

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **1994-04-20** | Period of Report: **1993-12-31**
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FILER

CAROLCO PICTURES INC

CIK: **801441** | IRS No.: **954046437** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **001-09264** | Film No.: **94523486**
SIC: **7812** Motion picture & video tape production

Business Address
8800 SUNSET BLVD
LOS ANGELES CA 90069
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C 20549

FORM 10-K/A
Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1993
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Commission File Number 1-9264

CAROLCO PICTURES INC.

(Exact name of Registrant as specified in its charter)

Delaware 95-40-46-437
(State or other jurisdiction (I.R.S. Employer of
incorporation or organization) Identification Number)

8800 Sunset Blvd., Los Angeles, CA 90069
(Address of principal executive offices) (Zip Code)
Registrant's Telephone Number,
Including Area Code: (310) 859-8800

Securities Registered Pursuant To Section 12(b) Of The Act:

Title of each class	Name of exchange on which registered
Common Stock, par value	New York Stock Exchange, Inc.
\$.01	Pacific Stock Exchange, Inc.

Securities Registered Pursuant To Section 12(g)
Of The Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing

requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of voting stock held by non-affiliates of the Registrant as of March 31, 1994, was \$20,638,740.

As of March 31, 1994, there were 137,687,728 shares of the Registrant's Common Stock outstanding, not including 2,327,381 shares of treasury stock.

DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated by reference into Parts I, II or III.

The Registrant hereby amends its Annual Report on Form 10-K for the fiscal year ended December 31, 1993 in order to file an additional exhibit.

Item 14(a)(3). The exhibits listed on the Exhibit Index are filed as part of this report.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAROLCO PICTURES INC.

By: /s/ William A. Shpall
William A. Shpall
Executive Vice President,
Chief Financial Officer

Dated: April 20, 1994

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
2.1	Agreement and Plan of Merger dated as of June 30, 1993 among Carolco Pictures Inc., Vista Acquisition Corporation and The Vista Organization, Ltd. Incorporated by reference to Exhibit (c) (1) to Carolco's Schedule 13E-3, Amendment No. 3, filed with the Commission on July 6, 1993	
2.2	Form of Commitment Letter dated June 4, 1993 with each holder of Existing 10% Debentures and Series D Preferred (other than the Strategic Investors). Incorporated by reference to Exhibit 2.2 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)	
3.1	Restated Certificate of Incorporation of Carolco Pictures Inc. effective October 20, 1993. Incorporated by reference to Exhibit 3.5 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993	
3.2	Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock (Exhibit A to Exhibit 3.1 hereto). Incorporated by reference to Exhibit A to Exhibit 3.5 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993	
3.3	Amended and Restated Bylaws of Carolco Pictures Inc. Incorporated by reference to Exhibit 3.6 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993	
4.1	Indenture dated as of October 20, 1993 between Carolco Pictures Inc. and American Stock Transfer & Trust Company, as Trustee, relating to the Company's 11.5%/10% Reducing Rate Senior Notes due 2000 (including form of	

Note). Incorporated by reference to Exhibit 4.1 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993

4.2 Indenture dated as of October 20, 1993 between Carolco Pictures Inc. and American Stock Transfer & Trust Company, as Trustee, relating to the Company's 13%/12% Reducing Rate Senior Subordinated Notes due 1999 (including form of Note). Incorporated by reference to Exhibit 4.2 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993

4.3 Amended and Restated Indenture dated as of September 30, 1993 between Carolco Pictures Inc. and IBJ Schroder Bank & Trust Company, as Trustee, relating to the Company's 13% Senior Subordinated Notes due December 1, 1996. Incorporated by reference to Exhibit 4.3 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993

4.4 Indenture dated as of October 20, 1993 between Carolco Pictures Inc. and First Trust of California, as Trustee, relating to the Company's 5% Payment-In-Kind Convertible Subordinated Notes due 2002 (including form of Note). Incorporated by reference to Exhibit 4.4 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1993

4.5 Form of Indenture for 7% Convertible Subordinated Notes Due 2006 (including Form of Note). Incorporated by reference to Exhibit 4.13 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380).

