration Number:	1911153	METRO GOLDWYN MAYER ARS GRATIA ARTIS
Registration Number:	2781942	METRO GOLDWYN MAYER HOME ENTERTAINMENT TRADEMARK
Registration Number:	2992346	METRO GOLDWYN MAYER PREMIERE
Registration Number:	2866779	METRO GOLDWYN MAYER TRADE MARK
Registration Number:	3027476	METRO GOLDWYN MAYER, ARS GRATIA ARTIS
Registration Number:	0714171	METRO-GOLDWYN-MAYER
Registration Number:	2625509	METRO-GOLDWYN-MAYER HOME ARS GRATIA ARTIS
Registration Number:	0885923	MGM
Registration Number:	0884655	MGM



Registration Number:	2817613	MGM
Serial Number:	78101940	MGM CHANNEL
Registration Number:	2903127	MGM KIDS
Registration Number:	2768051	MGM MEANS GREAT MOVIES
Serial Number:	78101934	MGM MOVIE CHANNEL
Serial Number:	78214536	MGM ON STAGE
Registration Number:	3216214	MGM ON STAGE ARS GRATIA ARTIS
Registration Number:	2033319	MGM RECORDS
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:	1165871	ORION
Registration Number:	1694030	ORION
Registration Number:	2296392	ORION INTERACTIVE
Registration Number:	2258354	OUTER LIMITS
Registration Number:	2895338	PLATOON
Registration Number:	2026883	POLTERGEIST
Registration Number:	2494526	POLTERGEIST
Registration Number:	2333898	POLTERGEIST
Registration Number:	2518650	RAT PATROL
Registration Number:	2600206	RAT PATROL
Registration Number:	1523650	ROBOCOP
Registration Number:	1557690	ROBOCOP
Registration Number:	1609202	ROBOCOP
Registration Number:	1647246	ROCKY
Registration Number:	2773761	ROCKY
Registration Number:	3394795	ROCKY
Registration Number:	3174904	ROCKY LEGENDS
Registration Number:	2121967	ROLLERBALL
Registration Number:	2672635	ROLLERBALL
Registration Number:	2782227	ROLLERBALL
Registration Number:	2601980	ROLLERBALL
Registration Number:	2776142	ROLLERBALL
Serial Number:	78568089	SCOUNDREL COLLECTION

Registration Number:	2595431	SEX WARS
Registration Number:	2796116	SHE SPIES
Registration Number:	3588994	SPACEBALLS
Registration Number:	2302963	SPECIES
Registration Number:	1917418	STARGATE
Registration Number:	2540653	STARGATE
Registration Number:	2296505	STARGATE
Registration Number:	2669409	STARGATE
Registration Number:	2380249	STARGATE
Registration Number:	2297059	STARGATE SG-1
Serial Number:	78499766	STARGATE SG-1: THE ALLIANCE
Registration Number:	2759097	TANK GIRL
Serial Number:	78096531	TEEN WOLF
Registration Number:	2988068	THE GREAT ESCAPE
Registration Number:	2576366	THE LION'S DEN
Registration Number:	2548708	THE MAGNIFICENT SEVEN
Registration Number:	1981338	THE METEOR MAN
Registration Number:	2062133	THE OUTER LIMITS
Registration Number:	2217526	THE OUTER LIMITS
Registration Number:	2085291	THE OUTER LIMITS
Registration Number:	2926477	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
Serial Number:	78121131	TWISTED JUSTICE
Registration Number:	1380155	UA
Registration Number:	1380154	UA UNITED ARTISTS
Registration Number:	1625273	UA UNITED ARTISTS
Registration Number:	0735668	UNITED ARTISTS
Registration Number:	1624112	UNITED ARTISTS
Registration Number:	2091641	UNITED ARTISTS
Registration Number:	2690923	WARGAMES
Serial Number:	78642719	BARBERSHOP
Serial Number:	78767600	HICKORY

