

10-18-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101176672

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MA 10-13-99

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # 100800010
- Correction of PTO Error
Reel # [] Frame # []
- Corrective Document
Reel # [] Frame # []

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
10 15 97
- Merger
- Change of Name
- Other []

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Metro-Goldwyn-Mayer Studios Inc.

10 15 97

Formerly []

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other []

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Morgan Guaranty Trust Company of New York

DBA/AKA/TA []

Composed of []

Address (line 1) 60 Wall Street

Address (line 2) []

Address (line 3) New York

NY

10265

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other See Document

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization []

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001970 FRAME: 0268

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account Check previously submitted
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jane Ungaro, Esq.

Jane Ungaro

September 30, 1999

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

75262559	75262581	74002072
74357118	75262561	74688579
74672328	74232233	74513280
71653309	74450323	74513290
384225	74624907	74513289
60980	74717462	74513288
75262579	75028072	74513287

885923	1906196	1669534
884655	1380800	1380155
1060489	1974692	735668
1060488	2026883	1203088
1633456	1395550	1624112
1906198	1647246	2091641
71653309	1122758	1625273

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Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

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Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="74513285"/>	<input type="text" value="75118265"/>	<input type="text" value="74717458"/>
<input type="text" value="74513284"/>	<input type="text" value="74616440"/>	<input type="text" value="74717459"/>
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DBA/AK/A

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Conveying Party

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

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Address (line 3)

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State/Country

Zip Code

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Corporation Association

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Conveying Party

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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

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Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Metro-Goldwyn-Mayer Pictures, Inc.**

10 15 97

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization **Delaware**

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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CONTINUATION
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Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **MGM International, Inc.**

10 15 97

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization **Delaware**

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

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Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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RECORDATION FORM COVER SHEET
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Execution Date
Month Day Year

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Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

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DBA/AKATA

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Address (line 1)

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City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

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Trademark Application Number(s)

Registration Number(s)

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**RECORDATION FORM COVER SHEET
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TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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RECORDATION FORM COVER SHEET
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TRADEMARKS ONLY

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Individual General Partnership Limited Partnership Corporation Association

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Name

DBA/AK/A/T/A

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 Corporation Association
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FORM PTO-1618C
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U.S. Department of Commerce
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TRADEMARK

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U.S. Department of Commerce
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TRADEMARK

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Execution Date
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Formerly

Individual General Partnership Limited Partnership Corporation Association

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DBA/AKA/TA

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Individual General Partnership Limited Partnership

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FORM PTO-1618C
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

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Mark if additional names of conveying parties attached

Execution Date
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Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

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City

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Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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Individual General Partnership Limited Partnership Corporation Association

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RECORDATION FORM COVER SHEET
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FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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Registration Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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**RECORDATION FORM COVER SHEET
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RECORDATION FORM COVER SHEET
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TRADEMARKS ONLY

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**AMENDED AND RESTATED
TRADEMARK SECURITY AGREEMENT**

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

WHEREAS, Metro-Goldwyn-Mayer Studios Inc. (formerly known as Metro-Goldwyn-Mayer Inc.), a Delaware corporation (together with its successors, "**MGM Studios**"), Orion Pictures Corporation, a Delaware corporation (together with its successors, "**Orion**"; and Orion together with MGM Studios, the "**Borrowers**"), and certain material subsidiaries of the Borrowers signatories hereto (the "**Guarantors**", and together with the Borrowers, the "**Grantors**") own the Trademarks (as defined in the Security Agreement referred to below) listed on Schedule 2 to the Security Agreement;

WHEREAS, the Borrowers, certain lenders, certain L/C issuers, Morgan Guaranty Trust Company of New York, as agent, and Bank of America National Trust and Savings Association, as syndication agent, are parties to an Amended and Restated Credit Agreement of even date herewith (as so amended and restated and as the same may be amended and in effect from time to time among said parties and such lenders (the "**Lenders**") as may from time to time be parties thereto, the "**Credit Agreement**");

WHEREAS, pursuant to the terms of the Amended and Restated Borrower and Guarantor Security Agreement of even date herewith (as so amended and restated and as may be amended and in effect from time to time, the "**Security Agreement**") between the Grantors and Morgan Guaranty Trust Company of New York, 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 Amended and Restated Trademark Security Agreement and to accomplish the purposes hereof.


Except to the extent not prohibited in the Security Agreement, each Grantor agrees not to sell, license, exchange, assign or otherwise transfer or dispose of, or grant any rights with respect to, 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

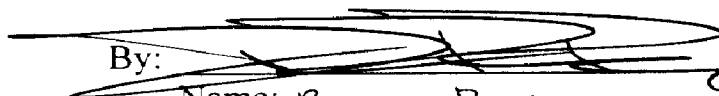
hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, each Grantor has caused this Amended and Restated Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 15th day of October, 1997.

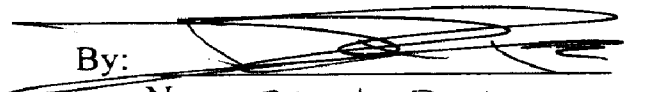
METRO-GOLDWYN-MAYER STUDIOS
INC.

By: 
Name: Robert Brada
Title: Senior Vice President

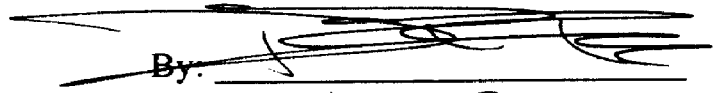
ORION PICTURES CORPORATION

By: 
Name: Robert Brada
Title: Senior Vice President

METRO-GOLDWYN-MAYER
ANIMATION INC.

By: 
Name: Robert Brada
Title: Senior Vice President

METRO-GOLDWYN-MAYER HOME
ENTERTAINMENT INC.

By: 
Name: Robert Brada
Title: Senior Vice President

METRO-GOLDWYN-MAYER LION
CORP.

~~By: _____~~
By: _____
Name: Robert Brada
Title: Senior Vice President

METRO-GOLDWYN-MAYER
OVERSEAS INC.

~~By: _____~~
By: _____
Name: Robert Brada
Title: Senior Vice President

METRO-GOLDWYN-MAYER PICTURES
INC.

~~By: _____~~
By: _____
Name: Robert Brada
Title: Senior Vice President

MGM INTERNATIONAL INC.

~~By: _____~~
By: _____
Name: Robert Brada
Title: Senior Vice President

MGM/UA, INC.

~~By: _____~~
By: _____
Name: Robert Brada
Title: Senior Vice President

MGM WORLDWIDE TELEVISION
PRODUCTIONS INC.

~~By: [Signature]~~

Name: Robert Brada
Title: Senior Vice President

PATHE RELEASING CORP.

~~By: [Signature]~~

Name: Robert Brada
Title: Senior Vice President

UNITED ARTISTS CHINA, INC.

~~By: [Signature]~~

Name: Robert Brada
Title: Senior Vice President

UNITED ARTISTS CORPORATION

~~By: [Signature]~~

Name: Robert Brada
Title: Senior Vice President

UNITED ARTISTS PICTURES INC.

~~By: [Signature]~~

Name: Robert Brada
Title: Senior Vice President

BEVERLY HILLS NINJA
PRODUCTIONS, INC.

~~By: _____~~
By:

Name: Robert Brada
Title: Senior Vice President

DONNA MUSIC PUBLICATIONS

~~By: _____~~
By:

Name: Robert Brada
Title: Senior Vice President

FLIPPER PRODUCTIONS, INC.

~~By: _____~~
By:

Name: Robert Brada
Title: Senior Vice President

GOLDWYN ENTERTAINMENT
COMPANY

~~By: _____~~
By:

Name: Robert Brada
Title: Senior Vice President

GOLDWYN ENTERTAINMENT
COMPANY LTD.

~~By: _____~~
By:

Name: Robert Brada
Title: Senior Vice President

HERITAGE ENTERTAINMENT, INC.

~~By: _____~~

Name: Robert Brada
Title: Senior Vice President

MCEG STERLING ENTERTAINMENT

~~By: _____~~

Name: Robert Brada
Title: Senior Vice President

MIDNIGHT BLUE PRODUCTIONS, INC.

~~By: _____~~

Name: Robert Brada
Title: Senior Vice President

MOTION PICTURE CORPORATION OF
AMERICA

~~By: _____~~

Name: Robert Brada
Title: Senior Vice President

OPC MUSIC PUBLISHING, INC.

~~By: _____~~

Name: Robert Brada
Title: Senior Vice President

ORION HOME ENTERTAINMENT
CORPORATION

By: ~~_____~~

Name: Robert Brada
Title: Senior Vice President

ORION PICTURES DISTRIBUTION
CORPORATION

By: ~~_____~~

Name: Robert Brada
Title: Senior Vice President

ORION TV PRODUCTIONS, INC.

By: ~~_____~~

Name: Robert Brada
Title: Senior Vice President

THE WAR AT HOME PRODUCTIONS,
INC.

By: ~~_____~~

Name: Robert Brada
Title: Senior Vice President

VIRGIN VISION, INC.

~~By: _____~~
Name: Robert Brada
Title: Senior Vice President

MORGAN GUARANTY TRUST
COMPANY OF NEW YORK, as Agent

By: _____
Name:
Title:

VIRGIN VISION, INC.