10.1 Stock Purchase Agreement by and between Carolco Pictures Inc. and Technicolor, Inc. dated as of March 25, 1991. Incorporated by reference to Exhibit 4.9 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1990.

10.2 Registration Rights Agreement dated as of

March 25, 1991 by and between Carolco Pictures Inc. and Technicolor, Inc. (Exhibit A to Exhibit 10.1 hereto). Incorporated by reference to Exhibit 10.75 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1990.

10.3 Laboratory Services Agreement dated as of March 25, 1991 by and between Carolco Pictures Inc. and Technicolor, Inc. dated as of March 25, 1991. Incorporated by reference to Exhibit 10.76 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1990#.

10.4 Stock Purchase Agreement dated as of September 13, 1991 by and between Carolco Pictures Inc. and Neue Constantin Film GmbH & Co. Verleih KG for 222,223 Shares of Carolco's Common Stock. Incorporated by reference to Exhibit 19.1 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

10.5 Registration Rights Agreement for Carolco Pictures Inc. Common Stock dated as of September 13, 1991 by and between Carolco Pictures Inc. and Neue Constantin Film GmbH & Co. Verleih KG. Incorporated by reference to Exhibit 19.2 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

10.6 Output Agreement dated as of September 13, 1991 by and between Carolco International N.V. and Constantin International B.V. Incorporated by reference to Exhibit 19.3 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992#.

10.7 Neue Constantin GmbH & Co. Verleih KG Guaranty dated as of September 13, 1991 to Carolco International N.V. Incorporated by reference to Exhibit 19.4 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

10.8 Carolco Pictures Inc. Guaranty dated as of September 13, 1991 to Constantin International B.V. Incorporated by reference to Exhibit 19.5 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

- 10.9 Tag Along and Voting Rights Agreement dated as of September 13, 1991 by and between New Carolco Investments B.V. and Neue Constantin Film GmbH & Co. Verleih KG. Incorporated by reference to Exhibit 10.176 to Carolco's Registration Statement on Form S-1 filed with the Commission on December 24, 1992. (File No. 33-56380).

- 10.10 Securities Purchase Agreement dated as of May 8, 1991 between Carolco Pictures Inc. and RCS Video International Services B.V., or any designated Affiliate. Incorporated by reference to Exhibit 28.1 to Carolco's Current Report on Form 8-K dated May 8, 1991

- 10.11 Output Agreement dated May 8, 1991 between Carolco International N.V. and RCS Video Services Antilles N.V. Incorporated by reference to Exhibit 28.4 to Carolco's Form 8 Amendment dated November 8, 1991 to Carolco's Current Report on Form 8-K dated May 8, 1991#.

- 10.12 Co-Production Agreement made and entered into as of May 8, 1991 by and between RCS Video Services Antilles N.V., Carolco Pictures Inc. and its wholly-owned subsidiary Carolco International N.V. Incorporated by reference to Exhibit 28.5 to Carolco's Form 8 Amendment dated November 8, 1991 to Carolco's Current Report on Form 8-K dated May 8, 1991#. . . .

- 10.13 Inducement Letter dated May 8, 1991 to RCS Editori S.p.A., RCS Video Services Antilles N.V. and RCS Video International Services B.V. Incorporated by reference to Exhibit 28.7 to Carolco's Form 8 Amendment dated November 8, 1991 to Carolco's Current Report on Form 8-K dated May 8, 1991#

- 10.14 RCS Editori S.p.A. Guaranty dated as of May 8, 1991 to Carolco Pictures Inc. and Carolco International N.V. Incorporated by reference to Exhibit 28.8 to Carolco's Current Report on Form 8-K dated May 8, 1991 to Carolco's Current Report on Form 8-K dated May 8, 1991

- 10.15 Carolco Pictures Inc. Guaranty dated as of May 8, 1991 to RCS Video Services Antilles N.V. Incorporated by reference to Exhibit 28.9 to Carolco's Form 8 Amendment dated November 8, 1991 to Carolco's Current Report on Form 8-K dated May 8, 1991.

