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| <b>United States Bankruptcy Court</b><br>Southern District of New York | <b>Voluntary Petition</b> |
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| Name of Debtor (if individual, enter Last, First, Middle):<br><b>MGM Holdings Inc.</b>             | Name of Joint Debtor (Spouse) (Last, First, Middle):   |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |

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| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):<br><b>56-2500545</b> | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): |
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| Street Address of Debtor (No. and Street, City, and State):<br><b>10250 Constellation Blvd.</b><br><b>Los Angeles, CA</b><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 90067</div> | Street Address of Joint Debtor (No. and Street, City, and State):<br><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> |
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| County of Residence or of the Principal Place of Business:<br><b>Los Angeles County</b> | County of Residence or of the Principal Place of Business: |
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| Mailing Address of Debtor (if different from street address):<br><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> | Mailing Address of Joint Debtor (if different from street address):<br><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> |
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| Location of Principal Assets of Business Debtor (if different from street address above):<br><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> | Location of Principal Assets of Business Debtor (if different from street address above):<br><br><div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> |
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| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check <b>one</b> box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | <b>Nature of Business</b><br>(Check <b>one</b> box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other<br><br><b>Entertainment Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding<br><br><hr/> <b>Nature of Debts</b><br>(Check one box.)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts. |
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| <b>Filing Fee</b> (Check one box.)<br><br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | <b>Chapter 11 Debtors</b><br><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.<br><br><b>Check all applicable boxes:</b><br><input checked="" type="checkbox"/> A plan is being filed with this petition.<br><input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
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| <b>Statistical/Administrative Information</b><br>(statistical information provided on a consolidated basis)<br><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  | <b>THIS SPACE IS FOR COURT USE ONLY</b> |
| <b>Estimated Number of Creditors</b><br><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000  |   |
| <b>Estimated Assets</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion      |   |
| <b>Estimated Liabilities</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion |   |

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| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i> | Name of Debtor(s):<br><b>MGM Holdings Inc.</b> |
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

|                       |              |             |
|-----------------------|--------------|-------------|
| Location Where Filed: | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

|   |               |             |
|---|---------------|-------------|
| Name of Debtor:<br><b>See attached Annex 1</b>    | Case Number:  | Date Filed: |
| District:<br><b>Southern District of New York</b> | Relationship: | Judge:      |

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| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p><b>X</b> _____<br/>Signature of Attorney for Debtor(s) (Date)</p> |
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**  
(This page must be completed and filed in every case.)

Name of Debtor(s):  
**MGM Holdings Inc.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Jay M. Goffman

Signature of Attorney for Debtor(s)  
Jay M. Goffman

Printed Name of Attorney for Debtor(s)  
Skadden, Arps, Slate, Meagher & Flom LLP

Firm Name  
Four Times Square

Address  
New York, New York 10036

(212) 735-3000

Telephone Number  
11/2/2010

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Stephen F. Cooper

Signature of Authorized Individual  
Stephen F. Cooper

Printed Name of Authorized Individual  
Member of the Office of the CEO

Title of Authorized Individual  
11/2/2010

Date

**Annex 1**  
**SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

| <b>DEBTOR<br/>(Other names used by the Debtor)</b> | <b>TAX ID NO</b>  |
|--|-------------------|
| Aidart Distributors Corp.                          | 13-6135491        |
| Aidart Pictures, Inc.                              | 13-6135384        |
| Albino Alligator Productions, Inc.                 | 95-4533875        |
| Alpha Library Company, Inc.                        | 95-4590796        |
| Altar Productions, Inc.                            | 95-3928257        |
| American International Pictures, Inc.              | 95-3898645        |
| Ameriglad Holdings LLC                             | 39-2070618        |
| Backlot Productions Inc.                           | 95-4860998        |
| Band Films, Inc.                                   | 95-3879273        |
| Beginning To Roar Inc.                             | 95-4662104        |
| Beta Library Company, Inc.                         | 95-4630381        |
| Beverly Hills Ninja Productions, Inc.              | 95-4548625        |
| Brighton Productions, Inc.                         | 95-3312978        |
| Candantino Music, Inc.                             | 52-1602101        |
| Canzone Music, Inc.                                | 13-2624793        |
| Carcassonne Productions Inc.                       | 56-2334777        |
| Charles Band Films, Inc.                           | 95-3948813        |
| Cosmic Title Corp.                                 | 95-4624439        |
| Days Picture Corporation                           | 13-6135419        |
| Dayton Film Productions, Inc.                      | 95-3408062        |
| Delta Library Company, Inc.                        | 95-4550364        |
| Delta Library Holdings, Inc.                       | 95-4550362        |
| Domestic Library Acquisition, LLC                  | 95-4823504        |
| Donna Music Publications                           | 95-6080697        |
| El Paso Films LLC                                  | No EIN Applicable |
| Empire Entertainment, Inc.                         | 95-3979268        |
| Epic Pictures Enterprises, Inc.                    | 95-4158563        |
| Epsilon Library Company, Inc.                      | 95-4595687        |
| F.P. Productions                                   | 95-2041603        |
| Famous Artists Agency, Inc.                        | 95-0729360        |
| Famous Artists Productions, Inc.                   | 95-1906073        |

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| First Walnut Inc.                                | 95-4671828 |
| Flipper Productions, Inc.                        | 95-1782000 |
| Foreign Library Acquisition LLC                  | 95-4823506 |
| G-2 Entertainment Company                        | 95-4438510 |
| G26 Company                                      | 95-4704218 |
| Gamma Library Company, Inc.                      | 95-4613426 |
| Ghoulies Productions, Inc.                       | 95-3887449 |
| Grand Talk Inc.                                  | 95-4640421 |
| Heritage Entertainment, Inc.                     | 95-4053860 |
| Ivan Tors Music, Inc.                            | 95-2511516 |
| JH Productions Inc.                              | 95-2496446 |
| Lambda Library Company, Inc.                     | 95-4617880 |
| Lexyn Productions, Inc.                          | 95-3929055 |
| Lion Independent Television Inc.                 | 95-4032675 |
| Lopert Pictures Corporation                      | 13-1923659 |
| Maple Street Entertainment Inc.                  | 95-4431927 |
| Massachusetts Productions LLC                    | 94-3469889 |
| MCEG Sterling Computer Services                  | 95-4140553 |
| MCEG Sterling Development                        | 95-4126070 |
| MCEG Sterling Entertainment                      | 95-2214871 |
| MCEG Sterling Productions                        | 95-4180219 |
| Media Resources Credit Corporation               | 13-3528381 |
| Metro Pictures Corporation of America            | 95-3993708 |
| Metro-Goldwyn-Mayer Animation Inc.               | 13-1828183 |
| Metro-Goldwyn-Mayer Distribution Co.             | 95-4486465 |
| Metro-Goldwyn-Mayer Home Entertainment LLC       | 57-1148596 |
| Metro-Goldwyn-Mayer Inc.                         | 95-4605850 |
| Metro-Goldwyn-Mayer India, Ltd.                  | 13-6067411 |
| Metro-Goldwyn-Mayer Interactive Productions Inc. | 95-4624446 |
| Metro-Goldwyn-Mayer Lion Corp.                   | 95-4069019 |
| Metro-Goldwyn-Mayer Motion Picture Co.           | 13-6067407 |
| Metro-Goldwyn-Mayer Music Inc.                   | 95-4599144 |
| Metro-Goldwyn-Mayer of China, Inc.               | 13-6067416 |
| Metro-Goldwyn-Mayer Online Inc.                  | 95-4599142 |
| Metro-Goldwyn-Mayer Overseas Inc.                | 95-4553054 |
| Metro-Goldwyn-Mayer Pictures Inc.                | 95-4158381 |
| Metro-Goldwyn-Mayer Studios Inc.                 | 95-4452285 |
| MGM and UA Services Company                      | 95-4504664 |
| MGM Development Inc.                             | 13-1896288 |
| MGM Digital Development Inc.                     | 82-0538570 |
| MGM Direct Inc.                                  | 95-4755519 |
| MGM Domestic Digital Media Inc.                  | 38-3745458 |
| MGM Domestic Networks LLC                        | 37-1553966 |
| MGM Domestic Television Distribution LLC         | 95-4667114 |
| MGM Domestic TV Networks LLC                     | 80-0195553 |