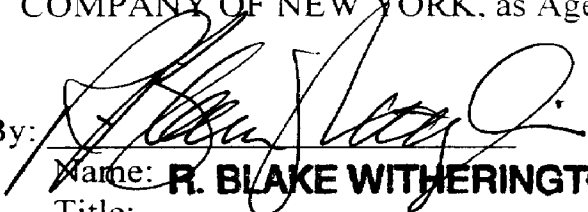
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MORGAN GUARANTY TRUST
COMPANY OF NEW YORK, as Agent

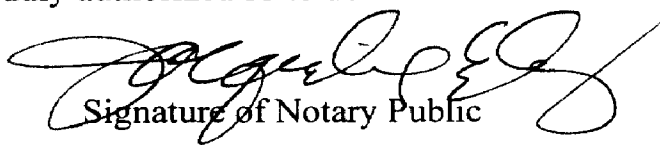
By: _____


Name: **R. BLAKE WITHERINGTON, VP**

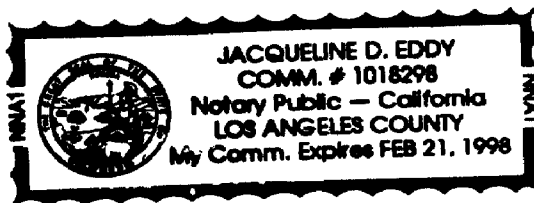
Title:

STATE OF California)
COUNTY OF Los Angeles) SS.:

I, Jacqueline Eddy, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that ROBERT BRADA, of METRO-GOLDWYN-MAYER STUDIOS INC., ORION PICTURES CORPORATION, METRO-GOLDWYN-MAYER ANIMATION INC., METRO-GOLDWYN-MAYER HOME ENTERTAINMENT INC., METRO-GOLDWYN-MAYER LION CORP., METRO-GOLDWYN-MAYER OVERSEAS INC., METRO-GOLDWYN-MAYER PICTURES INC., MGM INTERNATIONAL INC., MGM/UA, INC., MGM WORLDWIDE TELEVISION PRODUCTIONS INC., PATHE RELEASING CORP., UNITED ARTISTS CHINA, INC., UNITED ARTISTS CORPORATION, UNITED ARTISTS PICTURES INC., BEVERLY HILLS NINJA PRODUCTIONS, INC., DONNA MUSIC PUBLICATIONS, FLIPPER PRODUCTIONS, INC., GOLDWYN ENTERTAINMENT COMPANY, GOLDWYN ENTERTAINMENT COMPANY LTD., HERITAGE ENTERTAINMENT, INC., MCEG STERLING ENTERTAINMENT, MIDNIGHT BLUE PRODUCTIONS, INC., MOTION PICTURE CORPORATION OF AMERICA, OPC MUSIC PUBLISHING, INC., ORION HOME ENTERTAINMENT CORPORATION, ORION PICTURES DISTRIBUTION CORPORATION, ORION TV PRODUCTIONS, INC., THE WAR AT HOME PRODUCTIONS, INC. and VIRGIN VISION, INC., personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Robert Brada, this day in person and acknowledged that ~~he~~ 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.


Signature of Notary Public

My Commission expires:



**SCHEDULE 1
to Trademark
Security Agreement**

TRADEMARKS

{NY} 27009/390/SA/trade.sa.wpd

**TRADEMARK
REEL: 001970 FRAME: 0310**

Wednesday, October 15, 1997

Country List

Page: 1

Division:

Trademark	Status	Country: US	United States of America	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
A CANNON FILMS RELEASE	Registered			56025	73613310	06-Aug-86	1810481	14-Dec-93	14-Dec-03	CNP
Owner: Metro-Goldwyn-Mayer Inc.										
BLOWN AWAY	Published			11739	74586278	17-Oct-94				THP
Owner: Metro-Goldwyn-Mayer Inc.										
BLOWN AWAY POLICE BOMB SQUAD UNIT & Device	Published			11740	74547280	08-Jul-94				THP
Owner: Metro-Goldwyn-Mayer Inc.										
CANNON	Registered			56023	73613314	06-Aug-86	1811153	14-Dec-93	14-Dec-03	CNP
Owner: Metro-Goldwyn-Mayer Inc.										
Cannon Logo	Registered			56024	73613313	06-Aug-86	1475363	02-Feb-88	02-Feb-98	CNP
Owner: Metro-Goldwyn-Mayer Inc.										
CARTOON MOVIESTARS	Registered			11741	73751762	13-Sep-88	1619490	30-Oct-90	30-Oct-00	THP
Owner: Metro-Goldwyn-Mayer Lion Corp.										
CARTOON MOVIESTARS with Lion Logo	Registered			11742	73751764	13-Sep-88	1596138	15-May-90	15-May-00	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.										
CYBERDAWG	Pending			54096	75072859	14-Mar-96				IN
Owner: Metro-Goldwyn-Mayer Inc.										
CYBERTHUG	Published			54097	75072858	14-Mar-96				IN
Owner: Metro-Goldwyn-Mayer Inc.										
E:KIDS	Pending			54098	75194017	06-Nov-96				THP
Owner: Metro-Goldwyn-Mayer Inc.										

TRADEMARK

REEL: 001970 FRAME: 0311

Wednesday, October 15, 1997

Country List

Page: 2

Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
E:AMERICA	Pending	54099	75072860	14-Mar-96				
Owner: Metro-Goldwyn-Mayer Inc.							Classes: 9, 16, 25, 28, 41, 42	IN
GERM	Pending	80420	75262580	24-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.							Classes: 9	IN
GERM	Pending	80421	75262559	24-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.							Classes: 28	CPM
GOLDWYN	Requested	80503						CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.							Classes: 9, 41	CPM
GOLDWYNN FILMS	Requested	80504						CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.							Classes: 9, 16, 41	MG
Grand Street Lion I	Registered	15148	74357118	09-Feb-93	1882732	07-Mar-95	07-Mar-05	MG
Owner: MGM Grand, Inc.							Classes: 41, 42	GRD
Grand Street Lion II	Registered	15149	74357119	09-Feb-93	1882733	07-Mar-95	07-Mar-05	MG
Owner: MGM Grand, Inc.							Classes: 41, 42	GRD
HACKERS	Pending	54100	74672328	11-May-95				THP
Owner: United Artists Pictures, Inc.							Classes: 9, 16, 25, 28, 41	CPM
Lion and Design with words ARS GRATIA ARTIS	Registered	11874	71653309	17-Sep-53	595149	14-Sep-54	14-Sep-04	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.							Classes: 9	CPM
Lion Couchant Device	Registered	11844	384225	28-Aug-40	384225	07-Jan-41	07-Jan-01	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.							Classes: 9	CPM
Lion Head Circle Design II	Registered	11872	60980	21-Aug-75	1043787	13-Jul-76	13-Jul-06	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.							Classes: 41, 42	GRD
MACHINE HUNTER	Pending	80422		31-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.							Classes: 9	IN

TRADEMARK

REEL: 001970 FRAME: 0312

Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
MACHINE HUNTER	Pending	80423	75262579	31-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.								
MACHINE HUNTER	Pending	80424	75262581	24-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.								
MACHINE HUNTER	Pending	80425	75262561	24-Mar-97				IN
Owner: Metro-Goldwyn-Mayer Inc.								
METRO GOLDWYN MAYER and Lion Head Design II	Registered	11879	246106	21-Mar-27	231203	16-Aug-27	16-Aug-07	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
METRO GOLDWYN MAYER and Lion Head Design II	Registered	11880	435462	28-Aug-40	384224	07-Jan-41	07-Jan-01	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
METRO GOLDWYN MAYER and Young Lion Logo	Registered	11881	74411465	09-Jul-93	1911153	15-Aug-95	15-Aug-05	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
METRO-GOLDWYN-MAYER	Registered	11878	72090849	12-Feb-60	714171	18-Apr-61	18-Apr-01	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM	Registered	11744	72329372	06-Jun-69	885923	10-Feb-70	10-Feb-00	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM	Registered	11745	72330397	18-Jun-69	884655	20-Jan-70	20-Jan-00	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM	Registered	11830	60109	11-Aug-75	1060489	01-Mar-77	01-Mar-07	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND	Registered	15028	60108	11-Aug-75	1060488	01-Mar-77	01-Mar-07	GRD
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM	Registered	15028	60108	11-Aug-75	1060488	01-Mar-77	01-Mar-07	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								

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Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
MGM GRAND AIR Stylized	Registered	15029	73831922	13-Oct-89	1633456	29-Jan-91	29-Jan-01	GRD
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND and Lion Head	Pending	15030	74232233	17-Dec-91				GRD
Circle Design I								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND and Lion Head	Registered	15031	74345965	06-Jan-93	1906198	18-Jul-95	18-Jul-05	GRD
Circle Design II								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND and Lion Head	Registered	15032	74345964	06-Jan-93	1906197	18-Jul-95	18-Jul-05	GRD
Circle Design III								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND and Lion Head	Registered	15033	74345963	06-Jan-93	1906196	18-Jul-95	18-Jul-05	GRD
Circle Design III								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM GRAND LAS VEGAS	Published	15144	74450323	19-Oct-93				MG
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM RECORDS	Published	11831	74624907	24-Jan-95				CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
MGM/UA FAMILY ENTERTAINMENT and Logo	Published	52001	74717462	18-Aug-95				cpm
Owner: Metro-Goldwyn-Mayer Inc.								
MGM/UA PREMIERE NETWORK and Design	Registered	11834	508913	15-Nov-84	1380800	28-Jan-86	28-Jan-06	CPU
Owner: Metro-Goldwyn-Mayer Lion Corp.								
OPPOSITIONS - UNITED STATES OF AMERICA								
	Opposition	00198						

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Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
PINK PANTHER and Device V	Registered	11838	74602621	23-Nov-94	1974692	21-May-96	21-May-06	PAN
Owner: United Artists Corporation								
Classes: 9								
PINK PANTHER Stylized and Device I	ToBe Filed	11837						PAN
Owner: United Artists Corporation								
Classes: 9								
POLTERGEIST	Registered	54090	75028071	05-Dec-95	2026883	31-Dec-96	31-Dec-06	THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 9, 41								
POLTERGEIST	Published	54102	75028072	05-Dec-95				THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 16, 25, 28, 41								
Roaring Lion Sound	Registered	11855	73553567	15-Aug-85	1395550	03-Jun-86	03-Jun-06	CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
Classes: 9, 41								
ROCKY	Registered	11846	73835094	27-Oct-89	1647246	11-Jun-91	11-Jun-01	THP
Owner: United Artists Corporation								
Classes: 9, 41								
ROCKY	Pending	11847	74002072	16-Nov-89				THP
Owner: United Artists Corporation								
Classes: 18, 25								
SPECIES Stylized	Published	54103	74688579	14-Jun-95				THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 9, 16, 25, 28, 41								
STARGATE	Published	50066	74513280	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 3								
STARGATE	Pending	50067	74513290	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 9								
STARGATE	Published	50068	74513289	18-Apr-94			12-May-01	THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 14								
STARGATE	Published	50069	74513288	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
Classes: 16								

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Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
STARSGATE	Published	50070	74513287	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Published	50071	74513286	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Published	50072	74513285	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Published	50073	74513284	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Pending	50074	74513283	18-Apr-94				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Registered	50075	74513282	18-Apr-94	1917418	05-Sep-95	05-Sep-05	THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE	Pending	80426	75296937	19-May-97				THP
Owner: Metro-Goldwyn-Mayer Inc.								
STARSGATE SG-1	Pending	80427	75298447	19-May-97				TVP
Owner: Metro-Goldwyn-Mayer Inc.								
TANK GIRL	Published	54104	74619821	06-Jan-95				THP
Owner: United Artists Pictures, Inc.								
THE BIRDCAGE	Pending	54108	75118265	13-Jun-96				THP
Owner: Metro-Goldwyn-Mayer Inc.								
THE LEATHERHEADS and Design	Published	54101	74616440	29-Dec-94				TVP
Owner: Trilogy Sportoons Venture								
THE LION'S DEN	Published	11850	74626321	27-Jan-95				CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								
The Lion's Den Logo	Published	11851	74626322	27-Jan-95				CPM
Owner: Metro-Goldwyn-Mayer Lion Corp.								