- 10.16 Amendment and Limited Waiver Agreement dated as of November 1, 1991 between RCS Video International Services B.V. and Carolco Pictures Inc. Incorporated by reference to Exhibit 28.12 to Carolco's Quarterly Report on Form 10-Q for the Quarter ended September 30, 1991

- 10.17 Co-Production Venture Agreement by and between Carolco International N.V. and Canal+ Productions S.N.C. Incorporated by reference to Carolco's Current Report on Form 8-K dated May 15, 1990#

- 10.18 Agreement of General Partnership dated as of June 15, 1990 by and between Carolco International N.V. and Canal+ Productions S.N.C. Incorporated by reference to Exhibit 19 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 13, 1991

- 10.19 Ancillary Agreement concerning Japan and Laser Disc Rights of Pioneer dated as of July 3, 1990 by and between Carolco Pictures Inc. and Pioneer LDCA, Inc. Incorporated by reference to Carolco's Current Report on Form 8-K dated May 15, 1990#.

- 10.20 Registration Rights Agreement for LIVE Entertainment Inc. Common Stock dated as of July 3, 1990 by and between LIVE Entertainment Inc. and Pioneer LDCA, Inc. Incorporated by reference to Carolco's Current Report on Form 8-K dated May 15, 1990

- 10.21 Stipulation and Agreement of Compromise and Settlement and Consent to Magistrate Judge McCue's Jurisdiction. Incorporated by reference to Exhibit 28.1 to Carolco's Current Report on Form 8-K dated October 18, 1991. .

- 10.22 Revolving Credit Loan Agreement and Security Assignment dated as of June 18, 1987 among Credit Lyonnais Bank Nederland N.V., Carolco

International N.V., Carolco Pictures Inc., and certain of its affiliates. Incorporated by reference to Exhibit 10.26 to Carolco's Registration Statement on Form S-1 (File No. 33-20956).

- 10.23 Supplemental Agreement dated as of November 17, 1989 to Revolving Credit Loan Agreement with Credit Lyonnais Bank Nederland N.V. Incorporated by reference to Exhibit 10.27 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on December 11, 1989 (File No. 33-31192). . . .

- 10.24 Second Amendment, Consent and Waiver to Revolving Credit Loan Agreement and Security Assignment between Carolco International N.V., Carolco Pictures Inc., certain other affiliated corporations, and Credit Lyonnais Bank Nederland N.V. dated as of March 17, 1992. Incorporated by reference to Exhibit 28.9 to Carolco's Current Report on Form 8-K dated March 24, 1992

- 10.25 Amendment to Revolving Credit Loan Agreement and Security Assignment between Carolco International N.V., Carolco Pictures Inc., and certain other affiliated corporations, and Credit Lyonnais Bank Nederland N.V. dated as of January 4, 1993. Incorporated by reference to Exhibit 10.69 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380).

- 10.26 Agreement of Credit Lyonnais Bank Nederland N.V. for the benefit of RCS Video Services Antilles N.V. and Le Studio Canal+ dated March 24, 1992. Incorporated by reference to Exhibit 28.15 to Carolco's Current Report on Form 8-K dated March 24, 1992.

- 10.27 Employment Agreements for the services of Mario F. Kassar dated as of March 23, 1992. Incorporated by reference to Exhibit 28.19 to Carolco's Current Report on Form 8-K dated March 24, 1992

- 10.28 Stock Option Agreement of Mario F. Kassar dated March 26, 1992. Incorporated by reference to Exhibit 28.24 to Carolco's

- 10.29 Multiple Picture License Agreement between Le Studio Canal+ and Atalanta Films International B.V. dated as of March 20, 1992. Incorporated by reference to Exhibit W to Canal+ S.A.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 4) dated March 24, 1992

- 10.30 Intercreditor and Standstill Agreement between Pioneer LDCA, Inc., RCS Video International Services B.V. and Le Studio Canal+ dated as of March 23, 1992. Incorporated by reference to Exhibit AA to Canal+ S.A.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 4) dated March 24, 1992.

- 10.31 Stock Transfer and Settlement Agreement between New Carolco Investments B.V. and Valdina Corporation N.V. dated as of March 23, 1992. Incorporated by reference to Exhibit A to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated March 23, 1992

- 10.32 Note Purchase Agreement between Valdina Corporation N.V. and Le Studio Canal+ dated as of March 23, 1992. Incorporated by reference to Exhibit D to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated March 23, 1992

- 10.33 Note Purchase Agreement between Valdina Corporation N.V. and Pioneer LDCA, Inc. dated as of March 23, 1992. Incorporated by reference to Exhibit C to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated march 23, 1992. .