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| MGM Franchise Film Co. LLC                     | 36-4641196        |
| MGM Global Holdings Inc.                       | 95-4640420        |
| MGM HD Productions LLC                         | 37-1553969        |
| MGM Holdings Inc.                              | 56-2500545        |
| MGM Holdings II Inc.                           | 56-2500553        |
| MGM Home Entertainment Distribution Corp.      | 95-4704219        |
| MGM Interactive Inc.                           | 95-4599140        |
| MGM International Digital Media Inc.           | 32-0185923        |
| MGM International Television Distribution Inc. | 95-4599146        |
| MGM LAPTVC LLC                                 | 57-1148600        |
| MGM Lion Prints LLC                            | 90-0111624        |
| MGM ME Inc.                                    | 95-4845950        |
| MGM Middle East Co.                            | 95-4827252        |
| MGM Networks Inc.                              | 95-4599139        |
| MGM Networks U.S. Inc.                         | 02-0615668        |
| MGM NMOC LLC                                   | No EIN Applicable |
| MGM North America Holdings Inc.                | 95-4798180        |
| MGM On Demand Inc.                             | 95-4877733        |
| MGM Super Productions Inc.                     | 95-4645760        |
| MGM Television Australia Inc.                  | 95-4566697        |
| MGM Television Entertainment Inc.              | 95-4495886        |
| MGM/UA, Inc.                                   | 95-4114327        |
| Midnight Blue Productions, Inc.                | 95-4550624        |
| Musicways, Inc.                                | 95-2980079        |
| NSNA Co.                                       | 95-4708219        |
| Omega Library Company, Inc.                    | 13-4051773        |
| OPC Music Publishing, Inc.                     | 95-2581750        |
| Orion Film Classics Company                    | 95-3441269        |
| Orion Home Entertainment Corporation           | 22-2683277        |
| Orion Music Publishing, Inc.                   | 95-2980080        |
| Orion Pictures Corporation                     | 95-4556565        |
| Orion Pictures Distribution Corporation        | 95-3304776        |
| Orion Pictures Library Acquisition Co., Inc.   | 95-4717564        |
| Orion Productions Company                      | 95-4474270        |
| Orion TV Productions, Inc.                     | 13-1845120        |
| P & F Acquisition Corp.                        | 95-4671825        |
| Panther & Pals LLC                             | 39-2070615        |
| Partnership Picture Corp.                      | 13-6135506        |
| Pathe Entertainment Moviesongs, Inc.           | 95-4311605        |
| Pathe Entertainment Music, Inc.                | 95-4286954        |
| Pathe Films Inc.                               | 13-2986269        |
| Pathe Releasing Corp.                          | 95-4016244        |
| Pathe TS, Inc.                                 | 95-4059724        |
| PFE Library Acquisition Company, Inc.          | 95-4667397        |
| Purple Photoplays, Inc.                        | 13-6135516        |

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| Red Corner Production Inc.                | 95-4566696 |
| Sarafilms Productions Inc.                | 73-1688750 |
| She Spies Inc.                            | 82-0538571 |
| Sigma Library Company, Inc.               | 95-4544038 |
| Singles Productions, Inc.                 | 95-4132051 |
| Tangled Web Productions Inc.              | 95-4612384 |
| Taryn Productions, Inc.                   | 95-4029289 |
| The Azimuth Company, Inc.                 | 95-1954392 |
| The Mirisch Corporation of Delaware       | 95-2217975 |
| The War At Home Productions, Inc.         | 95-4545415 |
| THIS Network LLC                          | 32-0257547 |
| Three P Holdings LLC                      | 39-2070611 |
| Three Pictures Corporation                | 94-1712157 |
| Time Production Inc.                      | 32-0015217 |
| Turbo Productions Inc.                    | 95-4890066 |
| U.A. of Brazil, Inc.                      | 13-1861300 |
| U/A Music, Inc.                           | 95-3896686 |
| United Artists China, Inc.                | 13-1690539 |
| United Artists Corporation                | 95-4080805 |
| United Artists Corporation of Egypt       | 13-6117113 |
| United Artists Corporation of Puerto Rico | 13-6117082 |
| United Artists Europa, Inc.               | 13-2668608 |
| United Artists Films (Mr. Accident) Inc.  | 95-4705814 |
| United Artists Films Company              | 95-4140289 |
| United Artists Films Inc.                 | 95-4669459 |
| United Artists Music (Belgium), Inc.      | 13-2920328 |
| United Artists Music Inc.                 | 95-4861000 |
| United Artists Overseas, Inc.             | 13-6119153 |
| United Artists Pictures Inc.              | 13-1424060 |
| United Artists Productions Inc.           | 95-4566698 |
| United Artists Records Inc.               | 95-4861002 |
| United Artists Television Corp.           | 13-1686624 |
| United Lion Music, Inc.                   | 95-3896688 |
| Ventura/Gloria Films Inc.                 | 95-4781258 |
| Virgin Vision, Inc.                       | 95-4035628 |
| Wargames II Productions Inc.              | 95-4827250 |
| Webspinner Inc.                           | 95-4624449 |
| Wizard Video, Inc.                        | 95-3585047 |
| Zeta Library Company, Inc.                | 13-4009714 |

**MGM HOLDINGS INC.**

Secretary's Certificate

The undersigned, being the Secretary of MGM Holdings Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of resolutions duly adopted by the board of directors (the "Board") of the Company on October 31, 2010 (the "Resolutions"), and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, has executed and caused this certificate to be delivered as of October 31, 2010.

MGM HOLDINGS INC.

By: /s/ Scott Packman  
Name: Scott Packman  
Title: Executive Vice President,  
General Counsel and Secretary



**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
MGM HOLDINGS INC.**

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by this Company for relief under Chapter 11 of the Bankruptcy Code is hereby authorized and approved; and it is further

RESOLVED, that any officer of the Company (each an "Authorized Officer") is hereby authorized and directed on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as said officers executing the same shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that any Authorized Officer is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Authorized Officer or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the law firm of Klee, Tuchin, Bogdanoff & Stern LLP be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Moelis & Company be, and hereby is, employed as financial advisor for the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to continue to employ CAIR Management, LLC, Stephen F. Cooper, and Zolfo Cooper Management, LLC under the existing Services Agreement dated August 12, 2009, as amended; and it is further

RESOLVED, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals necessary or desirable to assist or represent the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers on behalf of the Company such actions are hereby ratified and confirmed in their entirety.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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 :  
 In re: : Chapter 11  
 :  
 MGM HOLDINGS INC., : Case No. 10-  
 :  
 :  
 Debtor. : (Motion for Joint Administration Pending)<sup>1</sup>  
 :  
 ----- X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS**

This list contains creditors holding the fifty (50) largest unsecured claims against the above-captioned debtor and certain of its affiliates that have commenced chapter 11 cases in this Court (collectively, the "Debtors") as of approximately October 31, 2010. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors. The information presented in the list shall not constitute any admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include persons who come within the definition of "insider" set forth in 11 U.S.C. § 101. In addition, this list does not include any secured creditors where the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims.

| <i>(1) Name of creditor and complete mailing address, including zip code</i> | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
|--|---|---|---|--|

