

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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METRO-GOLDWYN-MAYER STUDIOS	: Case No. 10-
INC., <u>et al.</u> ,	:
	:
Debtors. ¹	: (Motion for Joint Administration Pending)
	:
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**DECLARATION OF JUNG W. SONG, ESQ. OF
DONLIN, RECANO & COMPANY, INC. WITH RESPECT TO THE
TABULATION OF VOTES AND CERTIFYING THE RESULTS OF PREPETITION
SOLICITATION ON THE JOINT PREPACKAGED PLAN OF REORGANIZATION OF
METRO –GOLDWYN-MAYER STUDIOS INC. AND CERTAIN OF ITS AFFILIATES**

I, Jung W. Song, Esq., hereby declare pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am the Managing Director of Balloting and Distribution at Donlin, Recano & Company, Inc. ("Donlin"), located at 419 Park Ave South, Suite 1206, New York, New York 10016.

2. Donlin is the voting and tabulation agent designated by the above-captioned debtors and debtors in possession (collectively, the "Debtors") to conduct (i) the solicitation of votes to accept or reject the *Joint Prepackaged Plan of Reorganization of Metro-Goldwyn-Mayer Studios Inc. And Certain Of Its Affiliates* (the "Plan") attached as Appendix A to the Disclosure Statement, dated October 7, 2010 ("Disclosure Statement"), attached hereto as Exhibit A and (ii) the tabulation of ballots cast with respect thereto. This declaration is a certification of the amount and number of Allowed Claims of Voting Class 3 (defined below) accepting or rejecting the Plan

¹ The names of the Debtors in theses cases are identified on Exhibit B attached hereto.

pursuant to Rule 3018-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York. Donlin has worked with the Debtors and counsel to the Debtors to solicit votes to accept or reject the Plan and I am authorized to submit this declaration on behalf of Donlin. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement or the Plan, as applicable.

3. Donlin was designated by the Debtors to review, determine the validity of, and tabulate ballots (the "Ballots") received from the lenders (the "Lenders") under a credit agreement, dated as of April 8, 2005, by and among MGM Holdings II Inc., Metro-Goldwyn-Mayer Inc., as Borrower, Bank of America, N.A., Citicorp USA, Inc. and The Royal Bank of Scotland PLC, as Documentation Agents, Credit Suisse, as Syndication Agent, JPMorgan Chase Bank, N.A. ("JPM"), as Administrative Agent, as amended, modified or supplemented from time to time. The procedures for the solicitation and tabulation were outlined in the Disclosure Statement and ballots (the "Solicitation Procedures").

I. Service and Transmittal of Solicitation Packages and Related Information

4. Donlin solicited votes in accordance with the Solicitation Procedures from the Holders of Claims in Class 3, the Credit Agreement Claims (the "Voting Class"):

Class	Description
3	Credit Agreement Claims

5. The Solicitation Procedures established (a) October 4, 2010 as the record date (the "Record Date") for determining which Lenders were entitled to vote on the Plan and (b) 5:00 p.m (Prevailing Eastern Time) on October 22, 2010 as the last day and time by which Donlin must receive ballots accepting or rejecting the Plan (the "Voting Deadline"). All Ballots were to be

delivered to Donlin at one of the two following addresses: (i) Donlin, Recano & Company, Inc., Balloting Processing Center, 419 Park Avenue South, Suite 1206, New York, New York 10016 (if by hand delivery or overnight courier); or (ii) Donlin, Recano & Company, Inc., Balloting Processing Center, P.O. Box 2034, Murray Hill Station, New York, New York 10156 (if by regular mail). In order to identify the Holders of Claims in Class 3 entitled to receive notices, Solicitation Packages, and ballots to accept or reject the Plan, Donlin used the register list as of the Record Date provided by the Administrative Agent (the "Register List"). Using the Register List, and with specific guidance and approval from the Debtors' counsel, Donlin created a voting database reflecting name, address, voting amount, and claim classification and then generated ballots for Holders of Claims in the Voting Class. I supervised the collating and mailing of solicitation materials at the offices of Donlin to the Voting Class as summarized below².