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Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
THE METEOR MAN	Registered	11852	74376396	07-Apr-93	1981338	18-Jun-96	18-Jun-06	THP
Owner: Metro-Goldwyn-Mayer Inc.								
THE OUTER LIMITS Stylized	Pending	52047	74717461	18-Aug-95				TVP
Owner: Metro-Goldwyn-Mayer Inc.								
THE OUTER LIMITS Stylized	Registered	52048	74717463	18-Aug-95	2085291	05-Aug-97	05-Aug-07	TVP
Owner: Metro-Goldwyn-Mayer Inc.								
THE OUTER LIMITS Stylized	Published	52051	74717458	18-Aug-95				TVP
Owner: Metro-Goldwyn-Mayer Inc.								
THE OUTER LIMITS Stylized	Registered	52052	74717459	18-Aug-95	2062133	13-May-97	13-May-07	TVP
Owner: Metro-Goldwyn-Mayer Inc.								
THE OUTER LIMITS Stylized	Pending	52053	75020331	15-Nov-95				TVP
Owner: Metro-Goldwyn-Mayer Inc.								
THE PINK PANTHER	Registered	11854	92002	30-Jun-76	1122758	24-Jul-79	24-Jul-99	PAN
Owner: United Artists Corporation								
THIRTY SOMETHING Stylized	Registered	11857	74079251	16-Jul-90	1669534	24-Dec-91	24-Dec-01	TVP
Owner: MGM/UA Television Production Group,								
UA Stylized II	Registered	11858	73452987	16-Nov-83	1380155	28-Jan-86	28-Jan-06	CPU
Owner: United Artists Corporation								
UNITED ARTISTS	Registered	11861	121045	29-May-61	735668	07-Aug-62	07-Aug-02	CPU
Owner: United Artists Corporation								
UNITED ARTISTS	Registered	11863	188179	04-Oct-78	1203088	27-Jul-82	27-Jul-02	CPU
Owner: United Artists Corporation								
UNITED ARTISTS	Registered	11864	73811259	07-Jul-89	1624112	20-Nov-90	20-Nov-00	CPU
Owner: United Artists Corporation								

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Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
UNITED ARTISTS and Sunburst Logo	Registered	11865	74586900	18-Oct-94	2091641	26-Aug-97	26-Aug-07	CPU

Owner: United Artists Corporation

Classes: 9, 16, 41

UNITED ARTISTS and UA Logo	Registered	11870	73811257	07-Jul-89	1625273	27-Nov-90	27-Nov-00	CPU
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Owner: UNITED Artists Corporation

Classes: 41

UNITED ARTISTS and UA Stylized	Registered	11819	73452986	16-Nov-83	1380154	28-Jan-86	28-Jan-06	CPU
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Owner: United Artists Corporation

Classes: 9, 41

UNITED ARTISTS RECORDS	Registered	11873	74624908	24-Jan-95	2051826	15-Apr-97	15-Apr-07	CPU
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Owner: United Artists Corporation

Classes: 9

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CONF #	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
41190000-9 LM 7300 A	ORION PICTURES CORPORATION	ORION *****00009,00010,00011. ***** SPECIFIC GOODS	ALGERIA ***** 29690 ***** ORION PICTURES-POST RE-ORGANIZATION	41056 DEC 14, 1988	DEC 14, 1998
41190029-7 LM 1077	JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND VANITA PRODUCTIONS, INC.	AERODOLISE *****00009, ***** SPECIFIC GOODS	ARGENTINA ***** ORION ENTERTAINMENT CORPORATION	1095037 OCT 17, 1986	DEC 17, 1994
412010200-9 LV 3093 N	ORION PICTURES CORPORATION	FILMSTRIPS IN STYLED TYPE *****00009, ***** SPECIFIC GOODS	EXPLORED-NOT REVIEWED ARGENTINA ***** 933630 ***** ORION PICTURES-POST RE-ORGANIZATION	1370631 MAR 30, 1990	MAR 30, 2000
411901097-3 LM 1070	ORION T.V. PRODUCTIONS, INC.	INTERSEWER & MORGAN *****00009, ***** SPECIFIC GOODS	ARGENTINA ***** ORION PICTURES-POST RE-ORGANIZATION	1100766 JAN 02, 1995	JAN 02, 1995
411901099-4 LM 1605	ORION T.V. PRODUCTIONS, INC.	INTERSEWER & MORGAN *****00029, ***** SPECIFIC GOODS	EXPLORED-NOT REVIEWED ARGENTINA ***** 1107766 ***** ORION PICTURES-POST RE-ORGANIZATION	1107766 JAN 02, 1995	JAN 02, 1995
411901099-5 LM 1076	ORION T.V. PRODUCTIONS, INC.	INTERSEWER & MORGAN *****00020, ***** SPECIFIC GOODS	EXPLORED-NOT REVIEWED ARGENTINA ***** 1107767 ***** ORION PICTURES-POST RE-ORGANIZATION	1107767 JAN 02, 1995	JAN 02, 1995
411901035-9 LM 4500	ORION T.V. PRODUCTIONS, INC.	LOVELEY IN ELECTRONIC LETTERS AND *****00009, ***** SPECIFIC GOODS	ARGENTINA ***** ORION PICTURES-POST RE-ORGANIZATION	1410975 NOV 10, 1993	NOV 10, 1993
411901036-6 LM 4507	ORION T.V. PRODUCTIONS, INC.	LOVELEY IN ELECTRONIC LETTERS AND *****00029, ***** SPECIFIC GOODS	ARGENTINA ***** ORION PICTURES-POST RE-ORGANIZATION	1410976 NOV 10, 1993	NOV 10, 1993
411901037-7 LM 4508	ORION T.V. PRODUCTIONS, INC.	LOVELEY IN ELECTRONIC LETTERS AND *****00020, ***** SPECIFIC GOODS	ARGENTINA ***** ORION PICTURES-POST RE-ORGANIZATION	1410977 NOV 10, 1993	NOV 10, 1993

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CODE S	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
472900048-0 LV 8421 R	ORION PICTURES CORPORATION	ROBOTOP AND THE ULTRA POLICE & DESS CM	ARGENTINA	856470 SEP 08, 1999	SEP 08, 1999
472900042-1 LV 8063 R	ORION PICTURES CORPORATION	ROBOTOP AND THE ULTRA POLICE & DESS CM	ARGENTINA	841941 JAN 29, 1999	JAN 29, 2003
471800080-0 LV 9669 R	JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND TAMRA PRODUCTIONS, INC.	AERODISC	AUSTRALIA	391914 MAY 26, 1993	MAY 26, 1999
471800039-0 RL 0267	ORION PICTURES CORPORATION	BEAT STREET SPECIFIC GOODS	AUSTRALIA	403905 MAR 20, 1994	MAR 29, 1998
471800032-9 RL 0260	ORION PICTURES CORPORATION	BEAT STREET SPECIFIC GOODS	AUSTRALIA	403903 MAR 20, 1994	MAR 20, 1994
471800033-0 RL 0269	ORION PICTURES CORPORATION	BEAT STREET SPECIFIC GOODS	AUSTRALIA	403942 MAR 20, 1994	MAR 20, 1991
471800035-1 RL 0270	ORION PICTURES CORPORATION	BEAT STREET SPECIFIC GOODS	AUSTRALIA	403941 MAR 20, 1994	MAR 20, 1991
471800035-2 RL 0271	ORION PICTURES CORPORATION	BEAT STREET SPECIFIC GOODS	AUSTRALIA	403939 MAR 20, 1994	MAR 20, 1991
471800064-0 LV 2316 R	ORION T.V. PRODUCTIONS, INC.	CASNEY & LACEY SPECIFIC GOODS	AUSTRALIA	870566 MAY 08, 1993	MAY 08, 1997