<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

| <i>(1) Name of creditor and complete mailing address, including zip code</i>                                       | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>                                     | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| <p>1. NBC Universal</p> <p>100 Universal City Plaza<br/>Building 1440, 31st Floor<br/>Universal City, CA 91608</p> | <p>Andrea Melville,<br/>Esq. EVP Business &amp;<br/>Legal Affairs</p> <p>andrea.melville@nbc<br/>uni.com</p> <p>(818) 866-5616</p> <p>100 Universal City<br/>Plaza<br/>Building 1440, 31st<br/>Floor<br/>Universal City, CA<br/>91608</p> | Contract  |   | \$34.6 million   |
| <p>2. Showtime Networks, Inc.</p> <p>1633 Broadway, 16th Floor<br/>New York, NY 10019</p>                          | <p>Kent Sevenser</p> <p>kent.sevenser@showti<br/>me.net</p> <p>(212)708-1391</p> <p>1633 Broadway, 16th<br/>Floor<br/>New York, NY<br/>10019</p>  | Advances  | Contingent  | \$25.5 million   |
| <p>3. Rainbow Media Holdings</p> <p>11 Penn Plaza<br/>15th Floor<br/>New York, NY 10001</p>                        | <p>Jamie Gallagher,<br/>EVP and General<br/>Counsel</p> <p>jgallagher@rainbow-<br/>media.com</p> <p>(646) 273-3789</p> <p>11 Penn Plaza<br/>15th Floor<br/>New York, NY<br/>10001</p>   | Advances  | Contingent  | \$ 22.9 million  |
| <p>4. Activision</p> <p>3100 Ocean Park Blvd.<br/>Santa Monica, CA 90405</p>                                       | <p>Gregory Deutsch</p> <p>Gdeutsch@activision<br/>.com</p> <p>(310) 255-2152</p> <p>3100 Ocean Park<br/>Blvd.<br/>Santa Monica, CA<br/>90405</p>  | Advances  | Contingent  | \$ 19.0 million  |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>  | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|---|---|---|---|--|
| <p>5. Deluxe Laboratories, Inc.</p> <p>1377 North Serrano Ave<br/>Hollywood, CA 90027</p>   | <p>Scott Ehrlich</p> <p>Scott.Ehrlich@BYD<br/>ELUXE.COM</p> <p>(323) 389-0506</p> <p>1377 North Serrano<br/>Ave<br/>Hollywood, CA<br/>90027</p>   | Advances  | Contingent  | \$ 14.1 million  |
| <p>6. Turner Entertainment Networks</p> <p>1050 Techwood Drive, NW<br/>4th Floor<br/>Atlanta, GA 30318</p>                          | <p>Tiffany Golden</p> <p>Tiffany.Golden@turn<br/>er.com</p> <p>(404) 885-2414</p> <p>1050 Techwood<br/>Drive, NW<br/>4th Floor<br/>Atlanta, GA 30318</p>  | Advances  | Contingent  | \$ 9.6 million   |
| <p>7. Starz Entertainment LLC</p> <p>8900 Liberty Circle<br/>Englewood, CO 80111</p>  | <p>Michael Roberts</p> <p>Michael.Roberts@sta<br/>rz.com</p> <p>(720) 852-6307</p> <p>8900 Liberty Circle<br/>Englewood, CO<br/>80111</p>   | Advances  | Contingent  | \$ 9.1 million   |
| <p>8. Sonopress (Arvato Digital Services)</p> <p>Carl Bertelsmann<br/>Str 161F<br/>P.O. Box 505<br/>Gutersloh 33311<br/>Germany</p> | <p>Dr. Hermann<br/>Heemeyer</p> <p>+49 524 1735 43</p> <p>Carl Bertelsmann<br/>Str 161F<br/>P.O. Box 505<br/>Gutersloh 33311<br/>Germany</p>  | Contract  |   | \$ 7.3 million   |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>      | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|---|---|---|---|--|
| 9. Motion Picture Industry Plan (IATSE)   | David Wescoe<br>dwescoe@mpiphp.org<br><br>(818) 769-1793<br><br>P.O. Box 1999<br>Studio City, CA<br>91614-1999  | Contract  |   | \$ 6.2 million   |
| 10. Columbia House<br><br>28 East 28th Street<br>8th Floor<br>New York , NY 10016 | Cliffton B. Knight,<br>Jr.<br><br>Clif.Knight@bertelsmann.com<br><br>(212)930-4755<br><br>28 East 28th Street<br>8th Floor<br>New York, NY<br>10016   | Advances  | Contingent  | \$ 4.6 million   |
| 11. Screen Actors Guild<br><br>5757 Wilshire Blvd.<br>Los Angeles, CA 90036-3600  | David White<br><br>dwhite@sag.org<br><br>(323) 549-6605<br><br>5757 Wilshire Blvd.<br>Los Angeles, CA<br>90036-3600   | Contract  |   | \$ 4.6 million   |
| 12. Owens Corning<br><br>2790 Columbus Road<br>Route 16<br>Granville, OH 43023    | James Dottavio<br><br>james.j.dottavio@owenscorning.com<br><br>(740) 321-4475<br><br>2790 Columbus Road<br>Route 16<br>Granville, OH 43023  | Advances  | Contingent  | \$ 4.6 million   |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>               | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| <p>13. Danjaq, LLC</p> <p>2400 Broadway St., Ste. 310<br/>Santa Monica, CA 90404</p>       | <p>Debbie Arvesen</p> <p>debbie.arvesen@danjaq.com</p> <p>(310) 449-3189</p> <p>2400 Broadway St.,<br/>Ste. 310<br/>Santa Monica, CA<br/>90404</p>  | <p>Contract</p>   |   | <p>\$ 4.3 million</p>  |
| <p>14. USA Networks</p> <p>30 Rockefeller Plaza<br/>21st Floor<br/>New York , NY 10112</p> | <p>Russell Friedman</p> <p>Russell.friedman@nbcuni.com</p> <p>(212) 790-3357</p> <p>30 Rockefeller Plaza<br/>21st Floor<br/>New York, NY<br/>10112</p>  | <p>Advances</p>   | <p>Contingent</p>   | <p>\$ 3.5 million</p>  |
| <p>15. Epix</p> <p>1515 Broadway - 43rd Floor<br/>New York , NY 10036</p>                  | <p>Keith Eckert</p> <p>keckert@epixhd.com</p> <p>(212) 846-2194</p> <p>1515 Broadway -<br/>43rd Floor<br/>New York, NY<br/>10036</p>  | <p>Advances</p>   | <p>Contingent</p>   | <p>\$ 3.5 million</p>  |
| <p>16. Tele-Muenchen Fernseh</p> <p>Kaufingerstrasse 24<br/>Munich D-80331<br/>Germany</p> | <p>Bernd Kollmitzer</p> <p>kollmitzer@tmg.de</p> <p>+49 89 290 93 149</p> <p>Kaufingerstrasse 24<br/>Munich D-80331<br/>Germany</p>   | <p>Advances</p>   | <p>Contingent</p>   | <p>\$ 3.1 million</p>  |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>                            | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|---|---|---|---|--|
| <p>17. SyFy Network</p> <p>USA Network<br/>30 Rockefeller Plaza, 18th floor<br/>New York , NY 10112</p> | <p>Chris Weil</p> <p>Christopher.Weil@nbcuni.com</p> <p>(212) 703-8501</p> <p>USA Network<br/>30 Rockefeller Plaza,<br/>18th floor<br/>New York, NY<br/>10112</p>                                     | <p>Contract</p>   |   | <p>\$ 2.6 million</p>  |
| <p>18. Alberto Grimaldi Productions S.A.</p> <p>53 Emleys Hill Road<br/>Cream Ridge, NJ 08514</p>       | <p>Ronald S. Taft, Esq.</p> <p>ronalddaftpc@verizon.net</p> <p>(609) 758-8831</p> <p>53 Emleys Hill Road<br/>Cream Ridge, NJ<br/>08514</p>  | <p>Contract</p>   |   | <p>\$ 2.2 million</p>  |
| <p>19. Comedy Central (MTV Networks)</p> <p>345 Hudson St.<br/>9th Floor<br/>New York , NY 10014</p>    | <p>Meghan Conway</p> <p>meghan.conway@comedycentral.com</p> <p>(212) 767-4284</p> <p>345 Hudson St.<br/>9th Floor<br/>New York, NY<br/>10014</p>  | <p>Advances</p>   | <p>Contingent</p>   | <p>\$ 2.1 million</p>  |
| <p>20. Writers Guild of America</p> <p>7000 West Third Street<br/>Los Angeles, CA 90048-4329</p>        | <p>David Young</p> <p>dyoung@wga.org</p> <p>(323) 782-4801</p> <p>7000 West Third Street<br/>Los Angeles, CA<br/>90048-4329</p>   | <p>Contract</p>   |   | <p>\$ 2.0 million</p>  |