- 10.34 Note Purchase Agreement between Valdina Corporation N.V. and RCS Video International Services B.V. dated as of March 23, 1992. Incorporated by reference to Exhibit B to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated March 23, 1992

- 10.35 Security and Pledge Agreement between New Carolco Investments B.V. and Le Studio Canal+

dated as of March 23, 1992. Incorporated by reference to Exhibit M to Canal+ S.A.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 4) dated March 24, 1992

10.36 Security and Pledge Agreement between New Carolco Investments B.V. and Pioneer LDCA, Inc. dated as of March 23, 1992. Incorporated by reference to Exhibit 23 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 8) dated March 24, 1992.

10.37 Security and Pledge Agreement between New Carolco Investments B.V. and RCS Video International Services B.V. dated as of March 23, 1992. Incorporated by reference to Exhibit 24 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 8) dated March 24, 1992

10.38 Letter Agreement between Mario F. Kassar and Valdina Corporation N.V. regarding Assignment of Registration Rights dated March 23, 1992. Incorporated by reference to Exhibit E to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated March 23, 1992

10.39 Letter Agreement between Carolco Pictures Inc. and Valdina Corporation N.V. regarding Transfer of Registration Rights dated March 23, 1992. Incorporated by reference to Exhibit F to Valdina Corporation N.V.'s Schedule 13D under the Securities Exchange Act of 1934 dated March 23, 1992

10.40 Letter Agreement, dated March 23, 1992, between Carolco Pictures Inc. and Valdina Corporation N.V. regarding Removal of Legend on Stock Certificate. Incorporated by reference to Exhibit 28.42 to Carolco's Current Report on Form 8-K dated March 24, 1992

10.41 Inducement Agreement between New Carolco Investments B.V., Clorenda Corporation A.V.V., Mario F. Kassar, Pioneer LDCA, Inc., Le Studio Canal+ and RCS Video International Services

B.V. dated as of March 23, 1992. Incorporated by reference to Exhibit X to Canal+ S.A.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 4) dated March 24, 1992

10.42 Employee Stock Option Plan of Carolco Pictures Inc., as amended as of June 15, 1987. Incorporated by reference to Exhibit 10.17 to Carolco's Registration Statement on Form S-1 (File No.33-20956)

10.43 Non-Employee Stock Option Plan of Carolco Pictures Inc. Incorporated by reference to Exhibit 10.12 to Carolco's Registration Statement on Form S-1 (File No. 33-8734) . .

10.44 1989 Stock Option and Stock Appreciation Rights Plan of Carolco Pictures Inc., as amended. Incorporated by reference to Exhibit 99.10 to Carolco's Current Report on Form 8-K dated October 20, 1993 filed with the Commission on November 4, 1994

10.45 Deferred Compensation Plan of Carolco Pictures Inc. Incorporated by reference to Exhibit 10.19 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on November 13, 1986 (File No. 33-8734)

10.46 Employment Agreement for the services of William Shpall dated as of May 6, 1992. Incorporated by reference to Exhibit 28.1 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

10.47 Stock Option Agreement of William Shpall dated as of May 6, 1992. Incorporated by reference to Exhibit 28.2 to Carolco's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992

10.48 Letter Agreement dated as of March 17, 1988 between White Eagle Enterprises, Inc. and Carolco Pictures Inc. relating to the production of "Rambo IV." Incorporated by reference to Exhibit 10.48 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on May 23, 1988 (File No. 33-20956)#.