Package	Contents	Exhibit of Parties Served	Date Mailed/Type of Mailing
Initial Solicitation	1. "Cover Letter of MGM dated October 7, 2010", as set forth in <u>Exhibit H</u> , both in hard copy and CD-ROM ³ format; and 2. the "Disclosure Statement Dated October 7, 2010 Prepetition Solicitation Of Votes With Respect To Joint Prepackaged Plan of Reorganization of Metro-Goldwyn-Mayer Studios Inc. And Certain Of Its	M ⁴	10/7/10 via priority overnight delivery

² In addition to the solicitation packages Donlin mailed, Donlin understands that the Administrative Agent electronically posted all solicitation materials on Intralinks for review by Holders of Class 3 Claim. Donlin further understands these postings occurred on October 7, 2010 and, for the Supplemental Solicitation described below, October 15, 2010.

³ CD-ROM referenced herein contains the Disclosure Statement and the Cover Letter of MGM dated October 7, 2010.

⁴ In cases where an individual would have received multiple Ballots addressed to the same location, only one Initial Solicitation package was prepared containing all Ballots.

	<p>Affiliates", in CD-ROM format; and</p> <p>3. a form Class 3 – Credit Agreement Claims Ballot, personalized to indicate the name, address, and authorized voting amount respective of the recipient's authorized voting amount as provided by JPM, a sample of which is attached hereto as <u>Exhibit I</u>; and</p> <p>4. the "Schedule of Debtors", a sample of which is attached hereto as <u>Exhibit B</u>; and</p> <p>5. a pre-paid return envelope addressed to Donlin</p>		
Supplemental Solicitation	<p>1. the "Stockholders Agreement", a sample of which is attached hereto as <u>Exhibit J</u>; and</p> <p>2. the "Cover Letter dated October 8, 2010", as set forth in <u>Exhibit K</u>; and</p> <p>3. the "Certificate of Incorporation of Reorganized Holdings, a sample of which is attached hereto as <u>Exhibit L</u>"</p>	N ⁵	10/8/10 via priority overnight delivery

7. On October 15, 2010, the Debtors extended the Voting Deadline from October 22, 2010 at 5:00 p.m. (Prevailing Eastern Time) to October 29, 2010 at 5:00 p.m. (Prevailing Eastern Time) (the "Extended Voting Deadline"). On October 15, 2010, Donlin caused to be served upon the Voting Class the communication from Debtors' counsel extending the Voting Deadline, the "Cover Letter dated October 15, 2010" as set forth in Exhibit C hereto and the "Supplement to the MGM Disclosure Statement dated October 15, 2010" as set forth in Exhibit D hereto via priority overnight delivery, a list of the recipients are attached hereto on Exhibit P⁶.

⁵ In cases where an individual would have received multiple Supplemental Solicitation packages addressed to the same location, only one Supplemental Solicitation package was prepared and mailed to that individual.

⁶ In cases where an individual would have received multiple packages addressed to the same location, only one package was prepared and mailed to such individual.

II. The Tabulation Process

8. All Ballots that were received by Donlin were tabulated in accordance with the Solicitation Procedures. Upon receipt of a Ballot:

- a. The envelopes containing the Ballot(s) were opened, and the materials were removed and stamped with the date and time received. Each Ballot was then scanned into Donlin's system and sequentially numbered (the "Sequence Number"); and
- b. Donlin's personnel then entered into the voting database all pertinent information from the Ballot, including among other things, the date and time the Ballot was received, the Sequence Number, the voting dollar amount, whether the Ballot indicated how the creditor identified himself either as an accredited investor or not an accredited investor, and if the Ballot indicated an acceptance or rejection of the Plan.

Donlin is in possession of the Ballots received by it, and copies of same are available for review during Donlin's normal business hours at 419 Park Ave South, Suite 1206, New York, New York 10016.