| <i>(1) Name of creditor and complete mailing address, including zip code</i>                             | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| <p>21. Spike TV (MTV Networks)</p> <p>345 Hudson St.<br/>7th Floor<br/>New York , NY 10014</p>           | <p>Aleena Maher</p> <p>Aleena.Maher@spike tv.com</p> <p>201 766-7076</p> <p>345 Hudson St.<br/>7th Floor<br/>New York, NY 10014</p>   | Advances  | Contingent  | \$ 2.0 million   |
| <p>22. Directors Guild of America</p> <p>7920 Sunset Boulevard<br/>Los Angeles, CA 90046</p>             | <p>Jay Roth</p> <p>jd Roth@dga.org</p> <p>(310) 289-2029</p> <p>7920 Sunset Boulevard<br/>Los Angeles, CA 90046</p>   | Contract  |   | \$ 2.0 million   |
| <p>23. Chartoff-Winkler Productions</p> <p>11812 San Vicente Blvd, Ste.200<br/>Los Angeles, CA 90049</p> | <p>Matthew Fishburn</p> <p>matt@brentwoodmg mt.com</p> <p>(310) 820-5354</p> <p>c/o Brentwood Management Group</p> <p>11812 San Vicente Blvd, Ste.200<br/>Los Angeles, CA 90049</p>                   | Contract  |   | \$ 1.9 million   |
| <p>24. NRJ 12</p> <p>46-50 Avenue Theophile Gautier<br/>Paris, France 75016</p>                          | <p>Damien Masson</p> <p>dmasson@nrj.fr</p> <p>+33 (0)14 071 3492</p> <p>46-50 Avenue Theophile Gautier<br/>Paris, France 75016</p>  | Advances  | Contingent  | \$ 1.9 million   |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>   | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| <p>25. Rogue Marble Productions of Florida, Inc.</p> <p>c/o Boulevard Management<br/>21731 Ventura Blvd. Ste. 300<br/>Woodland Hills, CA 91364</p> | <p>Gina De Maria</p> <p>shannon@blvdmgmt.com</p> <p>(818) 592-6363</p> <p>c/o Boulevard Management<br/>21731 Ventura Blvd. Ste. 300<br/>Woodland Hills, CA 91364</p>                                  | <p>Contract</p>   |   | <p>\$ 1.5 million</p>  |
| <p>26. MBC FZ LLC</p> <p>Dubai Media City<br/>P.O. Box 72627<br/>Dubai</p>   | <p>Carlie Goode</p> <p>carlie.goode@mbc.net</p> <p>971 4 391 8195</p> <p>Dubai Media City<br/>P.O. Box 72627<br/>Dubai</p>  | <p>Advances</p>   | <p>Contingent</p>   | <p>\$1.4 million</p>   |
| <p>27. Deluxe Digital Media Management Inc.</p> <p>200 South Flower Street<br/>Burbank, CA 91502</p>   | <p>Gray Ainsworth</p> <p>Gray.Ainsworth@bydeluxe.com</p> <p>(818) 525-2137</p> <p>200 South Flower Street<br/>Burbank, CA 91502</p>   | <p>Contract</p>   |   | <p>\$1.3 million</p>   |
| <p>28. Disney Channel</p> <p>3800 W. Alameda Avenue<br/>Suite 532B<br/>Burbank, CA 91505</p>   | <p>Vince Charles</p> <p>Vince.Charles@disney.com</p> <p>(818) 569-4832</p> <p>3800 W. Alameda Avenue<br/>Suite 532B<br/>Burbank, CA 91505</p>   | <p>Advances</p>   | <p>Contingent</p>   | <p>\$1.2 million</p>   |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>  | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|---|---|---|---|--|
| <p>29. Ricky Dean, Inc. f/s/o Richard Dean Anderson</p> <p>c/o ICM<br/>10250 Constellation Blvd<br/>Los Angeles, CA 90067</p> | <p>Leigh Brillstein</p> <p>lbrillstein@icmtalent.com</p> <p>(310) 228-6891</p> <p>c/o ICM<br/>10250 Constellation Blvd<br/>Los Angeles, CA 90067</p>  | <p>Contract</p>   |   | <p>\$1.2 million</p>   |
| <p>30. Mclaughlin &amp; Stern, LLP</p> <p>260 Madison Avenue<br/>New York, NY 10016</p>                                       | <p>Alvin Deutsch</p> <p>adeutsch@mclaughlinstern.com</p> <p>(212) 448-0066</p> <p>260 Madison Avenue<br/>New York, NY 10016</p>   | <p>Contract</p>   |   | <p>1.2 million</p>   |
| <p>31. ABC Family</p> <p>3800 West Alameda Ave<br/>MC #536<br/>Burbank, CA 91505</p>  | <p>Beverly Luevano</p> <p>Beverly.Luevano@disney.com</p> <p>(818) 563-4096</p> <p>3800 West Alameda Ave<br/>MC #536<br/>Burbank, CA 91505</p>   | <p>Advances</p>   | <p>Contingent</p>   | <p>\$1 million</p>   |
| <p>32. ProSiebenSat.1 Media AG</p> <p>Medienallee 7<br/>Unterfohring<br/>Germany, 85774</p>                                   | <p>Ruediger Boess</p> <p>ruediger.boess@prosiebensat1.de</p> <p>+49 899 5071 899</p> <p>Medienallee 7<br/>Unterfohring<br/>Germany, 85774</p>   | <p>Advances</p>   | <p>Contingent</p>   | <p>\$1 million</p>   |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>   | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| 33. Netflix, Inc.<br><br>345 North Maple Drive, Suite 300<br>Beverly Hills, CA 90210   | Cindy Holland<br><br>cholland@netflix.com<br><br>(310) 734-2999<br><br>345 North Maple Drive, Suite 300<br>Beverly Hills, CA 90210  | Advances  | Contingent  | \$1 million  |
| 34. Pacific Western Productions, Inc.<br><br>c/o Valhalla Motion Pictures<br>3201 Cahuenga Blvd. West<br>Los Angeles, CA 90068 | Gale Anne Hurd<br><br>(323) 850-3041<br><br>c/o Valhalla Motion Pictures<br>3201 Cahuenga Blvd. West<br>Los Angeles, CA 90068   | Contract  |   | \$1 million  |
| 35. MTV OY<br><br>Ilmalantori 2c<br>Helsinki, Finland  | Jani Hartikainen<br><br>Jani.Hartikainen@mtv3.fi<br><br>+358 10 300 5484<br><br>Ilmalantori 2c<br>Helsinki, Finland   | Advances  | Contingent  | \$1 million  |
| 36. MTV Networks<br><br>1515 Broadway<br>42nd Floor<br>New York, NY 10036  | Joshua Vodnoy<br><br>joshua.vodnoy@mtvstaff.com<br><br>(212) 846-1849<br><br>1515 Broadway<br>42nd Floor<br>New York, NY 10036  | Advances  | Contingent  | \$1 million  |
| 37. TV2/Danmark<br><br>Rugaardsvej 25<br>Odense C<br>Denmark DK-5100   | Birgit Rasmussen<br><br>biuh@tv2.dk<br><br>+45 65 211 499<br><br>Rugaardsvej 25<br>Odense C<br>Denmark DK-5100  | Advances  | Contingent  | \$1 million  |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>   | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>                       | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| <p>38. Telecine Programacao de Films</p> <p>Av. das Américas, 1650<br/>Bloco 05 Sala T 09 A<br/>Rio De Janeiro RJ<br/>Brazil 22640-101</p>             | <p>Felipe Mendlowicz Prado</p> <p>mprado@telecine.com.br</p> <p>55 21 21458295</p> <p>Av. das Américas,<br/>1650<br/>Bloco 05 Sala T 09 A<br/>Rio De Janeiro RJ<br/>Brazil 22640-101</p>                                    | Advances  | Contingent  | \$1 million  |
| <p>39. Home Box Office</p> <p>1100 Avenue of the Americas<br/>New York, NY 10036-6737</p>  | <p>Agnes Letterese</p> <p>Agnes.Letterese@hbo.com</p> <p>(212) 364-4084</p> <p>1100 Avenue of the Americas<br/>New York, NY<br/>10036-6737</p>  | Advances  | Contingent  | \$0.9 million  |
| <p>40. Comarex S.A. de C.V.</p> <p>Bosques De Duraznos No. 69-905<br/>Col. Bosques De Las Lomas D.F.<br/>CP 11700</p>                                  | <p>Agustin Chanona</p> <p>achanona@tvazteca.com.mx</p> <p>52 55 5251-1409<br/>(press 514 during recorded message to send fax)</p> <p>Bosques De Duraznos<br/>No. 69-905<br/>Col. Bosques De Las Lomas D.F.<br/>CP 11700</p> | Advances  | Contingent  | \$0.9 million  |
| <p>41. Acme Writing Co. Ltd. f/s/o Brad Wright</p> <p>c/o The Rothman Brecher Agency<br/>9250 Wilshire Blvd, Penthouse<br/>Beverly Hills, CA 90212</p> | <p>Robb Rothman</p> <p>rrothman@rothmanbrecher.com</p> <p>(310) 247-9888</p> <p>c/o The Rothman Brecher Agency<br/>9250 Wilshire Blvd,<br/>Penthouse<br/>Beverly Hills, CA<br/>90212</p>                                    | Contract  |   | \$0.9 million  |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>   | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| 42. ITV Network Limited<br><br>200 Gray's Inn Road London WC1X 8HF   | Jonathan Vandermeer<br><br>jonathan.vandermeer@itv.com<br><br>+44 20 7843 8158<br><br>200 Gray's Inn Road<br>London WC1X 8HF  | Advances  | Contingent  | \$0.9 million  |
| 43. F.O.R.T.A.<br><br>Goya 22-4<br>Madrid, Spain 28001   | Carmen Marin Arias<br><br>cmarin@forta.es<br><br>+34 915 765 300<br><br>Goya 22-4<br>Madrid, Spain 28001  | Advances  | Contingent  | \$0.9 million  |
| 44. Leopolis TV LTD.<br><br>Island of Nevis<br>P.O. Box 556 Charlestown  | Maria Tishkova<br><br>tishkova@leopolis.ru<br><br>749 56469860<br><br>Island of Nevis<br>P.O. Box 556<br>Charlestown  | Advances  | Contingent  | \$0.8 million  |
| 45. Television Espanola<br><br>Prado del Rey Avda.<br>Radio Televisión, 4<br>Madrid 28223                            | Carmen Lopez<br><br>carmen.lopez@rtve.es<br><br>34 91 346 34 55<br><br>Prado del Rey Avda.<br>Radio Televisión, 4<br>Madrid 28223   | Advances  | Contingent  | \$0.8 million  |
| 46. Big Jools, LLC<br><br>Provident Financial Management<br>2850 Ocean Park Blvd, Suite 300<br>Santa Monica CA 90405 | Paul W. Glass<br><br>paul.w.glass@aexp.com<br><br>(310) 229-5059<br><br>Provident Financial<br>Management<br>2850 Ocean Park<br>Blvd, Suite 300<br>Santa Monica<br>CA 90405                           | Contract  |   | \$0.8 million  |