- 10.49 Agreement dated as of October 18, 1988 among Carolco Pictures Inc., White Eagle Enterprises Inc., and White Eagle N.V. and Exhibit B thereto. Incorporated by reference to Exhibit 10.54 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1988#.
- 10.50 Promissory Note Secured by Deed of Trust and Deed of Trust dated February 22, 1988 issued by Carolco Pictures Inc. to The Equitable Life Assurance Society of the United States. Incorporated by reference to Exhibit 10.31 to Carolco's Registration Statement on Form S-1 (File No. 33-20956).
- 10.51 Video Rights License Agreement between Carolco Pictures Inc. and International Video Entertainment Inc. dated July 27, 1987, as amended as of October 15, 1987. Incorporated by reference to Exhibit 10.47 to Carolco's Registration Statement on Form S-1 (File No. 33-20956).
- 10.52 Amendment to Video Rights License Agreement between LIVE Home Video and Carolco Pictures Inc. included as Exhibit 10.51 hereto dated April 12, 1990. Incorporated by reference to Exhibit 10.22 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1990
- 10.53 Syndication Distribution Agreement dated as of October 19, 1988 between Hemdale Communications, Inc., Hemdale Holdings, Ltd., Hemdale Film Corporation, Hemdale Film Sales Corporation and Orbis Communications Inc. Incorporated by reference to Exhibit 10.49 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1988.
- 10.54 Network Distribution Agreement dated as of October 19, 1988 between Hemdale Communications, Inc., Hemdale Holdings, Inc., Hemdale Film Corporation, Hemdale Film Sales Corporation and Orbis Communications Inc. Incorporated by reference to Exhibit 10.50 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1988#
- 10.55 "Platoon" Distribution Agreement dated as of

October 19, 1988 between Hemdale Holdings, Ltd., Hemdale Film Corporation, Hemdale Film Sales Corporation and Orbis Communications Inc. Incorporated by reference to Exhibit 10.51 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1988# .

10.56 Revised Domestic Theatrical Distribution Agreement dated as of December 26, 1990 between Tri-Star Pictures, Inc. and Carolco Pictures Inc. Incorporated by reference to Exhibit 10.26 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, as amended and restated by a Form 8 Amendment to Application or Report dated April 15, 1991

10.57 Exclusive Output Agreement dated as of May 4, 1988 between Showtime/The Movie Channel Inc. and Carolco Pictures Inc. Incorporated by reference to Exhibit 10.53 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1988#

10.58 Agreement for the Subscription, Purchase and Sale of Shares between The Vista Organization, Ltd., TVO Motion Picture Management Co., Inc. and Carolco Pictures Inc. dated as of September 20, 1989. Incorporated by reference to Exhibit 10.58 to Carolco's Registration Statement on Form S-1 (File No. 33-31192). .

10.59 Amendment to Agreement for Subscription, Purchase and Sale of Shares among The Vista Organization, Ltd., TVO Motion Picture Management Co., Inc. and Carolco Pictures Inc. dated as of January 22, 1990. Incorporated by reference to Exhibit 10.89 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on January 31, 1990 (File No. 33-31192)

10.60 Indemnity Agreement between Carolco Pictures Inc. and the individual Directors and Officers of The Vista Organization, Ltd. dated as of September 20, 1989. Incorporated by reference to Exhibit 10.60 to Carolco's Registration Statement on Form S-1 (File No. 33-31192). .

10.61 Amended and Restated Acquisition Agreement by

and among Carolco Pictures Inc., DEG Acquisition Corporation, De Laurentiis Entertainment Group Inc. and certain subsidiaries and the Official Committee of Creditors dated December 22, 1989. Incorporated by reference to Exhibit 10.78 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1989.

10.62 Amendment dated March 29, 1990 to Amended and Restated Acquisition Agreement by and among Carolco Pictures Inc., DEG Acquisition Corporation, De Laurentiis Entertainment Group Inc. and certain subsidiaries and the Official Committee of Creditors included as Exhibit 10.73 hereto. Incorporated by reference to Exhibit 10.89 to Carolco's Annual Report on Form 10-K for the fiscal year ended December 31, 1989

10.63 Purchase and Sale Agreement, dated August 14, 1992, by and between Worldvision Enterprises, Inc. and Carolco Television Inc. Incorporated by reference to Exhibit 28.1 to Carolco's Current Report on Form 8-K dated September 2, 1992

10.64 First Amendment to Purchase and Sale Agreement, dated as of September 2, 1992, by and between Worldvision Enterprises, Inc. and Carolco Television Inc. Incorporated by reference to Exhibit 28.2 to Carolco's Current Report on Form 8-K dated September 2, 1992 . .