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
4110101669-0 AL 5440	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND SERVICE	AUSTRALIA	390090 OCT 06, 1993	DEC 04, 1990
4117001051-2 LE 2309 N	ORION PICTURES CORPORATION	SPECIFIC GOODS	AUSTRALIA	ORION PICTURES-POST RE-ORGANIZATION RANDOMED WITHDRAWN-REJECTED, ETC.	1993 N
411001003-7 LV 9737	ORION PICTURES CORPORATION	SERVICE MARK SPECIAL SPECIFIC GOODS	AUSTRALIA	4400920 JUN 15, 1995	JUN 15, 2000
411000000-4 LV 9730	ORION PICTURES CORPORATION	SERVICE MARK SPECIAL SPECIFIC GOODS	AUSTRALIA	4527197 JUN 15, 1995	JUN 17, 2000
411002104-0 LV 0690	ORION PICTURES CORPORATION	ROBOCOP SPECIAL SPECIFIC GOODS	AUSTRALIA	4501003 JAN 07, 1994	JAN 07, 2000
4120502203-0 LS 0310 R	ORION PICTURES CORPORATION	FILMWAYS IN STILLED TYPE SPECIAL SPECIFIC GOODS	AUSTRIA	02620 DEC 31, 1999	DEC 31, 1999
4117001052-3 LV 7004 R	ORION PICTURES CORPORATION	SPECIAL SPECIFIC GOODS	AUSTRIA	02620 DEC 31, 1999	DEC 31, 1999
4115503041-0 RP 0000	ORION PICTURES CORPORATION	SPECIAL SPECIFIC GOODS	AUSTRIA	02000 SEP 30, 1999	SEP 30, 1999
4117001053-4 LV 4490 R	ORION PICTURES CORPORATION	SPECIAL SPECIFIC GOODS	BANARAS	DISPATCHED ORION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN	REVALUATION DEC 31, 1993 1994 N

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CODES	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
911010101-0 EL 6100	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR *****00047* ***** SPECIFIC GOODS	BOLIVIA	43032 C JUL 09, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JUL 09, 1995
911010107-0 EL 6101	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR *****00070* ***** SPECIFIC GOODS	BOLIVIA	43033 C JUL 09, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JUL 09, 1995
911010103-1 EL 6102	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR *****00080* ***** SPECIFIC GOODS	BOLIVIA	43034 C JUL 09, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JUL 09, 1995
911010109-9 EL 1396	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND GAMES *****00047* ***** SPECIFIC GOODS	BOLIVIA	43736 C JAN 10, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JAN 10, 1995
911010104-1 EL 1395	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND GAMES *****00070* ***** SPECIFIC GOODS	BOLIVIA	43736 C JAN 10, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JAN 10, 1995
911010101-2 EL 1396	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND GAMES *****00080* ***** SPECIFIC GOODS	BOLIVIA	43736 C JAN 10, 1995 *****ORION PICTURES-POST RE-ORGANIZATION	JAN 10, 1995
911010105-7 EL 1000 R	ORION PICTURES CORPORATION	ORION *****00000* ***** SPECIFIC GOODS	BOLIVIA	39416 C JUN 09, 1991 *****ORION PICTURES-POST RE-ORGANIZATION	JUN 09, 1991
911010107-0 EL 9191	ORION PICTURES CORPORATION	ORION *****00000* ***** SPECIFIC GOODS	BOLIVIA	39416 C JUN 09, 1991 *****ORION PICTURES-POST RE-ORGANIZATION	JUN 09, 1991
911010032-1 EP 5009	JOINT APPLICANTS ORION ENTERTAINMENT CORPORATION AND TANIRA PRODUCTIONS, INC.	ACROBATICSE *****00000* ***** SPECIFIC GOODS	BOLIVIA	39416 C JUN 22, 1997 *****ORION ENTERTAINMENT CORPORATION *****TANIRA PRODUCTIONS, INC. *****ORION PICTURES-POST RE-ORGANIZATION	JUN 22, 1997

CODE 3	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
441601867-1 R0 9015 R	ORION PICTURES CORPORATION	ORION SERVICE MARK CLASSIFIED 00040 SPECIFIC GOODS	BRASIL	01205623	NOV 04, 1998
441601760-2 R0 4225 R	ORION PICTURES CORPORATION	ORION SERVICE MARK CLASSIFIED 00090 SPECIFIC GOODS	BRASIL	01205631	DEC 02, 1998
447000224-5 L7 1002 R	ORION PICTURES CORPORATION	R000 COP CLASSIFIED 00100 SPECIFIC GOODS	GENERAL DISPATCHED BRASIL	013009263	FEB 11, 2002
447000230-2 R0 4795 R	ORION PICTURES CORPORATION	R000 COP CLASSIFIED 00100 SPECIFIC GOODS	BRASIL	013331090	DEC 09, 2000
447000231-3 L7 1430	ORION PICTURES CORPORATION	R000 COP CLASSIFIED 00200-00300 SPECIFIC GOODS	BRASIL	013331060	DEC 09, 2000
447000232-4 LW 4217 R	ORION PICTURES CORPORATION	R000 COP CLASSIFIED 00200-00300 SPECIFIC GOODS	BRASIL	013331070	JUN 22, 2003
441600056-7 R0 4492 R	ORION PICTURES CORPORATION	020 MINUTE WORKOUT & DEVICE CLASSIFIED 01 SPECIFIC GOODS	CANADA	314000	MAY 30, 2001
441600056-3 R0 7450	ORION PICTURES CORPORATION	BEAT STREET SERVICE MARK CLASSIFIED 01 SPECIFIC GOODS	CANADA	310992	MAR 29, 1998
441600007-1 R0 7289	ORION F.V. PRODUCTIONS, INC.	CAGNEY & LACEY CLASSIFIED 01 SPECIFIC GOODS	CANADA	340000	JUL 29, 1995

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INDEX	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
411001042-3 LI 5325	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND G EVILE *****00009,00025, *****SPECIFIC GOODS	CMILE	204719 APR 21, 1984	APR 24, 1995
411001201-3 RI 9037	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND G EVILE *****00020, *****SPECIFIC GOODS	CMILE	30302 MAR 16, 1984	MAR 16, 1989
411000000-2 EM 1496	ORION PICTURES COMPANY, A JOINT VENTURE COMPRISED OF ORION PICTURES CORPORATION AND ORION VENTURES INC.	ORION *****00009,00016,00041, *****INTERNATIONAL CL. READING	CMILE	92445 DEC 20, 1978	DEC 20, 1978
411003704-7 RI 2664 N	ORION PICTURES CORPORATION	ORION *****00009,00042, *****SPECIFIC GOODS	CMILE	257242 MAR 02, 1982	MAR 02, 1992
411020000-6 EP 0000	ORION PICTURES CORPORATION	ORION *****00000, *****SPECIFIC GOODS	CMILE	203594 APR 19, 1982	APR 19, 1992
4110200667-7 IV 0511	ORION PICTURES CORPORATION	ORION *****00000, *****SPECIFIC GOODS	CMILE	307976 DEC 04, 1992	DEC 04, 2002
411030000-3 LI 9046 N	ORION ENTERTAINMENT CORPORATION	ACROBATIC *****00010, *****SPECIFIC GOODS	CMILE	207285 JUN 01, 1984	JUN 01, 1984
411030300-2 IS 0082 N	ORION PICTURES CORPORATION	FILMS IN SYNTHETIC TYPE *****00010, *****SPECIFIC GOODS	CMILE	190350 MAY 16, 1980	MAY 15, 2000
411030300-2 LI 1447	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & HOMESHA *****00046, *****SPECIFIC GOODS	CMILE	255665 SEP 01, 1984	SEP 01, 1994

FILE #	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	QUE DATE
411902620-9 LM 5179	ONION PICTURES CORPORATION	ROBODOP DEVICE SPECIFIC GOODS	TAIWAN R.O.C.	694460 NOV 16, 1995	NOV 15, 2005
411902628-0 LV 0359	ONION PICTURES CORPORATION	ROBODOP DEVICE SPECIFIC GOODS	TAIWAN R.O.C.	602659 DEC 01, 1999	NOV 29, 2004
411901587-4 LV 7998	ONION PICTURES CORPORATION	ROBODOP DEVICE SPECIFIC GOODS	TAIWAN R.O.C.	079305 MAY 01, 1995	MAY 28, 2002
411905073-5 RM 1797	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	CHINA (PEOP. R.O.)	25095 JUN 18, 1995	
411901037-9 RP 0000	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	CHINA (PEOP. R.O.)	96012627 NOV 15, 1996	1997
411901638-0 RP 0000	ONION PICTURES CORPORATION	ONION SERVICE MARK SPECIFIC GOODS	CHINA (PEOP. R.O.)	96012628 NOV 15, 1996	
411900014-9 LV 0390	ONION PICTURES CORPORATION	ROBODOP SPECIFIC GOODS	CHINA (PEOP. R.O.)	518548 MAY 10, 1998	MAY 09, 2000
411900015-0 LV 0390	ONION PICTURES CORPORATION	ROBODOP SPECIFIC GOODS	CHINA (PEOP. R.O.)	518549 APR 30, 1998	APR 29, 2000
411901027-1 LM 5160	ONION PICTURES CORPORATION	ROBODOP DEVICE SPECIFIC GOODS	CHINA (PEOP. R.O.)	749339 DEC 14, 1995	DEC 15, 2003

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CODE 5	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
919601006-0 LV 2400	ORION PICTURES CORPORATION	ORION	COLUMBIA	840799	FEB 01, 2003
		SERVICE MARK		FEB 01, 1993	
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919600703-2 RP 0000	ORION PICTURES CORPORATION	FILMWAYS	COMMUNITY TM	96923	APR 01, 1996
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919600334-9 RP 0000	ORION PICTURES CORPORATION	ORION	COMMUNITY TM	96668	APR 01, 1996
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919600104-3 RP 0000	ORION PICTURES CORPORATION	ROBOCOP	COMMUNITY TM	227603	APR 15, 1996
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919601908-6 LV 4543	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MORNING	COSTA RICA	64489	OCT 19, 1994
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919601909-7 LV 4542	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MORNING	COSTA RICA	64608	OCT 19, 1994
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919601910-9 LV 4548	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MORNING	COSTA RICA	64438	NOV 03, 1994
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919601888-8 LV 4544	ORION T.V. PRODUCTIONS, INC.	COPYRIGHT IN ELECTRONIC LETTERS AND DEVICE	COSTA RICA	64507	OCT 19, 1994
		*****00009,00041,00043			
		***** SPECIFIC GOODS			
919600403-5 RM 8027	ORION PICTURES CORPORATION AND ORION VENTURES INC.	ORION	COSTA RICA	60 FELLOW	APR 27, 1979
		*****00009,00041,00043			
		***** SPECIFIC GOODS			

