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<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\rightarrow \rightarrow \rightarrow$		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<p>1. Name of conveying party(ies):  <u>United Artists Corporation</u></p> <p> <input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____         </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Metro-Goldwyn-Mayer Studios Inc.</u>          Internal          Address: <u>Suite 7018</u></p> <p>Street Address: <u>10250 Constellation Blvd.</u>  <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90067-6241</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____         </p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>	
<p>3. Nature of conveyance:</p> <p> <input checked="" type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____         </p> <p>Execution Date: <u>02/10/2004</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1,647,246</u>  <u>2,773,761</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Debi Coleman-Dabbs</u>  <u>Metro-Goldwyn-Mayer Studios Inc.</u>          Internal Address: <u>Suite 7018</u></p> <p>Street Address: <u>10250 Constellation Blvd.</u></p> <p><u>Los Angeles</u> State: <u>CA</u> Zip: <u>90067-6241</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u></p> <p> <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account         </p> <p>8. Deposit account number:  <u>13-2985</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>	
<b>DO NOT USE THIS SPACE</b>		
<p>9. Statement and signature.  <i>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.</i></p> <p><u>Debi Coleman-Dabbs</u>                              <u>Debi Coleman-Dabbs</u>                              <u>02/10/2004</u>          Name of Person Signing                              Signature                              Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">2</span></p>		

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

CH \$65.00 132985 1647246

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

Trademark Registration No.

Registration Date

1,647,246  
2,773,761

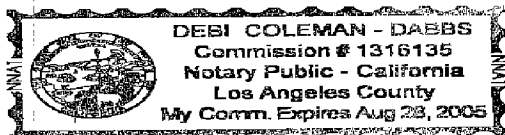
June 11, 1991  
October 14, 2003

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