10.65 Confirmation and Guaranty dated as of August 14, 1992, by and between Carolco Pictures Inc. and Worldvision Enterprises, Inc. Incorporated by reference to Exhibit 10.137 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)

10.66 Accounts Receivable Purchase and Sale Agreement, dated as of October 16, 1992, between Carolco Television Inc. and Sun Life Insurance Company of America. Incorporated by reference to Exhibit 28.3 to Carolco's Current Report on Form 8-K dated October 20, 1992. .

10.67 Guaranty dated October 19, 1992 by Carolco Pictures Inc. in favor of Sun Life Insurance

Company of America. Incorporated by reference to Exhibit 10.139 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380).

- 10.68 Retainer Letter with Daniels & Associates and Jefferson Capital Group, Ltd. dated as of August 13, 1992. Incorporated by reference to Exhibit 10.177 to Carolco's Registration Statement on Form S-1 filed with the Commission on December 24, 1992 (File No. 33-56380).

- 10.69 Retainer Letter with Daniels & Associates and Jefferson Capital Group, Ltd. dated as of December 22, 1992. Incorporated by reference to Exhibit 10.178 to Carolco's Registration Statement on Form S-1 filed with the Commission on December 24, 1992 (File No. 33-56380).

- 10.70 Retainer Letter with Anthony J. Scotti dated as of September 1, 1992. Incorporated by reference to Exhibit 10.179 to Carolco's Registration Statement on Form S-1 filed with the Commission on December 24, 1992 (File No. 33-56380).

- 10.71 Letter Agreement between Carolco Pictures Inc. and Robert W. Goldsmith for the services of Robert W. Goldsmith dated as of November 2, 1992. Incorporated by reference to Exhibit 10.143 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380).

- 10.72 Prepayment Agreement dated as of January 8, 1993, between Carolco Pictures Inc. and Showtime Networks Inc. Incorporated by reference to Exhibit 10.148 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)

- 10.73 Letter Agreement dated February 11, 1993, between Carolco Pictures Inc. and Showtime Networks Inc. amending Showtime Prepayment Agreement. Incorporated by reference to Exhibit 10.149 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed

with the Commission on May 7, 1993 (File No. 33-56380).

10.74 \$15 Million Secured Promissory Note dated December 17, 1992 by Carolco Pictures Inc., Carolco International N.V. and Carolco Television Inc. in favor of The Screen Actors Guild, The Directors Guild of America, The Writers Guild of America West, and The Motion Picture Industry Pension and Health Plans. Incorporated by reference to Exhibit 10.150 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380).

10.75 Security Agreement dated December 17, 1992 by Carolco Pictures Inc., Carolco International N.V. and Carolco Television Inc. in favor of The Screen Actors Guild, The Directors Guild of America, the Writers Guild of America West, and the Motion Picture Industry Pension and Health Plans. Incorporated by reference to Exhibit 10.151 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380).

10.76 Subordination Agreement dated December 17, 1992 by and among Credit Lyonnais Bank Nederland N.V. and The Screen Actors Guild, The Directors Guild of America, The Writers Guild of America West, and The Motion Picture Industry Pension and Health Plans. Incorporated by reference to Exhibit 10.152 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380).

10.77 Commitment Letter and Co-Production Agreement dated as of April 3, 1992 by and among Cliffhanger B.V., Carolco International N.V., Carolco Nominee B.V., Pioneer LDCA, Inc., Cinepole Productions B.V. and RCS Video Services Antilles N.V. Incorporated by reference to Exhibit 10.153 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)#.

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10.78 Amendment to Commitment Letter and

Co-Production Agreement dated as of April 27, 1992 by and among Cliffhanger B.V., Carolco International N.V., Carolco Nominee B.V., Pioneer LDC, Inc., Cinepole Productions B.V., RCS Video Services Antilles N.V., Carolco Pictures Inc., Credit Lyonnais Bank Nederland N.V. and Le Studio Canal+ S.A. Incorporated by reference to Exhibit 10.154 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)#

10.79 Second Amendment to Commitment Letter and Co-Production Agreement dated as of April 23, 1993 to be effective as of April 3, 1992 by and among Cliffhanger B.V., Carolco International N.V., Carolco Nominee B.V., Pioneer LDCA, Inc., Cinepole Productions B.V., RCS Video Services Antilles N.V. and Cliffhanger Investments Holding Inc. Incorporated by reference to Exhibit 10.155 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)#