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
WI19101911-0 11 7295	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	DOMINICAN REP	37047 MAY 15, 1994	MAY 15, 2004
WI19101912-1 11 7296	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	DOMINICAN REP	36994 MAY 15, 1994	MAY 15, 2004
WI19101913-2 11 7297	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	DOMINICAN REP	37005 MAY 15, 1994	MAY 15, 2004
WI19101949-0 11 9265	ORION T.V. PRODUCTIONS, INC.	LORENY IN ELECTRONIC LETTERS AND EVIDENCE SPECIFIC GOODS	DOMINICAN REP	36982 MAY 15, 1994	MAY 15, 2004
WI19101950-2 11 7233	ORION T.V. PRODUCTIONS, INC.	LORENY IN ELECTRONIC LETTERS AND EVIDENCE SPECIFIC GOODS	DOMINICAN REP	36982 MAY 15, 1994	MAY 15, 2004
WI19101951-3 11 7234	ORION T.V. PRODUCTIONS, INC.	LORENY IN ELECTRONIC LETTERS AND EVIDENCE SPECIFIC GOODS	DOMINICAN REP	37005 MAY 15, 1994	MAY 15, 2004
WI19101965-7 11 3604	ORION PICTURES COMPANY	ORION SPECIFIC GOODS	DOMINICAN REP	HOME JAN 10, 1979	1982
WI19101969-6 11 3794	ORION PICTURES CORPORATION AND ORION VENTURES INC.	ORION SPECIFIC GOODS	DOMINICAN REP	ORION PICTURES-POST RE-ORGANIZATION CANCELED BEFORE FILING	1979
WI19101914-3 11 9266	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	ECUADOR	3822786 OCT 31, 1994	MAY 15, 1999

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REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
JOHN APPLICANTS: ORION ENTERTAINMENT CORPORATION AND YAMVA PRODUCTIONS, INC.	ACROBATIC	FRANCE	1239063 JUN 30, 1993	JUN 29, 1993
ORION PICTURES CORPORATION	BEAR STREET	FRANCE	REPEATED - NO RENEWAL INSTRUCTIONS 1272047 MAY 10, 1989	MAY 15, 1994
ORION PICTURES CORPORATION	PIEMAYS IN STEELER TYPE	FRANCE	REPEATED - NO RENEWAL INSTRUCTIONS 8015366 SEP 13, 1990	SEP 16, 2009
ORION PICTURES CORPORATION	NAVY SEALS LOGO	FRANCE	1611922 AUG 20, 1990	AUG 27, 2000
ORION PICTURES CORPORATION	ORION	FRANCE	3504050 DEC 10, 1988	DEC 15, 1990
ORION PICTURES CORPORATION	ORION	FRANCE	1205301 NOV 29, 1993	NOV 24, 2003
ORION PICTURES CORPORATION	ORION AND BEER	FRANCE	1794874 DEC 21, 1989	DEC 26, 2003
ORION PICTURES CORPORATION	ORION AND BEER	FRANCE	1794874 DEC 21, 1989	DEC 26, 2003
ORION PICTURES CORPORATION	ROBOTOID	FRANCE	REPEATED - NO RENEWAL INSTRUCTIONS 1450065 OCT 09, 1987	OCT 08, 1991

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REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 7022 R	TRADEMARK NAVY SEALS LOGO SPECIFIC GOODS	WEST GERMANY	181316 AUG 20, 1990	JUN 28, 2000
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 7019 R	TRADEMARK ORION SPECIFIC GOODS	WEST GERMANY	1054042 DEC 20, 1988	DEC 20, 1998
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 7020 R	TRADEMARK SERVICE MARK SPECIFIC GOODS	WEST GERMANY	1079707 MAY 05, 1989	MAY 05, 1999
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 7025 R	TRADEMARK ORION SPECIFIC GOODS	WEST GERMANY	1101700 JAN 07, 1993	JAN 07, 2003
REGISTRANT / APPLICANT JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND TAMRA PRODUCTIONS, INC. REG NO 9743	TRADEMARK AEROBICISE SPECIFIC GOODS	GREECE	75034 JUN 06, 1993	JUN 06, 1993
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 9257 R	TRADEMARK FILMWAYS IN STYLED TYPE SPECIFIC GOODS	GREECE	60722 OCT 08, 1989	OCT 08, 1999
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 1044	TRADEMARK NAVY SEALS LOGO SPECIFIC GOODS	GREECE	101312 OCT 19, 1990	OCT 19, 2000
REGISTRANT / APPLICANT ORION PICTURES CORPORATION AND ORION VENTURES INC. REG NO 8035	TRADEMARK ORION INTERNATIONAL CL. WEAVING	GREECE	60016 JUN 10, 1979	JUN 10, 1989
REGISTRANT / APPLICANT ORION PICTURES CORPORATION REG NO 9424	TRADEMARK ORION SPECIFIC GOODS	GREECE	37351 JAN 30, 1990	JAN 30, 2000

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CODES	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	QUE DATE
VI0101921-1 LI 6478	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	GUAYANA	NOV 17, 1983 12011A	NOV 17, 1990
VI0101922-2 LI 6479	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	GUAYANA	NOV 17, 1983 12012A	NOV 17, 1990
VI0101930-0 LI 8109 R	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND EVIDE SPECIFIC GOODS	GUAYANA	DEC 02, 1983 12021A	DEC 02, 1990
VI0101939-1 LI 1190 R	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND EVIDE SPECIFIC GOODS	GUAYANA	DEC 02, 1983 12022A	DEC 02, 1990
VI0101860-3 LI 1191 R	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND EVIDE SPECIFIC GOODS	GUAYANA	DEC 02, 1983 12033A	DEC 02, 1990
VI0100404-7 LI 7250 R	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	GUAYANA	JAN 06, 1988 10764A	JAN 06, 2000
VI0101923-3 LI 7533	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	GUAYANA	MAY 04, 1984 12006A	MAY 04, 1989
VI0101924-4 LI 7534	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	GUAYANA	MAY 04, 1984 12007A	MAY 04, 1989
VI0101925-5 LI 7535	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONOGRAM SPECIFIC GOODS	GUAYANA	MAY 04, 1984 12008A	MAY 04, 1989

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
411901066-9	ORION T.V. PRODUCTIONS, INC.	LOGO IN ELECTRONIC LETTERS AND DEVICE	HONDURAS	43995 DEC 05, 1994 RE-ORGANIZATION NOT TO PROCEED WITH ACTION FILED-MT REMER HONDURAS	DEC 05, 1994 BAR NOT PAID DEC 05, 1995 1995 1972
411803076-9	ORION PICTURES CORPORATION	ORION	HONDURAS	50000 JUL 07, 1991 RE-ORGANIZATION REJECTED, ETC.	JUL 07, 1992
411900335-3	ORION PICTURES CORPORATION	ORION	HONDURAS	50000 JUL 07, 1991 RE-ORGANIZATION ACTION FILED	JUL 07, 1992
411900338-7	JOINT APPLICANTS ORION ENTERTAINMENT CORPORATION AND TANTRA PRODUCTIONS, INC.	AEROBICISE	HONDURAS	1009/1993 JUN 14, 1993 RE-ORGANIZATION REJECTED, ETC.	JUN 14, 1990
411902213-9	ORION PICTURES CORPORATION	FILMAVS IN STYLIZED TYPE	HONDURAS	0547/1992 NOV 10, 1996 RE-ORGANIZATION	NOV 10, 2000
411901099-5	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR	HONDURAS	5075/03 OCT 24, 1993 RE-ORGANIZATION REJECTED, ETC.	OCT 24, 1990
411901070-7	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR	HONDURAS	5075A/03 OCT 24, 1993 RE-ORGANIZATION REJECTED, ETC.	OCT 24, 1990
411901071-0	ORION T.V. PRODUCTIONS, INC.	INTERSWEEP & MONSIEUR	HONDURAS	5075B/03 OCT 24, 1993 RE-ORGANIZATION REJECTED, ETC.	OCT 24, 1990
411901067-9	ORION T.V. PRODUCTIONS, INC.	LOGO IN ELECTRONIC LETTERS AND DEVICE	HONDURAS	2405/1985 OCT 17, 1985 RE-ORGANIZATION	OCT 17, 1990

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI17004070-0 LU 9637	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	INDIA	349265 DEC 20, 1992	DEC 20, 1999
VI17004070-2 LU 9600	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	INDONESIA	266310 APR 27, 1991	DEC 27, 2000
VI17000000-4 LU 9333	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	IRAN	518095 JUN 12, 1989	JUN 12, 1999
VI18000040-0 LU 9767	JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND YANTRA PRODUCTIONS INC.	AEROBICISE SPECIFIC GOODS	IRELAND	111453 MAY 24, 1983	MAY 24, 1990
VI20000001-2 LU 4290	ORION PICTURES CORPORATION	FILMAVS AND DESIGN SPECIFIC GOODS	IRELAND	224979 AUG 00, 1979	AUG 00, 1988
VI17004001-5 LU 0556	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	IRELAND	113376 DEC 29, 1989	DEC 29, 1999
VI1902050-0 LU 5236	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	IRELAND	136161 JAN 10, 1992	JAN 10, 1999
VI18002193-0 LU 1221	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	IRELAND	158838 AUG 14, 1996	AUG 14, 2006
VI19000040-1 LU 7415	JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND YANTRA PRODUCTIONS INC.	AEROBICISE SPECIFIC GOODS	ISRAEL	56300 MAY 27, 1983	MAY 27, 1990