Serial Number:	78957012	ROCKY BALBOA
Serial Number:	78957941	PINKITUDE
Serial Number:	78971802	UA
Serial Number:	77048007	STARGATE WORLDS
Serial Number:	77048339	SOUL CINEMA
Serial Number:	77142685	LEGALLY BLONDE THE MUSICAL
Serial Number:	77143861	SOME LIKE IT HOT
Serial Number:	77086017	THE MAN WITH NO NAME
Serial Number:	77147508	VENTANA AZUL
Serial Number:	77148436	VENTANAZUL
Serial Number:	77165739	BULL DURHAM
Serial Number:	77306490	PINK PANTHER
Serial Number:	77239477	THE THOMAS CROWN AFFAIR
Serial Number:	77250180	FAME
Serial Number:	77268306	ROLLERBALL
Serial Number:	77265281	ROLLERBALL
Serial Number:	77268543	PINK PANTHER & PALS
Serial Number:	77278957	THE PINK PANTHER
Serial Number:	77279158	IMPACT
Serial Number:	77975068	SOUL CINEMA
Serial Number:	77249570	ORION
Serial Number:	77241995	MGMHD
Serial Number:	77242020	MGM HD
Serial Number:	77302257	CANNON
Serial Number:	77307466	THE PINK PANTHER
Serial Number:	77316162	GREEN ACRES
Serial Number:	77394164	AMMO
Serial Number:	77412651	METRO GOLDWYN MAYER ARS GRATIA ARTIS
Serial Number:	77431404	RONIN
Serial Number:	77495258	JOE'S DRIVE-IN HD
Serial Number:	77459916	LEO
Serial Number:	77506528	MIDNITE MOVIES
Serial Number:	77565169	PINK PANTHER
Serial Number:	77564685	PINKITUDE
Serial Number:	77556290	STARGATE: UNIVERSE

Serial Number:	77525353	THIS TV
Serial Number:	77622530	ITALIAN STALLION
Serial Number:	77602522	ITALIAN STALLION
Serial Number:	77689571	BABY PINK PANTHER
Serial Number:	77695307	S G U STARGATE UNIVERSE
Serial Number:	77769206	MYSTIC PIZZA
Serial Number:	77705440	PINK PANTHER
Serial Number:	77832390	FAME
Serial Number:	77817436	HOT TUB TIME MACHINE
Registration Number:	2949510	A FISTFUL OF DOLLARS
Registration Number:	2953544	ROCKY THE CONTENDER
Serial Number:	77699311	STARGATE ATLANTIS
Serial Number:	77852999	CARTOON MOVIESTARS
Serial Number:	77869685	RAGING BULL
Serial Number:	77909437	HOT TUB TIME MACHINE
Serial Number:	77943108	TWITTAGRA
Serial Number:	77949452	TWITTAGRA
Serial Number:	85026571	STARGATE: RESISTANCE
Serial Number:	85047767	LIMITED EDITION COLLECTION METRO GOLDWYN MAYER TRADE MARK ARS GRATIA ARTIS
Serial Number:	85046808	THREE AMIGOS

**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:	/m/
Date:	01/03/2011

**Total Attachments: 16**

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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (“Agreement”) dated as of December 20, 2010, from JPMorgan Chase Bank, N.A., as administrative agent (the “Administrative Agent”) for the banks and other financial institutions or entities (the “Lenders”) parties to the Credit Agreement, dated as of April 8, 2005 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among MGM Holdings II Inc., a Delaware corporation (“Holdings”), Metro-Goldwyn-Mayer Inc., a Delaware corporation (successor by merger to LOC Acquisition Company) (the “Borrower”), the Lenders, Bank of America, N.A., Citicorp USA, Inc. and The Royal Bank of Scotland plc, as documentation agents, Credit Suisse (formerly Credit Suisse First Boston), as syndication agent, and the Administrative Agent.

WITNESSETH:

WHEREAS, in connection with the Credit Agreement, pursuant to a Security Agreement dated as of April 8, 2005 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”) among Holdings, the Borrower and the subsidiaries of the Borrower party thereto (each a “Grantor,” and collectively the “Grantors”) and the Administrative Agent, the Grantors granted to the Administrative Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in and to all of such Grantors’ right, title and interest in, to and under all Trademarks (as defined in the Security Agreement);

WHEREAS, pursuant to the Security Agreement, each Grantor executed and delivered a Trademark Security Agreement (Trademark, Trademark Registrations, Trademark Applications and Trademark Licenses), on April 8, 2005 and including on those dates listed on Schedule A hereto (as amended from time to time, each a “Trademark Security Agreement”, and collectively, the “Trademark Security Agreements”), in favor of the Administrative Agent for the benefit of the Secured Parties;

WHEREAS, the Trademark Security Agreements, including those agreements listed on Schedule A hereto, were recorded in the United States Patent and Trademark Office on the dates and at the reel/frame numbers listed in Schedule A;

WHEREAS, in connection with new financing being put in place between the Administrative Agent and the Grantors, the Administrative Agent has agreed to release its continuing security interest in the Trademark Collateral (as defined in the Trademark Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Agreement, the Administrative Agent hereby states as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

2. Release of Security Interest. The Administrative Agent hereby terminates, releases and discharges fully its continuing security interest in all of its right, title and interest in, to and under the Trademark Collateral, including without limitation the Trademarks listed on Schedule B hereof, and reassigns and transfers any and all right, title and interest that the Administrative Agent may have in, to and under the Trademark Collateral to the Grantors.