| <i>(1) Name of creditor and complete mailing address, including zip code</i>                                   | <i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>(5) Amount of claim [if secured also state value of security]</i> |
|--|---|---|---|--|
| 47. Broadmedia Studios Corp.<br><br>1-14-7 Tsukishima<br>Chuo-ku Tokyo<br>104-0052                             | Akiko Yoshikawa,<br>Assistant Gen Mngr<br>Distribution<br><br>a-yoshikawa@bmsd.com<br><br>+81 3 5547 1531<br><br>1-14-7 Tsukishima<br>Chuo-ku Tokyo<br>104-0052                                       | Advances  | Contingent  | \$0.7 million  |
| 48. Televisa S.A. de C.V.<br><br>Av. Chapultepec No. 18<br>Piso 5 - Colonia Doctores<br>México D.F. C.P. 06724 | Mr. Oscar<br>Dominguez Limon<br><br>odomingu@televisa.com.mx<br><br>+52 55 5261 2494<br><br>Av. Chapultepec No. 18<br>Piso 5 - Colonia<br>Doctores<br>México D.F.<br>C.P. 06724                       | Advances  | Contingent  | \$0.7 million  |
| 49. Depatie Freleng Enterprises<br><br>3425 East Stiles Avenue<br>Camarillo CA 9301                            | Rhonda Short<br><br>short3729@aol.com<br><br>(805) 389-1411<br><br>3425 East Stiles<br>Avenue<br>Camarillo CA 93010   | Contract  |   | \$0.7 million  |
| 50. Mirisch Films, Inc.<br><br>Bldg. 1320, Ste. 2-C 100 Universal City Plaza<br>Universal City, CA 91608       | Walter Mirisch<br><br>Mirifilm@aol.com<br><br>(818) 866-1422<br><br>Bldg. 1320, Ste. 2-C<br>100 Universal City<br>Plaza<br>Universal City, CA<br>91608  | Contract  |   | \$0.7 million  |

**DECLARATION UNDER PENALTY OF PERJURY**

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have reviewed the foregoing consolidated list and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper  
Name: Stephen F. Cooper  
Title: Member of the Office of the  
Chief Executive Officer



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re: : Chapter 11  
MGM HOLDINGS INC., : Case No. 10-  
: :  
Debtor. : (Motion for Joint Administration Pending)<sup>1</sup>  
----- X

**CORPORATE OWNERSHIP STATEMENT FOR DEBTORS**

A corporate ownership statement of MGM Holdings Inc. ("Holdings") and certain of its affiliates, the debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"), is filed by attachment hereto in accordance with Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York.

None of the Debtors listed in Exhibit A, attached hereto, own more than ten percent (10%) of the equity interest in any entity whose securities are publicly traded.

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<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have read (i) the corporate ownership statement attached hereto as Exhibit A and (ii) the list of joint ventures in which a Debtor owns an interest attached hereto as Exhibit B, and that each is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper  
Name: Stephen F. Cooper  
Title: Member of the Office of the  
Chief Executive Officer

**EXHIBIT A**

**OWNERSHIP STATEMENT FOR DEBTORS  
IN THESE CHAPTER 11 CASES**

| <b>Debtor Name</b>                        | <b>Corporate Owners</b>                      | <b>Ownership Interest</b> |
|---|--|---------------------------|
| 1. MGM Holdings Inc.                      | Comcast Corporation                          | 21%                       |
|   | DLJ Merchant Banking Partners                | 8%                        |
|   | Providence Equity Partners                   | 34%                       |
|   | Sony Corporation of America                  | 14%                       |
|   | Texas Pacific Group                          | 23%                       |
| 2. Aidart Distributors Corp.              | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 3. Aidart Pictures, Inc.                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 4. Albino Alligator Productions, Inc.     | Orion Pictures Corporation                   | 100%                      |
| 5. Alpha Library Company, Inc.            | PFE Library Acquisition Company, Inc.        | 100%                      |
| 6. Altar Productions, Inc.                | Epic Pictures Enterprises, Inc.              | 100%                      |
| 7. American International Pictures, Inc.  | Orion Pictures Corporation                   | 100%                      |
| 8. Ameriglad Holdings LLC                 | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 9. Backlot Productions Inc.               | Orion Pictures Corporation                   | 100%                      |
| 10. Band Films, Inc.                      | Epic Pictures Enterprises, Inc.              | 100%                      |
| 11. Beginning To Roar Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 12. Beta Library Company, Inc.            | PFE Library Acquisition Company, Inc.        | 100%                      |
| 13. Beverly Hills Ninja Productions, Inc. | Metro Pictures Corporation of America        | 100%                      |
| 14. Brighton Productions, Inc.            | F.P. Productions                             | 100%                      |
| 15. Candantino Music, Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 16. Canziona Music, Inc.                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 17. Carcassonne Productions Inc.          | Orion Pictures Corporation                   | 100%                      |
| 18. Charles Band Films, Inc.              | Epic Pictures Enterprises, Inc.              | 100%                      |
| 19. Cosmic Title Corp.                    | MGM Interactive Inc.                         | 100%                      |
| 20. Days Picture Corporation              | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 21. Dayton Film Productions, Inc.         | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 22. Delta Library Company, Inc.           | Delta Library Holdings, Inc.                 | 100%                      |
| 23. Delta Library Holdings, Inc.          | PFE Library Acquisition Company, Inc.        | 100%                      |
| 24. Domestic Library Acquisition, LLC     | Orion Pictures Library Acquisition Co., Inc. | 100%                      |
| 25. Donna Music Publications              | Orion Pictures Distribution Corporation      | 100%                      |
| 26. El Paso Films LLC                     | Metro-Goldwyn-Mayer Pictures Inc.            | 100%                      |
| 27. Empire Entertainment, Inc.            | Epic Pictures Enterprises, Inc.              | 100%                      |
| 28. Epic Pictures Enterprises, Inc.       | PFE Library Acquisition Company, Inc.        | 100%                      |
| 29. Epsilon Library Company, Inc.         | PFE Library Acquisition Company, Inc.        | 100%                      |
| 30. F.P. Productions                      | Orion Pictures Distribution Corporation      | 100%                      |
| 31. Famous Artists Agency, Inc.           | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 32. Famous Artists Productions, Inc.      | Famous Artists Agency, Inc.                  | 100%                      |
| 33. First Walnut Inc.                     | Orion Pictures Corporation                   | 100%                      |
| 34. Flipper Productions, Inc.             | Heritage Entertainment, Inc.                 | 100%                      |

| <b>Debtor Name</b>                                   | <b>Corporate Owners</b>                      | <b>Ownership Interest</b> |
|--|--|---------------------------|
| 35. Foreign Library Acquisition LLC                  | Orion Pictures Library Acquisition Co., Inc. | 100%                      |
| 36. G-2 Entertainment Company                        | Orion Pictures Corporation                   | 100%                      |
| 37. G26 Company                                      | United Artists Films Inc.                    | 100%                      |
| 38. Gamma Library Company, Inc.                      | PFE Library Acquisition Company, Inc.        | 100%                      |
| 39. Ghoulies Productions, Inc.                       | Epic Pictures Enterprises, Inc.              | 100%                      |
| 40. Grand Talk Inc.                                  | MGM Television Entertainment Inc.            | 100%                      |
| 41. Heritage Entertainment, Inc.                     | Orion Film Classics Company                  | 100%                      |
| 42. Ivan Tors Music, Inc.                            | Flipper Productions, Inc.                    | 100%                      |
| 43. JH Productions Inc.                              | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 44. Lambda Library Company, Inc.                     | PFE Library Acquisition Company, Inc.        | 100%                      |
| 45. Lexyn Productions, Inc.                          | Epic Pictures Enterprises, Inc.              | 100%                      |
| 46. Lion Independent Television Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 47. Lopert Pictures Corporation                      | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 48. Maple Street Entertainment Inc.                  | Orion Pictures Corporation                   | 100%                      |
| 49. Massachusetts Productions LLC                    | Metro-Goldwyn-Mayer Pictures Inc.            | 100%                      |
| 50. MCEG Sterling Computer Services                  | Orion Pictures Corporation                   | 100%                      |
| 51. MCEG Sterling Development                        | MCEG Sterling Productions                    | 100%                      |
| 52. MCEG Sterling Entertainment                      | Virgin Vision, Inc.                          | 100%                      |
| 53. MCEG Sterling Productions                        | Orion Pictures Corporation                   | 100%                      |
| 54. Media Resources Credit Corporation               | Orion Pictures Corporation                   | 100%                      |
| 55. Metro Pictures Corporation of America            | Orion Pictures Corporation                   | 100%                      |
| 56. Metro-Goldwyn-Mayer Animation Inc.               | MGM Television Entertainment Inc.            | 100%                      |
| 57. Metro-Goldwyn-Mayer Distribution Co.             | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 58. Metro-Goldwyn-Mayer Home Entertainment LLC       | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 59. Metro-Goldwyn-Mayer Inc.                         | MGM Holdings II Inc.                         | 100%                      |
| 60. Metro-Goldwyn-Mayer India, Ltd.                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 61. Metro-Goldwyn-Mayer Interactive Productions Inc. | MGM Interactive Inc.                         | 100%                      |
| 62. Metro-Goldwyn-Mayer Lion Corp.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 63. Metro-Goldwyn-Mayer Motion Picture Co.           | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 64. Metro-Goldwyn-Mayer Music Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 65. Metro-Goldwyn-Mayer of China, Inc.               | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 66. Metro-Goldwyn-Mayer Online Inc.                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 67. Metro-Goldwyn-Mayer Overseas Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 68. Metro-Goldwyn-Mayer Pictures Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 69. Metro-Goldwyn-Mayer Studios Inc.                 | Metro-Goldwyn-Mayer Inc                      | 100%                      |
| 70. MGM and UA Services Company                      | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 71. MGM Development Inc.                             | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 72. MGM Digital Development Inc.                     | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 73. MGM Direct Inc.                                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 74. MGM Domestic Digital Media Inc.                  | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |

| <b>Debtor Name</b>                                 | <b>Corporate Owners</b>                 | <b>Ownership Interest</b> |
|--|---|---------------------------|
| 75. MGM Domestic Networks LLC                      | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 76. MGM Domestic Television Distribution LLC       | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 77. MGM Domestic TV Networks LLC                   | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 78. MGM Franchise Film Co. LLC                     | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 79. MGM Global Holdings Inc.                       | MGM Television Entertainment Inc.       | 100%                      |
| 80. MGM HD Productions LLC                         | MGM Domestic Networks LLC               | 100%                      |
| 81. MGM Holdings II Inc.                           | MGM Holdings Inc.                       | 100%                      |
| 82. MGM Home Entertainment Distribution Corp.      | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 83. MGM Interactive Inc.                           | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 84. MGM International Digital Media Inc.           | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 85. MGM International Television Distribution Inc. | MGM North America Holdings Inc.         | 100%                      |
| 86. MGM LAPTVC LLC                                 | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 87. MGM Lion Prints LLC                            | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 88. MGM ME Inc.                                    | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 89. MGM Middle East Co.                            | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 90. MGM Networks Inc.                              | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 91. MGM Networks U.S. Inc.                         | MGM Networks Inc.                       | 100%                      |
| 92. MGM NMOC LLC                                   | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 93. MGM North America Holdings Inc.                | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 94. MGM On Demand Inc.                             | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 95. MGM Super Productions Inc.                     | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 96. MGM Television Australia Inc.                  | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 97. MGM Television Entertainment Inc.              | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 98. MGM/UA, Inc.                                   | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 99. Midnight Blue Productions, Inc.                | Metro Pictures Corporation of America   | 100%                      |
| 100. Musicways, Inc.                               | Orion Pictures Corporation              | 100%                      |
| 101. NSNA Co.                                      | Orion Pictures Corporation              | 100%                      |
| 102. Omega Library Company, Inc.                   | PFE Library Acquisition Company, Inc.   | 100%                      |
| 103. OPC Music Publishing, Inc.                    | Orion Pictures Distribution Corporation | 100%                      |
| 104. Orion Film Classics Company                   | Orion Pictures Corporation              | 100%                      |
| 105. Orion Home Entertainment Corporation          | Orion Pictures Corporation              | 100%                      |
| 106. Orion Music Publishing, Inc.                  | Orion Pictures Corporation              | 100%                      |
| 107. Orion Pictures Corporation                    | MGM Inc.                                | 100%                      |
| 108. Orion Pictures Distribution Corporation       | Orion Pictures Corporation              | 100%                      |
| 109. Orion Pictures Library Acquisition Co., Inc.  | Orion Pictures Corporation              | 100%                      |
| 110. Orion Productions Company                     | Maple Street Entertainment Inc.         | 95.5%                     |
|  | Orion Pictures Corporation              | .5%                       |
| 111. Orion TV Productions, Inc.                    | Orion Pictures Corporation              | 100%                      |
| 112. P & F Acquisition Corp.                       | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |
| 113. Panther & Pals LLC                            | Orion Pictures Corporation              | 100%                      |
| 114. Partnership Picture Corp.                     | Metro-Goldwyn-Mayer Studios Inc.        | 100%                      |

| <b>Debtor Name</b>                             | <b>Corporate Owners</b>                      | <b>Ownership Interest</b> |
|--|--|---------------------------|
| 115. Pathe Entertainment Moviesongs, Inc.      | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 116. Pathe Entertainment Music, Inc.           | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 117. Pathe Films Inc.                          | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 118. Pathe Releasing Corp.                     | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 119. Pathe TS, Inc.                            | Pathe Releasing Corp.                        | 100%                      |
| 120. PFE Library Acquisition Company, Inc.     | Orion Pictures Library Acquisition Co., Inc. | 100%                      |
| 121. Purple Photoplays, Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 122. Red Corner Production Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 123. Sarafilms Productions Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 124. She Spies Inc.                            | MGM Television Entertainment Inc.            | 100%                      |
| 125. Sigma Library Company, Inc.               | PFE Library Acquisition Company, Inc.        | 100%                      |
| 126. Singles Productions, Inc.                 | Metro Pictures Corporation of America        | 100%                      |
| 127. Tangled Web Productions Inc.              | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 128. Taryn Productions, Inc.                   | Epic Pictures Enterprises, Inc.              | 100%                      |
| 129. The Azimuth Company, Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 130. The Mirisch Corporation of Delaware       | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 131. The War At Home Productions, Inc.         | Metro Pictures Corporation of America        | 100%                      |
| 132. THIS Network LLC                          | MGM Domestic Television Distribution LLC     | 100%                      |
| 133. Three P Holdings LLC                      | Orion Pictures Corporation                   | 100%                      |
| 134. Three Pictures Corporation                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 135. Time Production Inc.                      | Metro-Goldwyn-Mayer Pictures Inc.            | 100%                      |
| 136. Turbo Productions Inc.                    | G-2 Entertainment Company                    | 100%                      |
| 137. Twenty-One Leasing Corporation            | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 138. U.A. of Brazil, Inc.                      | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 139. U/A Music, Inc.                           | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 140. United Artists China, Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 141. United Artists Corporation                | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 142. United Artists Corporation of Egypt       | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 143. United Artists Corporation of Puerto Rico | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 144. United Artists Europa, Inc.               | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 145. United Artists Films (Mr. Accident) Inc.  | United Artists Films Inc.                    | 100%                      |
| 146. United Artists Films Company              | Orion Pictures Corp.                         | 100%                      |
| 147. United Artists Films Inc.                 | Orion Pictures Corp.                         | 100%                      |
| 148. United Artists Music (Belgium), Inc.      | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 149. United Artists Music Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 150. United Artists Overseas, Inc.             | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 151. United Artists Pictures Inc.              | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 152. United Artists Productions Inc.           | United Artists Pictures Inc.                 | 100%                      |
| 153. United Artists Records Inc.               | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |
| 154. United Artists Television Corp.           | United Artists Pictures Inc.                 | 100%                      |
| 155. United Lion Music, Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100%                      |

| <b>Debtor Name</b>                | <b>Corporate Owners</b>              | <b>Ownership Interest</b> |
|-----------------------------------|--------------------------------------|---------------------------|
| 156. Ventura/Gloria Films Inc.    | Metro-Goldwyn-Mayer Studios Inc.     | 100%                      |
| 157. Virgin Vision, Inc.          | Orion Pictures Corporation           | 100%                      |
| 158. Wargames II Productions Inc. | Metro-Goldwyn-Mayer Studios Inc.     | 100%                      |
| 159. Webspinner Inc.              | Metro-Goldwyn-Mayer Studios Inc.     | 100%                      |
| 160. Wizard Video, Inc.           | Epic Pictures Enterprises, Inc.      | 100%                      |
| 161. Zeta Library Company, Inc.   | PFE Library Acquisition Company Inc. | 100%                      |