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LINE#	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
411901675-5 LV 2460	UNION PICTURES CORPORATION	NAVY SEALS LOGO	ITALY	601609 OCT 10, 1990	OCT 10, 2000
411700603-7 RM 0326 A	UNION PICTURES CORPORATION	UNION SPECIFIC GOODS	ITALY	369036 JAN 08, 1979	JAN 08, 1999
41102136-6 IR 9994	UNION PICTURES CORPORATION	RODOROP SPECIFIC GOODS	ITALY	502951 OCT 26, 1987	OCT 26, 1997
411031929-0 RL 5462	UNION T.V. PRODUCTIONS, INC.	INTERVIEW & HOWDAN SPECIFIC GOODS	JAMAICA REPEAL INSTRUCTED	719/093 NOV 10, 1983	NOV 10, 1993
411901930-1 RL 5456	UNION T.V. PRODUCTIONS, INC.	INTERVIEW & HOWDAN SPECIFIC GOODS	JAMAICA	625/093 NOV 10, 1983	NOV 10, 1993
4110101931-2 RL 5460	UNION T.V. PRODUCTIONS, INC.	INTERVIEW & HOWDAN SPECIFIC GOODS	JAMAICA	620/149 NOV 10, 1983	NOV 10, 1993
411030867-0 RL 5450	UNION T.V. PRODUCTIONS, INC.	INTERVIEW IN ELECTRONIC LETTERS AND SPECIFIC GOODS	JAMAICA	619/080 NOV 03, 1983	NOV 03, 1993
411030868-1 RL 5457	UNION T.V. PRODUCTIONS, INC.	INTERVIEW IN ELECTRONIC LETTERS AND SPECIFIC GOODS	JAMAICA	625/089 NOV 03, 1983	NOV 03, 1993
411030869-2 RL 5459	UNION T.V. PRODUCTIONS, INC.	INTERVIEW IN ELECTRONIC LETTERS AND SPECIFIC GOODS	JAMAICA	7020/142 NOV 03, 1983	NOV 03, 1993

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI19101524-9 RD 2984	ORION PICTURES CORPORATION	ORION & CONSTELLATION DESIGN *****00024* ***** SPECIFIC GOODS	JAPAN	NOV 19, 1991 *****ORION PICTURES-POST RE-ORGANIZATION *****ABANDONED WITHDRAWN-REJECTED, ETC.*	1993 N
VI19101525-0 RK 7449	ORION PICTURES CORPORATION	ORION & CONSTELLATION DESIGN *****00026* ***** SPECIFIC GOODS	JAPAN	OISPATCHED *****ORION PICTURES-POST RE-ORGANIZATION *****CANCELLED BEFORE FILING	1997 N
VI19101004-4 RP 0000	ORION PICTURES CORPORATION	ORION AND DESIGN *****00000* ***** SPECIFIC GOODS	JAPAN	73971/93 JUL 14, 1993 *****ORION PICTURES-POST RE-ORGANIZATION	JAN 29, 2000
VI19101015-9 RD 9190 R	ORION PICTURES CORPORATION	ROBOCAP *****00024* ***** SPECIFIC GOODS	JAPAN	220720 JAN 30, 1990 *****ORION PICTURES-POST RE-ORGANIZATION	1991 N
VI19101790-6 RM 9143	ORION PICTURES CORPORATION	ROBOCAP *****00026* ***** SPECIFIC GOODS	JAPAN	12701/90 FEB 08, 1988 *****ORION PICTURES-POST RE-ORGANIZATION *****ABANDONED WITHDRAWN-REJECTED, ETC.*	1991 N
VI19101262-8 RD 1416	ORION PICTURES CORPORATION	ROBOCAP *****00026* ***** SPECIFIC GOODS	JAPAN	13053/90 NOV 30, 1990 *****ORION PICTURES-POST RE-ORGANIZATION *****ABANDONED WITHDRAWN-REJECTED, ETC.*	1993 N
VI19101262-5 RP 0000	ORION PICTURES CORPORATION	ROBOCAP REVITE *****00016* ***** SPECIFIC GOODS	JAPAN	29330/94 MAR 16, 1994 *****ORION PICTURES-POST RE-ORGANIZATION	1993 N
VI19101262-6 RP 0000	ORION PICTURES CORPORATION	ROBOCAP REVITE *****00020* ***** SPECIFIC GOODS	JAPAN	29331/94 MAR 16, 1994 *****ORION PICTURES-POST RE-ORGANIZATION	1993 N
VI19101748-9 RP 0000	ORION PICTURES CORPORATION	ORION *****00009* ***** SPECIFIC GOODS	KAZAKHSTAN	0223 JAN 27, 1994 *****ORION PICTURES-POST RE-ORGANIZATION	JAN 27, 2004

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INDEX	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI1010604-7 11 97AD	ORION T.V. PRODUCTIONS, INC.	LOGO IN ELECTRONIC LETTERS AND DEVICE	KOREA (SOUTH)	106003 OCT 15, 1996	DEC 15, 1995
VI1000110-6 11 9545 A	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	EXPIRED-OR REVERSED KOREA (SOUTH)	60053 FEB 00, 1990	FEB 09, 2000
VI10000297-1 15 275B	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	KOREA (SOUTH)	175406 JUN 26, 1999	JUN 25, 1999
VI10000290-2 15 2267	ORION PICTURES CORPORATION	ORION SERVICE MARK SPECIFIC GOODS	KOREA (SOUTH)	9307 JAN 21, 1990	JAN 29, 1999
VI10000017-2 RE 3242	ORION PICTURES CORPORATION	ROBOCOP SPECIFIC GOODS	KOREA (SOUTH)	1590700 JAN 26, 1990	
VI10002428-7 1W 7352	ORION PICTURES CORPORATION	ROBOCOP DEVICE SPECIFIC GOODS	KOREA (SOUTH)	320956 DEC 27, 1999	DEC 27, 2005
VI10002627-0 1W 5205	ORION PICTURES CORPORATION	ROBOCOP DEVICE SPECIFIC GOODS	KOREA (SOUTH)	325021 OCT 29, 1995	DEC 25, 2005
VI10101749-0 EP 0000	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	LATVIA	4-93-0592 NOV 13, 1993	NOV 13, 2003
VI10004009-3 AM 6792 A	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	LEBANON	39540 OCT 00, 1980	DEC 00, 1995

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INDEX	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
411050074-9	ORION T.V. PRODUCTIONS, INC.	CAGNEY & LACY	MEXICO	319492	JUN 17, 1991 USE AFFID. NOV 19, 1999
411027200-2	ORION PICTURES CORPORATION	FILMWAYS SPECIFIC GOODS	MEXICO	332930	JUN 17, 1986 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1989
41200003-4	ORION PICTURES CORPORATION	FILMWAYS AND DESIGN SPECIFIC GOODS	MEXICO	332930	OCT 14, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1996
41101017-4	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MONOGRAM SPECIFIC GOODS	MEXICO	299379	DEC 19, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1998
41101018-5	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MONOGRAM SPECIFIC GOODS	MEXICO	299379	DEC 19, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1998
41101017-6	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MONOGRAM SPECIFIC GOODS	MEXICO	299379	DEC 19, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1998
41101016-5-0	ORION T.V. PRODUCTIONS, INC.	INTERVIEW & MONOGRAM SPECIFIC GOODS	MEXICO	299379	DEC 19, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1998
41101016-6-9	ORION T.V. PRODUCTIONS, INC.	LETTERS IN ELECTRONIC LETTERS AND SERVICE SPECIFIC GOODS	MEXICO	227710	DEC 19, 1993 ACTION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN 1998

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LINE #	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI1960229-0 EP 0000	ORION PICTURES CORPORATION	ORION INTERACTIVE & DEVICE	MEXICO	DISPATCHED	
VI1960229-9 EP 0000	ORION PICTURES CORPORATION	ORION INTERACTIVE & DEVICE	MEXICO	DISPATCHED	
VI1960019-4 EP 1449	ORION PICTURES CORPORATION	ROCK OF	MEXICO	347903 MAR 00, 1994	MAR 00, 2004
VI1960193-5 EP 0000	ORION PICTURES CORPORATION	ORION	MEXICO	347903 MAR 00, 1994	MAR 00, 2004
VI1960057-0 EP 1105	JOINT APPLICANTS ORION ENTERTAINMENT CORPORATION AND YANRA PRODUCTIONS, INC.	HEROICISE	MEXICO	03-9560 JUN 07, 1993	JUN 07, 1999
VI19604189-7 EP 9393	ORION PICTURES CORPORATION	ORION	MEXICO	893-1493Z DEC 29, 1993	DEC 29, 2003
VI2050004-5 EP 4289	ORION PICTURES CORPORATION	FILMWAYS AND BETTE	MEXICO	126341 DEC 21, 1995	DEC 21, 1999
VI17004091-0 EP 11500	ORION PICTURES CORPORATION	ORION	MEXICO	126341 DEC 21, 1995	DEC 21, 1999
VI1960308-5 EP 9901	ORION PICTURES CORPORATION	ORION	MEXICO	184791 JUN 17, 1999	JUN 17, 2009

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUF DATE
410101692-6 IN 9145	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND DEVICE	SINGAPORE	5/9900/03 OCT 07, 1993	DEC 07, 1990
411004103-0 IN 0303	ORION PICTURES CORPORATION	ORION SERVICE MARK SPECIFIC GOODS	SINGAPORE	DEC 20, 1995	DEC 29, 1999
410100099-0 IP 0000	ORION PICTURES CORPORATION	ORION SERVICE MARK SPECIFIC GOODS	SINGAPORE	10097/91 MAR 01, 1991	MAR 01, 2001
410002902-7 IN 9563	ORION PICTURES CORPORATION	ROBBER SPECIFIC GOODS	SINGAPORE	6027/90 JAN 10, 1990	JAN 10, 1991
410102670-0 IP 0000	ORION PICTURES CORPORATION	ROBBER SPECIFIC GOODS	SINGAPORE	371/94 JAN 17, 1994	JAN 17, 2004
410102631-1 IN 0105	ORION PICTURES CORPORATION	ROBBER SPECIFIC GOODS	SINGAPORE	370/94 JAN 17, 1994	JAN 17, 2004
411010181-0 IN 9106	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	SEYDIH REPUBLIC	1283/8 JAN 09, 1999	JAN 09, 1999
411010181-5 IN 9151	ORION PICTURES CORPORATION	ORION SPECIFIC GOODS	SEYDIH REPUBLIC	1283/8 JAN 09, 1999	JAN 09, 1999
410507216-2 IN 9126	ORION PICTURES CORPORATION	FILMSTRIPS IN STILLED TYPE SPECIFIC GOODS	SEYDIH REPUBLIC	3093/0 JUN 22, 1997	JUN 22, 1997