4. Further Assurances. The Administrative Agent hereby authorizes each Grantor or its authorized representative to (i) record this Agreement with the United States Patent and Trademark Office, (ii) file UCC Financing Statement Amendments with the applicable filing office in order to memorialize the release of any security interest of the Administrative Agent in the Trademark Collateral, and/or (iii) otherwise record or file this Agreement in any applicable governmental office or agency. The Administrative Agent further agrees to execute and deliver to each Grantor any and all further documents and instruments, and do any and all further acts which Grantors (or their agents or designees) reasonably request, at Grantors' sole cost and expense, in order to confirm this Agreement and Grantors' right, title, and interest in or to the Trademark Collateral.

4. Choice of Law. This Agreement and the rights and obligations of the parties hereunder shall be construed in accordance with and be governed by the laws of the State of New York (including Sections 5-1402 of the General Obligations of the State of New York).

5. Counterparts. This Agreement may be executed in any number of counterparts, each of which, when so executed and delivered, shall be deemed an original, but all of such counterparts together shall constitute but one and the same instrument.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has executed this Agreement by its duly authorized officer as of the date first above written.

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

By:  \_\_\_\_\_  
Name: **Kin W. Cheng**  
Title: **Vice President**

*[Signature Page to Termination and Release of Security Interest in Trademarks]*



**Schedule A to the Termination and Release of Security Interest in Trademarks - Trademark Security Agreements**

<b>Title</b>	<b>Party of the First</b>	<b>Party of the Second</b>	<b>Date of Agreement</b>	<b>Date of Recordal</b>	<b>Reel and Frame No.</b>
Trademark Security Agreement (Trademark, Trademark Registrations, Trademark Applications and Trademark Licenses)	MGM HOLDINGS, INC, 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 LAPT V LLC, MGM LION PRINTS LLC,	JPMORGAN CHASE BANK, N.A.	April 8, 2005	April 14, 2005 (Correction to conveying parties recorded December 10, 2009)	Reel No. 3066, Frame No. 0583 (Correction to conveying parties, Reel No. 4112, Frame No. 0478)

Title	Party of the First	Party of the Second	Date of Agreement	Date of Recordal	Reel and Frame No.
	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.	JPMORGAN CHASE BANK	June 30, 2005	June 28, 2007	Reel No. 3570, Frame No. 0596
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.				

<b>Title</b>	<b>Party of the First</b>	<b>Party of the Second</b>	<b>Date of Agreement</b>	<b>Date of Recordal</b>	<b>Reel and Frame No.</b>
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	December 31, 2005	June 28, 2007	Reel No. 3570, Frame No. 0603
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	September 30, 2006	June 28, 2007	Reel No. 3570, Frame No. 0610
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	December 31, 2006	June 28, 2007	Reel No. 3570, Frame No. 0635
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	March 31, 2007	June 29, 2007	Reel No. 3571, Frame No. 0273
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	ORION PICTURES CORPORATION	JPMORGAN CHASE BANK	June 30, 2007	March 28, 2008	Reel No. 3748, Frame No. 0893
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC., ORION PICTURES CORPORATION, METRO-GOLDWYN-MAYER LION CORP.	JPMORGAN CHASE BANK	September 30, 2007	March 28, 2008	Reel No. 3748, Frame No. 0886
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC., ORION PICTURES CORPORATION	JPMORGAN CHASE BANK	December 31, 2007	March 28, 2008	Reel No. 3748, Frame No. 0879
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	March 31, 2008	May 5, 2008	Reel No. 3771, Frame No. 0698

Title	Party of the First	Party of the Second	Date of Agreement	Date of Recordal	Reel and Frame No.
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC., METRO-GOLDWYN-MAYER LION CORP.	JPMORGAN CHASE BANK	June 30, 2008	August 1, 2008	Reel No. 3827, Frame No. 0342
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	September 30, 2008	October 29, 2008	Reel No. 3879, Frame No. 0475
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	December 31, 2008	Feb 17, 2009	Reel No. 3936, Frame No. 0745
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	December 31, 2008	Jan 29, 2009 (Duplicate of supplement recorded February 17, 2009)	Reel No. 3941, Frame No. 0415 (Duplicate of Reel No. 3936, Frame No. 0745)
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	March 31, 2009	April 27, 2009	Reel No. 3977, Frame No. 0669
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	June 30, 2009	August 10, 2009	Reel No. 4040, Frame No. 0617
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	September 30, 2009	November 20, 2009	Reel No. 4100, Frame No. 0579