10.80 Participation and Assumption Agreement dated as of January 8, 1992 by and between Carolco/Le Studio Canal+ Productions V.O.F. and Japan Satellite Broadcasting, Inc. Incorporated by reference to Exhibit 10.156 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)#

10.81 Investment Agreement dated as of July 15, 1991 by and among Carolco International N.V., Carolco Pictures Inc. and Le Studio Canal+ S.A. with respect to "Basic Instinct." Incorporated by reference to Exhibit 10.157 to Carolco's Registration Statement on Form S-1, Amendment No. 1, filed with the Commission on May 7, 1993 (File No. 33-56380)#

10.82 Securities Purchase Agreement dated as of May 25, 1993, by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit 10.164 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)

- 10.83 Contribution and Exchange Agreement dated as of May 25, 1993, by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V., Le Studio Canal+ S.A., RCS Video International Services B.V., RCS Video Services Antilles N.V. and RCS International Communications N.V. Incorporated by reference to Exhibit 10.166 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380).
- 10.84 Confidential Draft Term Sheet for Proposed MGM/Carolco Distribution Agreement by and between Carolco Pictures Inc. and Metro-Goldwyn-Mayer, Inc., dated as of April 23, 1993. Incorporated by reference to Exhibit 10.168 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)#
- 10.85 Domestic Output Agreement by and between Carolco Pictures Inc. and Metro-Goldwyn-Mayer, Inc., dated as of May 1, 1993. Incorporated by reference to Exhibit 10.12 to Carolco's Quarterly Report on Form 10-Q for the quarter ended September 30, 1993#.
- 10.86 Employment Agreement between Carolco Pictures Inc. and Mario F. Kassar for the services of Mario F. Kassar, dated as of May 3, 1993. Incorporated by reference to Exhibit 28 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993.
- 10.87 Stock Option Agreement of Mario F. Kassar dated as of May 3, 1993. Incorporated by reference to Exhibit 29 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993.
- 10.88 First Amendment to Inducement Agreement dated as of April 30, 1993, by and among New Carolco Investments B.V., Clorenda Corporation A.V.V., Mario F. Kassar, Pioneer LDCA, Inc., Le Studio Canal+ and RCS Video International Services B.V. Incorporated by reference to Exhibit 30

to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993

10.89 Amended and Restated Security and Pledge Agreement between New Carolco Investments B.V. and Le Studio Canal+ dated as of April 30, 1993. Incorporated by reference to Exhibit 34 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993

10.90 Amended and Restated Security and Pledge Agreement between New Carolco Investments B.V. and Pioneer LDCA, Inc. dated as of April 30, 1993. Incorporated by reference to Exhibit 35 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993

10.91 Amended and Restated Security and Pledge Agreement between New Carolco Investments B.V. and RCS Video International Services B.V. dated as of April 30, 1993. Incorporated by reference to Exhibit 36 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 10) dated May 6, 1993.

10.92 Letter Agreement dated May 25, 1993 by and between Carolco Pictures Inc. and New Carolco Investments B.V. relating to delivery of shares. Incorporated by reference to Exhibit 38 to New Carolco Investments B.V.'s Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 11) dated May 25, 1993. . . .

10.93 Letter Agreement dated as of May 25, 1993 by and between Carolco Pictures Inc., Daniels & Associates and Jefferson Capital Group, Ltd., amending Retainer Letter dated as of August 13, 1992. Incorporated by reference to Exhibit 10.177 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380).

10.94 Letter Agreement dated as of May 25, 1993 by and between Carolco Pictures Inc., Daniels & Associates and Jefferson Capital Group, Ltd., amending Retainer Letter dated as of

December 22, 1992. Incorporated by reference to Exhibit 10.178 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380).