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REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
ORION PICTURES CORPORATION	FILMWAYS IN STYLIZED TYPE	SPAIN	916240	JUN 20, 2000 FAR DUE JUN 20, 2000
ORION PICTURES CORPORATION	NAVY SEALS LOGO	SPAIN	1591667	DEC 05, 2000 FAR DUE DEC 05, 1999
ORION PICTURES CORPORATION/ORION PICTURES INC./ORION PICTURES COMPANY	INTERNATIONAL CL. WEAVING	SPAIN	900260	MAY 05, 1979 ORION PICTURES-POST RE-ORGANIZATION ABANDONED (WITHDRAWN-REJECTED, ETC.)
ORION PICTURES CORPORATION	SERVICE MARK SPECIFIC GOODS	SPAIN	1051200	NOV 10, 1903 ORION PICTURES-POST RE-ORGANIZATION ABANDONED (WITHDRAWN-REJECTED, ETC.)
ORION PICTURES CORPORATION	SERVICE MARK SPECIFIC GOODS	SPAIN	8200740	AUG 31, 1907 ORION PICTURES-POST RE-ORGANIZATION ABANDONED (WITHDRAWN-REJECTED, ETC.)
ORION PICTURES CORPORATION	SERVICE MARK SPECIFIC GOODS	SPAIN	1788735	SEP 10, 1908 FAR DUE SEP 10, 1996
ORION PICTURES CORPORATION	SERVICE MARK SPECIFIC GOODS	SPAIN	1924927	OCT 09, 1992 FAR DUE OCT 09, 1997
ORION PICTURES CORPORATION	SERVICE MARK SPECIFIC GOODS	SPAIN	669025	JUN 05, 1976 FAR DUE JUN 05, 1996
ORION PICTURES CORPORATION	ROBBER	SPAIN	1711778	DEC 05, 2000 FAR DUE DEC 05, 1996

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CODES	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI1901000-3 EL 9219	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND DEVICE	TRINIDAD/TOBAGO	13349 NOV 03, 1993	NOV 03, 1997
VI1901000-4 EL 9271	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND DEVICE	TRINIDAD/TOBAGO	14318 NOV 03, 1993	NOV 03, 1997
VI1901000-6 EL 9220	ORION T.V. PRODUCTIONS, INC.	LOTTERY IN ELECTRONIC LETTERS AND DEVICE	TRINIDAD/TOBAGO	14340 NOV 03, 1993	NOV 03, 1997
VI1900110-0 LU 1049 A	ORION PICTURES CORPORATION	ORION	VINIADUOYBAGO	11217 MAR 15, 1993	MAR 14, 2007
VI1900111-9 EL 7510	ORION PICTURES CORPORATION AND ORION VENTURES INC.	ORION	TURKEY	DISPATCHED	
VI1900013-4 LM 6069	ORION PICTURES CORPORATION	SPECIFIC GOODS	TURKEY	92053 APR 09, 1996	MAR 03, 1996
VI1901133-4 EP 0000	ORION PICTURES CORPORATION	SPECIFIC GOODS	GENERAL FILED	9322003/7 DEC 29, 1993	DEC 21, 2003
VI1901134-4 EP 0000	ORION PICTURES CORPORATION	SPECIFIC GOODS	UW ARAB EMIRATES	6477 NOV 14, 1994	NOV 14, 2004
VI1901135-7 EP 0000	ORION PICTURES CORPORATION	SERVICE MARK	UW ARAB EMIRATES	8861 DEC 21, 1994	DEC 21, 2004

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI100112-0	ORION PICTURES CORPORATION	ORION	UNITED KINGDOM	1106530	DEC 19, 1999
VI1001015-0	ORION PICTURES CORPORATION	ORION	UNITED KINGDOM	1100930	DEC 19, 1995
VI10002100-0	ORION PICTURES CORPORATION	ROBOCOP	UNITED KINGDOM	08297706	JAN 13, 2000
VI1002707-7	ORION PICTURES CORPORATION	ROBOCOP	UNITED KINGDOM	1331097	JAN 05, 2005
VI1001010-4	JOINT APPLICANTS ORION ENTERTAINMENT CORPORATION AND TAMRA PRODUCTIONS, INC.	30 MINUTE WORKOUT	UNITED STATES	100-482	DEC 31, 2010
VI1000066-9	JOINT APPLICANTS ORION ENTERTAINMENT CORPORATION AND TAMRA PRODUCTIONS, INC.	30 MINUTE WORKOUT & DEVICE	UNITED STATES	1340861	JUN 11, 2005
VI1000515-9	ORION PICTURES CORPORATION	BEAT STREET	UNITED STATES	1356774	AUG 27, 2005
VI1001070-8	ORION PICTURES CORPORATION	BEAT STREET	UNITED STATES	401692	JUN 27, 1999
VI1001530-2	ORION PICTURES CORPORATION	BEAT STREET	UNITED STATES	503300	OCT 11, 1994

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CLASS	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI1700416-0 RM 5163 N	ONION PICTURES CORPORATION	ONION SERVICE MARK SPECIFIC GOODS	UNITED STATES	1165071 AUG 10, 1991 ONION PICTURES-POST RE-ORGANIZATION	AUG 10, 2001 FILED
VI101208-7 LU 1976 R	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	UNITED STATES	169030 JUN 16, 1992 ONION PICTURES-POST RE-ORGANIZATION	JUN 16, 2002 FILED MAY 16, 1990
VI1051097-6 LU 1286	ONION PICTURES CORPORATION	ONION SERVICE MARK SPECIFIC GOODS	UNITED STATES	197340 MAY 19, 1996 ONION PICTURES-POST RE-ORGANIZATION	MAY 19, 2006 FILED MAY 19, 2002
VI1000008-0 LU 1573	ONION PICTURES CORPORATION	ONION IN TOWN SERVICE MARK SPECIFIC GOODS	UNITED STATES	154995 JUN 20, 1999 ONION PICTURES-POST RE-ORGANIZATION ACTION NOT TAKEN	JUN 20, 2009 FILED JUN 20, 1995
VI1050135-3 EP 0000	ONION PICTURES CORPORATION	ONION IN TOWN SERVICE MARK SPECIFIC GOODS	UNITED STATES	ONION PICTURES-POST RE-ORGANIZATION UNDESPATCHED	1995
VI1060250-1 EP 0000	ONION PICTURES CORPORATION	ONION INTERACTIVE & SERVICE SPECIFIC GOODS	UNITED STATES	79219190 DEC 10, 1990 ONION PICTURES-POST RE-ORGANIZATION	1995
VI1070193-6 LU 6676	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	UNITED STATES	152359 FEB 07, 1999 ONION PICTURES-POST RE-ORGANIZATION	FEB 07, 2009 FILED
VI1000296-0 LU 1097	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	UNITED STATES	1597398 SEP 20, 1999 ONION PICTURES-POST RE-ORGANIZATION	SEP 20, 2009 FILED
VI10900250-1 LU 0127	ONION PICTURES CORPORATION	ONION SPECIFIC GOODS	UNITED STATES	1409202 AUG 07, 1990 ONION PICTURES-POST RE-ORGANIZATION	AUG 07, 2000 FILED

CODES	REGISTRANT / APPLICANT	TRADEMARK	COUNTRY	NUMBER/DATE	DUE DATE
VI19101753-9 RP 0000	ORION PICTURES CORPORATION	ORION CLASSIFICATION: 00009,00041 GOODS: SPECIFIC GOODS	VENEZUELA	REGU94004213 MAY 23, 1994	MAY 23, 2004
VI1910055-6 LO 10419	JOINT APPLICANTS: ORION ENTERTAINMENT CORPORATION AND TAMRA PRODUCTIONS, INC.	AEROBICISE CLASSIFICATION: 00090 GOODS: SPECIFIC GOODS	VENEZUELA	APR 24, 1996	APR 24, 2001
VI20102222-9 LO 6410 R	ORION PICTURES CORPORATION	PILMAYS IN STILLEO TYPE CLASSIFICATION: 00090 GOODS: SPECIFIC GOODS	VENEZUELA	104791-P NOV 30, 1993	NOV 30, 1998
VI19101954-7 LO 7544	ORION T.V. PRODUCTIONS, INC.	INVERSIEP E HONDEMAN CLASSIFICATION: 00020 GOODS: SPECIFIC GOODS	VENEZUELA	121495F MAY 09, 1996	MAY 09, 2001
VI19101955-8 AL 0652	ORION T.V. PRODUCTIONS, INC.	INVERSIEP E HONDEMAN CLASSIFICATION: 00096 GOODS: SPECIFIC GOODS	VENEZUELA	DISPATCHED ORION PICTURES-POST RE-ORGANIZATION	1994 R
VI19101956-9 LO 7543	ORION T.V. PRODUCTIONS, INC.	INVERSIEP E HONDEMAN CLASSIFICATION: 00090 GOODS: SPECIFIC GOODS	VENEZUELA	121496F MAY 09, 1996	MAY 09, 2001
VI19101957-0 LO 7545	ORION T.V. PRODUCTIONS, INC.	INVERSIEP E HONDEMAN CLASSIFICATION: 00090 GOODS: SPECIFIC GOODS	VENEZUELA	121497F MAY 09, 1996	MAY 09, 2001
VI19101958-0 AL 2091	ORION T.V. PRODUCTIONS, INC.	LOVERN IN ELECTRONIC LETTERS AND B EVIC CLASSIFICATION: 00022 GOODS: SPECIFIC GOODS	VENEZUELA	0900/03 NOV 09, 1993	NOV 09, 1998
VI19101959-9 AL 0413	ORION T.V. PRODUCTIONS, INC.	KOTENY IN ELECTRONIC LETTERS AND B EVIC CLASSIFICATION: 00096 GOODS: SPECIFIC GOODS	VENEZUELA	DISPATCHED ORION PICTURES-POST RE-ORGANIZATION CANCELED BEFORE FILING	1994 R