Title	Party of the First	Party of the Second	Date of Agreement	Date of Recordal	Reel and Frame No.
SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	Nov 30, 2009	December 9, 2009	Reel No. 4111, Frame No. 0165
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	December 31, 2009	January 14, 2010	Reel No. 4131, Frame No. 0435
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC.	JPMORGAN CHASE BANK	March 31, 2010	April 28, 2010	Reel No. 4195, Frame No. 0054
QUARTERLY SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT	METRO-GOLDWYN-MAYER STUDIOS INC., METRO-GOLDWYN-MAYER LION CORP., ORION PICTURES CORPORATION	JPMORGAN CHASE BANK	June 30, 2010	July 26, 2010	Reel No. 4247, Frame No. 0727

**Schedule B to the Termination and Release of Security Interest in Trademarks  
U.S. Trademark Registrations and Applications**

<b>Trademark</b>	<b>Registration / Application Number</b>	<b>Date</b>
A CANNON FILMS RELEASE	1810481	12/14/1993
AGENT CODY BANKS	3001053	09/27/2005
AGENT CODY BANKS	78361765	02/03/2004
AGENT UNDER FIRE	2774104	10/14/2003
AMERICAN INTERNATIONAL	78491827	09/29/2004
AMERICAN INTERNATIONAL PICTURES	3636750	06/09/2009
ARMY OF DARKNESS	3288592	09/04/2007
ARMY OF DARKNESS	2962398	06/14/2005
ARS GRATIA ARTIS METRO GOLDWYN MAYER	384224	01/07/1941
ARS GRATIA ARTIS MGM/UA FAMILY ENTERTAIN	2246312	05/18/1999
BACKLOT AT MGM.COM	78050967	03/01/2001
BACKLOT PRODUCTIONS	78018782	07/28/2000
BARBERSHOP	3010569	11/01/2005
BLOWN AWAY	2051217	04/08/1997
CAGNEY & LACEY	1382142	02/11/1986
CANNON	1811153	12/14/1993
CARRIE	78121121	04/11/2002
CARTOON MOVIESTARS	1619490	10/30/1990
CHITTY CHITTY BANG BANG	3248029	05/29/2007
CHITTY CHITTY BANG BANG	3298642	09/25/2007
DEAD LIKE ME	2828545	03/30/2004
Design Only	1395550	06/03/1986
Design Only	1439047	05/12/1987
Design Only	1475363	02/02/1988
Design Only	1954638	02/06/1996
Design Only	2448643	05/08/2001
Design Only	2500563	10/23/2001
Design Only	78378760	03/04/2004
DIRTY ROTTEN SCOUNDRELS	78121084	04/11/2002
EVERYTHING OR NOTHING	2909229	12/07/2004
F/X	2551380	03/26/2002
FAME	78215954	02/18/2003
FILMWAYS	1110832	01/09/1979
FROM RUSSIA WITH LOVE	3166490	10/31/2006
GIFTSOLVER	3234515	04/24/2007
GOLDENEYE	2957173	05/31/2005
HACKERS	74672328	05/11/1995
HANNIBAL	78087849	10/10/2001