III. Changes to the Register List Subsequent to the Record Date

9. On October 13, 2010, JPM provided address updates to 76 of the Voting Class creditors that Donlin understands were previously incorrect or not provided to JPM. At the direction of Debtors' counsel, Donlin sent the solicitation materials⁷ which included a Ballot to each of these 76 creditors via priority overnight delivery, a list of the parties attached hereto on Exhibit O⁸.

⁷ Solicitation materials contained a CD-ROM which included a revised version of the Disclosure Statement that included Exhibits J and L stated above.

⁸ In cases where an individual would have received multiple Ballots addressed to the same location, only one solicitation package was prepared containing all Ballots.

10. During the period October 14, 2010 through October 29, 2010 Donlin received other requests to amend information originally listed in the Register List and supplied a Ballot via electronic mail to each requesting party as noted in Exhibit E hereto.

11. On October 28, 2010, at the direction of Debtors' counsel, Donlin sent Ballots with revised voting amounts to JPM and Credit Suisse Capital Funding Inc ("Credit Suisse"). The detail of the corrections is set forth below.

FUND NAMES	PREVIOUS AUTHORIZED VOTING AMOUNTS	REVISED AUTHORIZED VOTING AMOUNTS
JPM	\$163,249,671.60.	\$161,249,671.60.
Credit Suisse	\$20,860,281.19	\$22,860,281.19

12. The Register List maintained by Donlin was updated to reflect all such revisions.

IV. The Voting Results

13. The results of the aforesaid tabulation of properly executed Ballots received on or before the Extended Voting Deadline are set forth below and in the report annexed as Exhibit F hereto (the "Final Tabulation Results").

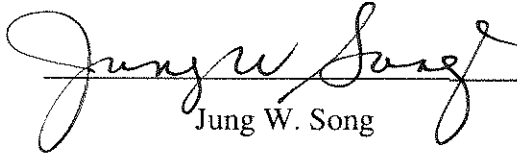
CLASSES	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 3 – Credit Agreement Claims	\$2,878,381,051.63 79.53%	215 81.13%	\$741,047,079.96 20.47%	50 18.87%

14. In accordance with the Solicitation Procedures, any Ballot cast or submitted by a person or entity with respect to a claim not held by such person or entity listed on the Register List was excluded from the Final Tabulation Results and was assigned a defect code "F".
15. In accordance with the Solicitation Procedures, any Ballot that was received after the Extended Voting Deadline was excluded from the Final Tabulation Results and was assigned a defect code "G".
16. In accordance with the Solicitation Procedures, any Ballot not marked to accept or reject the Plan was excluded from the Final Tabulation Results.
17. In accordance with the Solicitation Procedures, any Ballot not bearing an original signature in the certification section was excluded from the Final Tabulation Results and was assigned a defect code "B".
18. In accordance with the Solicitation Procedures, any Ballot transmitted by electronic means was excluded from the Final Tabulation Results and was assigned a defect code "C".
19. In accordance with the Solicitation Procedures, any Ballot marked not an accredited investor was excluded from the Final Tabulation Results and was assigned a defect code "I".
20. In accordance with the Solicitation Procedures, any Ballot that was superseded by properly executed and subsequently filed Ballot(s) voting the same claim prior to the Extended Voting Deadline was excluded from the Final Tabulation Results and was assigned a defect code "D".

21. At the direction of Debtors' counsel, any ballot timely hand delivered with abstention and subsequently modified to accept the Plan after the Extended Voting Deadline was excluded from the Final Tabulation Results and was assigned a defect code "N". If these ballots were counted, they would increase the accepting Class to \$2,972,693,077.24 or 80.05% in amount and 224 or 81.75% in number.
22. At the direction of Debtors' counsel, any ballot submitted without indication of accredited investor or not an accredited investor status was included in the Final Tabulation Results, subject to subsequent confirmation of accredited investor status.
23. At the direction of Debtors' counsel, any Ballot submitted with stamped signature was included in the Final Tabulation Results.
24. A complete list of all defective Ballots with above mentioned defective codes are set forth on Exhibit G.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: November 3, 2010.


Jung W. Song