**SCHEDULE 1
to Trademark
Security Agreement**

TRADEMARKS

(NY) 27009/390/SA/trade.sa.wpd

**TRADEMARK
REEL: 001970 FRAME: 0346**

Division:

Trademark	Status	Case Number	Application Number	Filing Date	Registration Number	Registration Date	Renewal Date	Category
Country: US United States of America								
A CANNON FILMS RELEASE	Registered	56025	73613310	06-Aug-86	1810481	14-Dec-93	14-Dec-03	CNP
Owner: Metro-Goldwyn-Mayer Inc.								
BLOWN AWAY	Published	11739	74586278	17-Oct-94				THP
Classes: 9								
Owner: Metro-Goldwyn-Mayer Inc.								
BLOWN AWAY POLICE BOMB SQUAD UNIT & Device	Published	11740	74547280	08-Jul-94				THP
Classes: 9, 25, 41								
Owner: Metro-Goldwyn-Mayer Inc.								
CANNON	Registered	56023	73613314	06-Aug-86	1811153	14-Dec-93	14-Dec-03	CNP
Classes: 9, 25, 28, 41								
Owner: Metro-Goldwyn-Mayer Inc.								
Cannon Logo	Registered	56024	73613313	06-Aug-86	1475363	02-Feb-88	02-Feb-98	CNP
Classes: 41								
Owner: Metro-Goldwyn-Mayer Inc.								
Cannon Logo	Registered	56026	73613297	06-Aug-86	1439047	12-May-87	12-May-07	CNP
Classes: 41								
Owner: Metro-Goldwyn-Mayer Inc.								
CARTOON MOVIESTARS	Registered	11741	73751762	13-Sep-88	1619490	30-Oct-90	30-Oct-00	THP
Classes: 9								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
CARTOON MOVIESTARS with Lion Logo	Registered	11742	73751764	13-Sep-88	1596138	15-May-90	15-May-00	CPM
Classes: 9								
Owner: Metro-Goldwyn-Mayer Lion Corp.								
CYBERDAWG	Pending	54096	75072859	14-Mar-96				IN
Classes: 9, 16, 25, 28, 41								
Owner: Metro-Goldwyn-Mayer Inc.								
CYBERTHUG	Published	54097	75072858	14-Mar-96				IN
Classes: 9, 16, 25, 28, 41								
Owner: Metro-Goldwyn-Mayer Inc.								
E:KIDS	Pending	54098	75194017	06-Nov-96				THP
Classes: 9, 16, 25, 28, 41, 42								
Owner: Metro-Goldwyn-Mayer Inc.								

AMSTER, ROTHSTEIN & EBENSTEIN

COUNSELORS AT LAW

PATENTS • TRADEMARKS • COPYRIGHTS

90 PARK AVENUE

NEW YORK, NEW YORK 10016

(212) 697-5995

JESSE ROTHSTEIN (RETIRED)

INTERNATIONAL DEPARTMENT

DAVID R. BROWN*

PATRICK E. BOLAND**

FACSIMILE NOS.

212-286-0854

212-286-0082

*NON-LAWYER

**NOT ADMITTED

IN NEW YORK

MORTON AMSTER
DANIEL S. EBENSTEIN
PHILIP H. GOTTFRIED
MICHAEL J. BERGER
NEIL M. ZIPKIN
ANTHONY F. LO CICERO
JOEL E. LUTZKER
KAREN ARTZ ASH
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JOHN C. GARCES
BETH KOTRAN
MARK J. ROSENBERG
MICHAEL V. SOLOMITA
CHARLES DOYLE, PH.D.**
HOLLY PEKOWSKY

August 13, 1998

via Express Mail

Honorable Commissioner of
Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Attn: Trademark Assignment Branch

Re: Morgan Guaranty Trust Company/ MGM
Amended and Restated Trademark Security Agreement
(Metro-Goldwyn-Mayer Studios Inc., Orion Pictures Corporation
and Subsidiaries/ Morgan Guaranty Trust Company)
U.S. Trademark Reg. No. 1,810,481, et al.
Our File 60750-4

Dear Sir:

Enclosed for filing and recordation please find Amended and Restated Trademark Security Agreement, dated October 15, 1997, made by Metro-Goldwyn-Mayer Studios Inc. (formerly known as Metro-Goldwyn-Mayer Inc.), Orion Pictures Corporation (Orion Pictures Corporation together with Metro-Goldwyn-Mayer Studios, Inc., the "Borrowers"), and certain material subsidiaries of the Borrowers signatories thereto (the "Guarantors", and together with the Borrowers, the "Grantors") in favor of

45454.1

"Express Mail" mailing label number EM 50780460705.

Date of Deposit 8/13/98

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner of Patents and Trademarks, Washington, D.C. 20231.

John Ellison
John Ellison
(Signature of person mailing paper or fee)

TRADEMARK

REEL: 001970 FRAME: 0348

Morgan Guaranty Trust Company of New York, as agent (in such capacity the "Grantee").

By this enclosed document, the Guarantors grant and convey to the Grantee for its benefit and the ratable benefit of the Lenders, a security interest in the entire right, title and interest in and to certain U.S. trademark registrations and applications identified in the annexed Schedule I to Amended and Restated Trademark Agreement.

Kindly record this Amended and Restated Trademark Security Agreement against each of the U.S. trademark registrations and applications identified in Schedule I annexed thereto, in the Trademark Assignee Index.

Also enclosed is a check in the amount of \$2,490.00, representing payment of the fees incurred in connection with such filing and recordation. Kindly charge any additional costs to the Deposit Account of Amster, Rothstein & Ebenstein, Account No. 01-1785.

Kindly address any inquiries concerning this matter to the attention of the undersigned at the above address.

Respectfully submitted,

AMSTER, ROTHSTEIN & EBENSTEIN



Jane Ungaro

JU/org
Encls.

cc: Quimby Pierce (w/ encl.)
Metro-Goldwyn-Mayer Studios Inc.

Eric R. Dann (w/ encl.)
Davis Polk & Wardwell

AMSTER, ROTHSTEIN & EBENSTEIN

OCT 11 1999

ATTORNEYS AT LAW

PATENTS • TRADEMARKS • COPYRIGHTS

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TELEPHONE: (212) 697-5995

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ALISON R. KELLY

*NOT ADMITTED IN NEW YORK

October 7, 1999

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Hwy
Suite 320
Washington DC 20231

Re: Morgan Guaranty Trust/MGM
Our File 60975/3

Dear Sir:

Enclosed for recordation is Document ID No. 100800010 which was previously submitted for recordation. The deficiency in the document has been corrected. We note that an Amster, Rothstein & Ebenstein check in the amount of \$2,490.00 was previously submitted as evidenced by the receipt stamped on the PTO cover sheet originally submitted. Kindly record the enclosed document and return the same to us at your earliest convenience. If you have any questions regarding the enclosed please contact the undersigned at 212-697-5995 or by email at jungaro@arelaw.com.

Very truly yours,

AMSTER, ROTHSTEIN & EBENSTEIN



Jane Ungaro

JSU/
Encl.

93134.1

TRADEMARK
REEL: 001970 FRAME: 0350



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

NOVEMBER 20, 1998

PTAS

AMSTER, ROTHSTEIN & EBENSTEIN
JANE UNGERO
90 PARK AVENUE
NEW YORK, NY 10016



100800010A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 100800010

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE DOCUMENT SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE EXECUTION DATE OF THE ASSIGNMENT DOCUMENT IS AFTER THE PATENT AND TRADEMARK OFFICE MAIL ROOM DATE.

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

TRADEMARK
REEL: 001970 FRAME: 0351



Tab settings

To the Honorable Commissioner of Patents and

100800010

original documents or copy thereof.

1. Name of conveying party(ies): MRD
Metro-Goldwyn-Mayer Studios, Inc.
 (f.k.a. Metro-Goldwyn-Mayer Inc.) 8-14-98

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

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

2. Name and address of receiving party(ies)
 Name: Morgan Guaranty Trust Company of New York
 Internal Address: _____
 Street Address: 60 Wall Street
 City: New York State: NY ZIP: 10265

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 15, 1998

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

A. Trademark Application No.(s) SEE ATTACHED

B. Trademark Registration No.(s) SCHEDULE 1

Additional numbers attached? Yes No

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

Name: Jane Ungaro, Esq.
 Internal Address: _____
AMSTER, ROHSSTEIN & EBENSTEIN

 Street Address: 90 Park Avenue

 City: New York State: NY ZIP: 10016

6. Total number of applications and registrations involved: 99

7. Total fee (37 CFR 3.41)..... \$2,490.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
01-1785
 (Attach duplicate copy of this page if paying by deposit account)

10/18/1998 SMITH 00000045 73613210
 11 FC:481 40.00 DP
 12 FC:482 2450.00 DP

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.

Jane Ungaro *Jane Ungaro* August 13 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

CONVEYING PARTIES

Metro-Goldwyn-Mayer Studios Inc.

Orion Pictures Corporation

Metro-Goldwyn-Mayer Animation Inc.

Metro-Goldwyn-Mayer Home Entertainment Inc.

Metro-Goldwyn-Mayer Lion Corp.

Metro-Goldwyn-Mayer Overseas Inc.

Metro-Goldwyn-Mayer Pictures Inc.

MGM International Inc.

MGM/UA, Inc.

MGM Worldwide Television Productions Inc.

Pathe Releasing Corp.

United Artists China, Inc.

United Artists Corporation

United Artists Pictures Inc.

Beverly Hills Ninja Productions, Inc.

Donna Music Publications

Flipper Productions

Goldwyn Entertainment Company

Goldwyn Entertainment Company Ltd.

Heritage Entertainment, Inc.

MCEG Sterling Entertainment

Midnight Blue Productions, Inc.

Motion Picture Corporation of America

OPC Music Publishing, Inc.

Orion Home Entertainment Corporation

Orion Pictures Distribution Corporation

Orion TV Productions, Inc.

The War At Home Productions, Inc.

Virgin Vision