HANNIBAL	78088038	10/11/2001
JEEPERS CREEPERS	3010570	11/01/2005
LEAP YEARS	2891803	10/05/2004
LEGALLY BLONDE	78089613	10/22/2001
LEGALLY BLONDE	2883154	09/07/2004
MACHINE HUNTER	2265404	07/27/1999
METRO GOLDWYN MAYER	2762813	09/09/2003
METRO GOLDWYN MAYER ARS GRATIA ARTIS	231203	08/16/1927
METRO GOLDWYN MAYER ARS GRATIA ARTIS	1911153	08/15/1995
METRO GOLDWYN MAYER HOME ENTERTAINMENT T	2781942	11/11/2003
METRO GOLDWYN MAYER PREMIERE	2992346	09/06/2005
METRO GOLDWYN MAYER TRADE MARK	2866779	07/27/2004
METRO GOLDWYN MAYER, ARS GRATIA ARTIS	3027476	12/13/2005
METRO-GOLDWYN-MAYER	714171	04/18/1961
METRO-GOLDWYN-MAYER HOME ARS GRATIA ARTI	2625509	09/24/2002
MGM	885923	02/10/1970
MGM	884655	01/20/1970
MGM	2817613	02/24/2004
MGM CHANNEL	78101940	01/10/2002
MGM KIDS	2903127	11/16/2004
MGM MEANS GREAT MOVIES	2768051	09/23/2003
MGM MOVIE CHANNEL	78101934	01/10/2002
MGM ON STAGE	78214536	02/13/2003
MGM ON STAGE ARS GRATIA ARTIS	3216214	03/06/2007
MGM RECORDS	2033319	01/28/1997
MGM/UA PREMIERE NETWORK	1380800	01/28/1986
MR. HOLLAND'S OPUS	2534403	01/29/2002
MR. HOLLAND'S OPUS	2540762	02/19/2002
NIGHTFIRE	2772686	10/07/2003
ORION	1165871	08/18/1981
ORION	1694030	06/16/1992
ORION INTERACTIVE	2296392	11/30/1999
OUTER LIMITS	2258354	07/06/1999
PLATOON	2895338	10/19/2004
POLTERGEIST	2026883	12/31/1996
POLTERGEIST	2494526	10/02/2001
POLTERGEIST	2333898	03/21/2000
RAT PATROL	2518650	12/11/2001
RAT PATROL	2600206	07/30/2002
ROBOCOP	1523650	02/07/1989
ROBOCOP	1557690	09/26/1989
ROBOCOP	1609202	08/07/1990
ROCKY	1647246	06/11/1991
ROCKY	2773761	10/14/2003
ROCKY	3394795	03/11/2008

ROCKY LEGENDS	3174904	11/21/2006
ROLLERBALL	2121967	12/16/1997
ROLLERBALL	2672635	01/07/2003
ROLLERBALL	2782227	11/11/2003
ROLLERBALL	2601980	07/30/2002
ROLLERBALL	2776142	10/21/2003
SCOUNDREL COLLECTION	78568089	02/15/2005
SEX WARS	2595431	07/16/2002
SHE SPIES	2796116	12/16/2003
SPACEBALLS	3588994	03/10/2009
SPECIES	2302963	12/21/1999
STARGATE	1917418	09/05/1995
STARGATE	2540653	02/19/2002
STARGATE	2296505	11/30/1999
STARGATE	2669409	12/31/2002
STARGATE	2380249	08/29/2000
STARGATE SG-1	2297059	11/30/1999
STARGATE SG-1: THE ALLIANCE	78499766	10/14/2004
TANK GIRL	2759097	09/02/2003
TEEN WOLF	78096531	12/04/2001
THE GREAT ESCAPE	2988068	08/23/2005
THE LION'S DEN	2576366	06/04/2002
THE MAGNIFICENT SEVEN	2548708	03/19/2002
THE METEOR MAN	1981338	06/18/1996
THE OUTER LIMITS	2062133	05/13/1997
THE OUTER LIMITS	2217526	01/12/1999
THE OUTER LIMITS	2085291	08/05/1997
THE OUTER LIMITS	2926477	02/15/2005
THE PINK PANTHER	1122758	07/24/1979
THE PINK PANTHER	1974692	05/21/1996
THE SEX WARS	2518513	12/11/2001
THIRTYSOMETHING	1669534	12/24/1991
TWISTED JUSTICE	78121131	04/11/2002
UA	1380155	01/28/1986
UA UNITED ARTISTS	1380154	01/28/1986
UA UNITED ARTISTS	1625273	11/27/1990
UNITED ARTISTS	735668	08/07/1962
UNITED ARTISTS	1624112	11/20/1990
UNITED ARTISTS	2091641	08/26/1997
WARGAMES	2690923	02/25/2003



Supplement June 30, 2005

BARBERSHOP 78-642,719  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement December 31, 2005

HICKORY 78-767,600  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement September 30, 2006

ROCKY BALBOA 78-957,012  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

PINKITUDE 78-957,941  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

UA 78-971,802  
Applicant: United Artists Corporation

Supplement December 31, 2006

STARGATE WORLDS 77-048007  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

SOUL CINEMA 77-048339  
Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement March 31, 2007