**EXHIBIT B**

**JOINT VENTURES IN WHICH A DEBTOR OWNS AN INTEREST**

| <b>Debtor Name</b>                  | <b>Joint Venture</b>                         |
|-------------------------------------|--|
| 1. Metro-Goldwyn-Mayer Studios Inc. | Ameriglad Holdings LLC                       |
|                                     | Canon HMH Associations                       |
|                                     | Casino Royale (MGM) LLC                      |
|                                     | MGM.SLM Taft Partnership                     |
|                                     | MGM/UA Entertainment Releasing Co.           |
|                                     | MGM/UA CST Joint Venture                     |
|                                     | Pink Panther 2 (MGM) LLC                     |
|                                     | RML-MGM Newco LLC                            |
|                                     | Studio 3 Partners LLC                        |
|                                     | Twenty-One Leasing Company LLC               |
|                                     | United Artists Distributing Co.              |
|                                     | United Artists Entertainment LLC             |
|                                     | Ventanazul LLC                               |
|                                     | Zookeeper Productions, LLC                   |
| 2. Band Films, Inc.                 | Empire Studios, Srl.                         |
| 3. Epic Pictures Enterprises, Inc.  | Esparza/Katz Productions, Inc.               |
| 4. MCEG Sterling Entertainment      | Hollytubs Company, Ltd.                      |
| 5. MGM LAPT V LLC                   | LAPT V, LLC                                  |
|                                     | LAPT V Atlanta Partners                      |
|                                     | Latin American Pay Television Service V.O.F. |
| 6. MGM Networks Inc.                | MGM Channel Poland Limited                   |
|                                     | MGM Networks Latin America LLC               |
|                                     | MGM Taewon Co. (f/k/a MGM Spectrum Co.)      |
| 7. MGM Television Australia Inc.    | The Movie Network Channels Pty Ltd.          |
| 8. Orion Productions Company        | Met Toy Company                              |
| 9. Orion TV Productions, Inc.       | Joe Dancer Company                           |
|                                     | Orion-Carnan Joint Venture                   |
|                                     | The Mr. Ed Company                           |
|                                     | The Phagen Venture                           |
|                                     | The This Girl Joint Venture                  |
|                                     | Victims for Victims Joint Venture            |
| 10. Pathe Releasing Corp.           | '86 Cannon Quartet Releasing                 |
| 11. United Artists Corporation      | Quantum of Solace (MGM) LLC                  |



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:   
In re: : Chapter 11  
:   
MGM HOLDINGS INC., : Case No. 10-  
:   
:   
Debtor. : (Motion for Joint Administration Pending)<sup>1</sup>  
:   
----- x

**LIST OF EQUITY SECURITY HOLDERS**

A list of the equity security holders (the "Equity List") of MGM Holdings Inc. ("Holdings") and certain of its affiliates, the debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"), is filed by attachment hereto in accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Holdings, a debtor and debtor in possession, is the direct or indirect parent of each of the other Debtors. The holders of equity for each of the Debtors (other than the holders of equity in Holdings) are debtors and debtors in possession herein. The address for each of the Debtors is 10250 Constellation Blvd., Los Angeles, CA 90067.

The Equity List has been prepared from the Debtors' books and records.

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<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc. et al.

**DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have reviewed the Equity List and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper  
Name: Stephen F. Cooper  
Title: Member of the Office of the  
Chief Executive Officer

| Name of Debtor       | Equity Holder <sup>2</sup>   | Percentage of Ownership |
|----------------------|--|-------------------------|
| 1. MGM Holdings Inc. | <b>Institutional Ownership</b>   |                         |
|                      | Comcast Studio Investments, Inc.<br>c/o Comcast Corporation<br>One Comcast Center<br>Philadelphia, PA 19103-2838   | 21%                     |
|                      | DLJ MGM Acquisition, LLC<br>One Madison Avenue<br>11 <sup>th</sup> Floor<br>New York, NY 10010   | 8%                      |
|                      | Providence MGM Acquisition, LLC<br>Providence MGM Acquisition II, LLC<br>Providence MGM Acquisition III, LLC<br>Providence MGM Acquisition IV, LLC<br>390 Park Avenue<br>4th Floor<br>New York, NY 10022 | 34%                     |
|                      | Sony Corporation of America<br>550 Madison Avenue<br>New York, NY 10022  | 14%                     |
|                      | TPG Partners IV, L.P.<br>TPG MGM Acquisition, LLC<br>888 7th Avenue<br>38th Floor<br>New York, NY 10019  | 23%                     |
|                      | <b>Management Ownership<sup>3</sup></b>  |                         |
|                      | Ament, Gerald  | less than .01%          |
|                      | Buckland, Terry  | less than .01%          |
|                      | Campbell, Tim  | less than .01%          |
|                      | Cohen, Charlie   | less than .01%          |
|                      | Hendry, Steve  | less than .01%          |
|                      | Lerner, Jill   | less than .01%          |
|                      | Miller, Diane  | less than .01%          |
|                      | Packer, James  | less than .01%          |
|                      | Packman, Scott   | less than .01%          |
| Patrick, Joe         | less than .01%   |                         |
| Perez, Cindy Wilford | less than .01%   |                         |
| Pietrzyk, Jeff       | less than .01%   |                         |
| Reynolds, Pam        | less than .01%   |                         |
| Rutherford, Travis   | less than .01%   |                         |

<sup>2</sup> The types of equity interests held differ among the Debtors, but include, among others, common stock, preferred stock and memberships interests.

<sup>3</sup> Collectively, Debtors' management holds approximately .2% of the equity interests in Holdings. The total percentage of equity interests in Holdings listed here amounts to slightly more than 100% due to rounding.

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|     | Sands, Rick                           | less than .01%                               |      |
|     | Sloan, Harry                          | less than .2%                                |      |
|     | Szabo, Lawrence                       | less than .01%                               |      |
|     | Thomas, Blake                         | less than .01%                               |      |
|     | Tuchman, Bruce                        | less than .01%                               |      |
|     | Van Sickle, Barbara                   | less than .01%                               |      |
| 2.  | Aidart Distributors Corp.             | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 3.  | Aidart Pictures, Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 4.  | Albino Alligator Productions, Inc.    | Orion Pictures Corporation                   | 100% |
| 5.  | Alpha Library Company, Inc.           | PFE Library Acquisition Company, Inc.        | 100% |
| 6.  | Altar Productions, Inc.               | Epic Pictures Enterprises, Inc.              | 100% |
| 7.  | American International Pictures, Inc. | Orion Pictures Corporation                   | 100% |
| 8.  | Ameriglad Holdings LLC                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 9.  | Backlot Productions Inc.              | Orion Pictures Corporation                   | 100% |
| 10. | Band Films, Inc.                      | Epic Pictures Enterprises, Inc.              | 100% |
| 11. | Beginning To Roar Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 12. | Beta Library Company, Inc.            | PFE Library Acquisition Company, Inc.        | 100% |
| 13. | Beverly Hills Ninja Productions, Inc. | Metro Pictures Corporation of America        | 100% |
| 14. | Brighton Productions, Inc.            | F.P. Productions                             | 100% |
| 15. | Candantino Music, Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 16. | Canzone Music, Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 17. | Carcassonne Productions Inc.          | Orion Pictures Corporation                   | 100% |
| 18. | Charles Band Films, Inc.              | Epic Pictures Enterprises, Inc.              | 100% |
| 19. | Cosmic Title Corp.                    | MGM Interactive Inc.                         | 100% |
| 20. | Days Picture Corporation              | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 21. | Dayton Film Productions, Inc.         | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 22. | Delta Library Company, Inc.           | Delta Library Holdings, Inc.                 | 100% |
| 23. | Delta Library Holdings, Inc.          | PFE Library Acquisition Company, Inc.        | 100% |
| 24. | Domestic Library Acquisition, LLC     | Orion Pictures Library Acquisition Co., Inc. | 100% |
| 25. | Donna Music Publications              | Orion Pictures Distribution Corporation      | 100% |
| 26. | El Paso Films LLC                     | Metro-Goldwyn-Mayer Pictures Inc.            | 100% |
| 27. | Empire Entertainment, Inc.            | Epic Pictures Enterprises, Inc.              | 100% |
| 28. | Epic Pictures Enterprises, Inc.       | PFE Library Acquisition Company, Inc.        | 100% |
| 29. | Epsilon Library Company, Inc.         | PFE Library Acquisition Company, Inc.        | 100% |
| 30. | F.P. Productions                      | Orion Pictures Distribution Corporation      | 100% |
| 31. | Famous Artists Agency, Inc.           | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 32. | Famous Artists Productions, Inc.      | Famous Artists Agency, Inc.                  | 100% |
| 33. | First Walnut Inc.                     | Orion Pictures Corporation                   | 100% |
| 34. | Flipper Productions, Inc.             | Heritage Entertainment, Inc.                 | 100% |
| 35. | Foreign Library Acquisition LLC       | Orion Pictures Library Acquisition Co., Inc. | 100% |
| 36. | G-2 Entertainment Company             | Orion Pictures Corporation                   | 100% |
| 37. | G26 Company                           | United Artists Films Inc.                    | 100% |
| 38. | Gamma Library Company, Inc.           | PFE Library Acquisition Company, Inc.        | 100% |
| 39. | Ghoulies Productions, Inc.            | Epic Pictures Enterprises, Inc.              | 100% |
| 40. | Grand Talk Inc.                       | MGM Television Entertainment Inc.            | 100% |

