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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Metro-Goldwyn-Mayer Studios Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 06/24/2003

2. Name and address of receiving party(ies)

Name: Metro-Goldwyn-Mayer Lion Corp.

Internal Address: Suite 7018

Street Address: 10250 Constellation Blvd.

City: Los Angeles State: CA Zip: 90067-6241

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,625,509
2,246,312

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Debi Coleman-Dabbs
Metro-Goldwyn-Mayer Studios Inc.
Internal Address: Suite 7018

Street Address: 10250 Constellation Blvd.

City: Los Angeles State: CA Zip: 90067-6241

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-2985

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Debi Coleman-Dabbs

Debi Coleman-Dabbs

June 25, 2003

Name of Person Signing

Signature

Date

07/01/2003 LMUeller 00000103 132985 2625509 Total number of pages including cover sheet, attachments, and document: 2

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

THIS ASSIGNMENT is made the 24th day of June 2003 between *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 "Assignor") and *Metro-Goldwyn-Mayer Lion Corp.*, 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

Trademark Registration No.

Registration Date

2,625,509
2,246,312

September 24, 2002
May 18, 1999

Assignor

Signed, sealed and delivered before me
this 24th day of June 2003

Debi Coleman - dabbs
Notary Public

By Cindy Wilferd Perez
Cindy Wilferd Perez
Vice President and
Assistant Secretary

Assignee

By Barbara Van Sickle
Barbara Van Sickle
Senior Vice President
Legal Division