LEGALLY BLONDE: THE MUSICAL 77-142685  
SOME LIKE IT HOT 77-143861  
THE MAN WITH NO NAME 77-086017

VENTANA AZUL  
VENTANAZUL

77-147508  
77-148436

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement June 30, 2007

BULL DURHAM

77-165,739

Applicant: Orion Pictures Corporation

Supplement September 30, 2007

PINK PANTHER (stylized) and Device	App. No. 77-306,490	Metro-Goldwyn-Mayer Studios Inc.
THE THOMAS CROWN AFFAIR	App. No. 77-239,477	Metro-Goldwyn-Mayer Studios Inc.
FAME (stylized)	App. No. 77-250,180	Metro-Goldwyn-Mayer Studios Inc.
ROLLERBALL	App. No. 77-268,306	Metro-Goldwyn-Mayer Studios Inc.
ROLLERBALL	App. No. 77-265,281	Metro-Goldwyn-Mayer Studios Inc.
PINK PANTHER & PALS	App. No. 77-268,543	Metro-Goldwyn-Mayer Studios Inc.
THE PINK PANTHER	App. No. 77-278,957	Metro-Goldwyn-Mayer Studios Inc.
IMPACT	App. No. 77-279,158	Metro-Goldwyn-Mayer Studios Inc.
SOUL CINEMA	App. No. 77-975,068	Metro-Goldwyn-Mayer Studios Inc.
ORION (stylized)	App. No. 77-249,570	Orion Pictures Corporation

MGMHD	App. No. 77-241,995	Metro-Goldwyn-Mayer Lion Corp.
MGMHD	App. No. 77-242,020	Metro-Goldwyn-Mayer Lion Corp.

Supplement December 31, 2007

CANNON –	App. No. 77-302,257	Metro-Goldwyn-Mayer Studios Inc.
THE PINK PANTHER	App. No. 77-307,466	Metro-Goldwyn-Mayer Studios Inc.
GREEN ACRES	App. No. 77-316-162	Orion Pictures Corporation

Supplement March 31, 2008

AMMO	77-394,164
METRO-GOLDWYN-MAYER and Young Lion Logo	77-412,651
RONIN	77-431,404

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement June 30, 2008

JOE'S DRIVE-IN HD	App. No. 77-495-258	Metro-Goldwyn-Mayer Studios Inc.
LEO	App. No. 77-459,916	Metro-Goldwyn-Mayer Lion Corp.
MIDNITE MOVIES	App. No. 77-506,528	Metro-Goldwyn-Mayer Studios Inc.

Supplement September 30, 2008

PINK PANTHER & Device	77-565,169
PINKITUDE & Device	77-564,685
STARGATE: UNIVERSE	77-556,290
THIS TV	77-525,353

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement December 31, 2008

ITALIAN STALLION  
ITALIAN STALLION

77/622530  
77/602522

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement March 31, 2009

BABY PINK PANTHER  
STARGATE UNIVERSE

77/689571  
77/695307

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement June 30, 2009

MYSTIC PIZZA  
PINK PANTHER

77/769,206  
77/705,440

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement September 30, 2009

FAME (Stylized)

77/832,390

HOT TUB TIME MACHINE

77/817,436

Applicant: Metro-Goldwyn-Mayer Studios Inc.

Supplement November 30, 2009

A FISTFUL OF DOLLARS 2,949,510

Metro-Goldwyn-Mayer  
Studios Inc.

ROCKY THE CONTENDER	2,953,544	Metro-Goldwyn Mayer Studios Inc.
STARGATE ATLANTIS	77/699,311	Metro-Goldwyn-Mayer Studios Inc.
CARTOON MOVIESTARS	77/852,999	Metro-Metro-Goldwyn-Mayer Studios Inc.

Supplement December 31, 2009

CARTOON MOVIESTARS	77/852,999	Metro-Goldwyn-Mayer Studios Inc.
RAGING BULL	77/869,685	Metro-Goldwyn-Mayer Studios Inc.

Supplement March 31, 2010

HOT TUB TIME MACHINE	Metro-Goldwyn-Mayer Studios Inc. (only as to its trademark ownership interest) (co-ownership interest with United Artists Production Finance LLC)	77/909,437
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TWITTAGRA		77/943,108
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Metro-Goldwyn-Mayer Studios Inc.

TWITTAGRA		77/949,452
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Metro-Goldwyn-Mayer Studios Inc.

Supplement June 30, 2010

STARGATE RESISTANCE	Metro-Goldwyn-Mayer Studios Inc.	85/026571
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MGM LIMITED EDITION COLLECTIONS	Metro-Goldwyn-Mayer Lion Corp.	85/047767
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THREE AMIGOS	Orion Pictures Corporation	85/046808
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