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| 41. Heritage Entertainment, Inc.                     | Orion Film Classics Company           | 100% |
| 42. Ivan Tors Music, Inc.                            | Flipper Productions, Inc.             | 100% |
| 43. JH Productions Inc.                              | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 44. Lambda Library Company, Inc.                     | PFE Library Acquisition Company, Inc. | 100% |
| 45. Lexyn Productions, Inc.                          | Epic Pictures Enterprises, Inc.       | 100% |
| 46. Lion Independent Television Inc.                 | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 47. Lopert Pictures Corporation                      | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 48. Maple Street Entertainment Inc.                  | Orion Pictures Corporation            | 100% |
| 49. Massachusetts Productions LLC                    | Metro-Goldwyn-Mayer Pictures Inc.     | 100% |
| 50. MCEG Sterling Computer Services                  | Orion Pictures Corporation            | 100% |
| 51. MCEG Sterling Development                        | MCEG Sterling Productions             | 100% |
| 52. MCEG Sterling Entertainment                      | Virgin Vision, Inc.                   | 100% |
| 53. MCEG Sterling Productions                        | Orion Pictures Corporation            | 100% |
| 54. Media Resources Credit Corporation               | Orion Pictures Corporation            | 100% |
| 55. Metro Pictures Corporation of America            | Orion Pictures Corporation            | 100% |
| 56. Metro-Goldwyn-Mayer Animation Inc.               | MGM Television Entertainment Inc.     | 100% |
| 57. Metro-Goldwyn-Mayer Distribution Co.             | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 58. Metro-Goldwyn-Mayer Home Entertainment LLC       | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 59. Metro-Goldwyn-Mayer Inc.                         | MGM Holdings II Inc.                  | 100% |
| 60. Metro-Goldwyn-Mayer India, Ltd.                  | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 61. Metro-Goldwyn-Mayer Interactive Productions Inc. | MGM Interactive Inc.                  | 100% |
| 62. Metro-Goldwyn-Mayer Lion Corp.                   | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 63. Metro-Goldwyn-Mayer Motion Picture Co.           | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 64. Metro-Goldwyn-Mayer Music Inc.                   | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 65. Metro-Goldwyn-Mayer of China, Inc.               | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 66. Metro-Goldwyn-Mayer Online Inc.                  | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 67. Metro-Goldwyn-Mayer Overseas Inc.                | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 68. Metro-Goldwyn-Mayer Pictures Inc.                | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 69. Metro-Goldwyn-Mayer Studios Inc.                 | Metro-Goldwyn-Mayer Inc.              | 100% |
| 70. MGM and UA Services Company                      | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 71. MGM Development Inc.                             | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 72. MGM Digital Development Inc.                     | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 73. MGM Direct Inc.                                  | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 74. MGM Domestic Digital Media Inc.                  | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 75. MGM Domestic Networks LLC                        | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 76. MGM Domestic Television Distribution LLC         | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 77. MGM Domestic TV Networks LLC                     | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 78. MGM Franchise Film Co. LLC                       | Metro-Goldwyn-Mayer Studios Inc.      | 100% |
| 79. MGM Global Holdings Inc.                         | MGM Television Entertainment Inc.     | 100% |
| 80. MGM HD Productions LLC                           | MGM Domestic Networks LLC             | 100% |

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| 81. MGM Holdings II Inc.                           | MGM Holdings Inc.                       | 100%  |
| 82. MGM Home Entertainment Distribution Corp.      | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 83. MGM Interactive Inc.                           | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 84. MGM International Digital Media Inc.           | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 85. MGM International Television Distribution Inc. | MGM North America Holdings Inc.         | 100%  |
| 86. MGM LAPTVC LLC                                 | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 87. MGM Lion Prints LLC                            | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 88. MGM ME Inc.                                    | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 89. MGM Middle East Co.                            | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 90. MGM Networks Inc.                              | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 91. MGM Networks U.S. Inc.                         | MGM Networks Inc.                       | 100%  |
| 92. MGM NMOC LLC                                   | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 93. MGM North America Holdings Inc.                | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 94. MGM On Demand Inc.                             | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 95. MGM Super Productions Inc.                     | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 96. MGM Television Australia Inc.                  | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 97. MGM Television Entertainment Inc.              | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 98. MGM/UA, Inc.                                   | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 99. Midnight Blue Productions, Inc.                | Metro Pictures Corporation of America   | 100%  |
| 100. Musicways, Inc.                               | Orion Pictures Corporation              | 100%  |
| 101. NSNA Co.                                      | Orion Pictures Corporation              | 100%  |
| 102. Omega Library Company, Inc.                   | PFE Library Acquisition Company, Inc.   | 100%  |
| 103. OPC Music Publishing, Inc.                    | Orion Pictures Distribution Corporation | 100%  |
| 104. Orion Film Classics Company                   | Orion Pictures Corporation              | 100%  |
| 105. Orion Home Entertainment Corporation          | Orion Pictures Corporation              | 100%  |
| 106. Orion Music Publishing, Inc.                  | Orion Pictures Corporation              | 100%  |
| 107. Orion Pictures Corporation                    | MGM Inc.                                | 100%  |
| 108. Orion Pictures Distribution Corporation       | Orion Pictures Corporation              | 100%  |
| 109. Orion Pictures Library Acquisition Co., Inc.  | Orion Pictures Corporation              | 100%  |
| 110. Orion Productions Company                     | Maple Street Entertainment Inc.         | 95.5% |
|  | Orion Pictures Corporation              | .5%   |
| 111. Orion TV Productions, Inc.                    | Orion Pictures Corporation              | 100%  |
| 112. P & F Acquisition Corp.                       | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 113. Panther & Pals LLC                            | Orion Pictures Corporation              | 100%  |
| 114. Partnership Picture Corp.                     | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 115. Pathe Entertainment Moviesongs, Inc.          | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 116. Pathe Entertainment Music, Inc.               | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 117. Pathe Films Inc.                              | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 118. Pathe Releasing Corp.                         | Metro-Goldwyn-Mayer Studios Inc.        | 100%  |
| 119. Pathe TS, Inc.                                | Pathe Releasing Corp.                   | 100%  |

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| 120. | PFE Library Acquisition Company, Inc.     | Orion Pictures Library Acquisition Co., Inc. | 100% |
| 121. | Purple Photoplays, Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 122. | Red Corner Production Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 123. | Sarafilms Productions Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 124. | She Spies Inc.                            | MGM Television Entertainment Inc.            | 100% |
| 125. | Sigma Library Company, Inc.               | PFE Library Acquisition Company, Inc.        | 100% |
| 126. | Singles Productions, Inc.                 | Metro Pictures Corporation of America        | 100% |
| 127. | Tangled Web Productions Inc.              | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 128. | Taryn Productions, Inc.                   | Epic Pictures Enterprises, Inc.              | 100% |
| 129. | The Azimuth Company, Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 130. | The Mirisch Corporation of Delaware       | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 131. | The War At Home Productions, Inc.         | Metro Pictures Corporation of America        | 100% |
| 132. | THIS Network LLC                          | MGM Domestic Television Distribution LLC     | 100% |
| 133. | Three P Holdings LLC                      | Orion Pictures Corporation                   | 100% |
| 134. | Three Pictures Corporation                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 135. | Time Production Inc.                      | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 136. | Turbo Productions Inc.                    | G-2 Entertainment Company                    | 100% |
| 137. | Twenty-One Leasing Corporation            | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 138. | U.A. of Brazil, Inc.                      | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 139. | U/A Music, Inc.                           | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 140. | United Artists China, Inc.                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 141. | United Artists Corporation                | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 142. | United Artists Corporation of Egypt       | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 143. | United Artists Corporation of Puerto Rico | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 144. | United Artists Europa, Inc.               | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 145. | United Artists Films (Mr. Accident) Inc.  | United Artists Films Inc.                    | 100% |
| 146. | United Artists Films Company              | Orion Pictures Corporation                   | 100% |
| 147. | United Artists Films Inc.                 | Orion Pictures Corporation                   | 100% |
| 148. | United Artists Music (Belgium), Inc.      | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 149. | United Artists Music Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 150. | United Artists Overseas, Inc.             | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 151. | United Artists Pictures Inc.              | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 152. | United Artists Productions Inc.           | United Artists Pictures Inc.                 | 100% |
| 153. | United Artists Records Inc.               | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 154. | United Artists Television Corp.           | United Artists Pictures Inc.                 | 100% |
| 155. | United Lion Music, Inc.                   | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 156. | Ventura/Gloria Films Inc.                 | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 157. | Virgin Vision, Inc.                       | Orion Pictures Corporation                   | 100% |
| 158. | Wargames II Productions Inc.              | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 159. | Webspinner Inc.                           | Metro-Goldwyn-Mayer Studios Inc.             | 100% |
| 160. | Wizard Video, Inc.                        | Epic Pictures Enterprises, Inc.              | 100% |

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| 161. Zeta Library Company, Inc. | PFE Library Acquisition Company Inc. | 100% |
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