- 10.95 Letter Agreement dated as of May 25, 1993 by and between Carolco Pictures Inc. and Anthony J. Scotti, Amending Retainer Letter dated as of September 1, 1992. Incorporated by reference to Exhibit 10.179 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)

- 10.96 Letter Agreement between Carolco Pictures Inc., Carolco Television Inc. and Robert W. Goldsmith for the services of Robert W. Goldsmith dated as of April 1, 1991. Incorporated by reference to Exhibit 10.180 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)

- 10.97 Letter Agreement between Carolco Pictures Inc. and Karen A. Taylor for the services of Karen A. Taylor dated as of March 20, 1991. Incorporated by reference to Exhibit 10.181 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)

- 10.98 Letter Agreement between Carolco Pictures Inc. and Karen A. Taylor for the services of Karen A. Taylor dated as of May 20 1992. Incorporated by reference to Exhibit 10.182 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380)

- 10.99 Consulting Agreement dated as of June 7, 1993 by and between Carolco Pictures Inc. and Anthony J. Scotti. Incorporated by reference to Exhibit 10.183 to Carolco's Registration Statement on Form S-1, Amendment No. 2, filed with the Commission on July 6, 1993 (File No. 33-56380).

- 10.100 Statement of Release of Collateral Shares by Pioneer LDCA, Inc. (acting as collateral agent for Le Studio Canal+ and RCS Video

International Services B.V.) dated as of May 20, 1993. Incorporated by reference to Exhibit AK to Canal's Schedule 13D under the Securities Exchange Act of 1934 (Amendment No. 8) dated June 1, 1993

- 10.101 First Amendment to Securities Purchase Agreement dated as of July 29, 1993, by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit 10.192 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)
- 10.102 First Amendment to Contribution and Exchange Agreement dated as of July 29, 1993, by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V., Le Studio Canal+ S.A., RCS Video International Services B.V., RCS Video Services Antilles N.V. and RCS International Communications N.V. Incorporated by reference to Exhibit 10.193 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)
- 10.103 Letter Agreement dated May 4, 1993 by and between Carolco Pictures Inc., Carolco International N.V., RCS Editori S.p.A., RCS Video Services Antilles N.V. and RCS International Communications N.V., amending Inducement Letter and Output Agreement, each dated May 8, 1991. Incorporated by reference to Exhibit 10.194 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380).
- 10.104 Letter Agreement dated as of September 11, 1992 among Hexagon Films (U.S.), Carolco Pictures Inc. and Carolco International N.V., relating to Stargate. Incorporated by reference to Exhibit 10.195 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)#.
- 10.105 Letter Agreement dated as of September 11, 1992 among Hexagon Films (U.S.), Carolco

Pictures Inc. and Carolco International N.V., amending Letter Agreement dated September 11, 1992 with respect to Stargate. Incorporated by reference to Exhibit 10.196 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)#.

10.106 Letter Agreement dated as of November 13, 1992 among Hexagon Films (U.S.), Carolco Pictures Inc. and Carolco International N.V., amending Letter Agreement dated September 11, 1992 with respect to Stargate. Incorporated by reference to Exhibit 10.197 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380).

10.107 Standby Purchase and Investment Agreement dated as of July 29, 1993, by and between Carolco Pictures Inc., Cinepole Productions B.V., Le Studio Canal+, Pioneer LDCA, Inc., RCS Video International Services B.V. and Tele-Communications, Inc. Incorporated by reference to Exhibit 10.198 to Carolco's Registration Statement on Form S-1, Amendment No. 3, filed with the Commission on August 2, 1993 (File No. 33-56380)

10.108 Second Amendment to Securities Purchase Agreement dated as of August 19, 1993 by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit 10.199 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380)

10.109 Employment Agreement between Carolco Pictures Inc. and Lynwood Spinks for the services of Lynwood Spinks, dated as of August 9, 1993 and entered into as of March 1, 1992. Incorporated by reference to Exhibit 10.200 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380)#.

10.110 Agreement by and between Carolco Pictures Inc. and Tele-Communications, Inc., dated as of August 19, 1993 relating to certain

pre-theatrical pay-per-view rights.
Incorporated by reference to Exhibit 10.201 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380).

10.111 Co-Production Financing Agreement by and among Carolco Pictures Inc., Le Studio Canal+ and Tele-Communications, Inc., dated as of August 19, 1993. Incorporated by reference to Exhibit 10.202 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380)#

10.112 License Agreement by and between Carolco Pictures Inc. and Encore Media Corporation, dated as of August 17, 1993. Incorporated by reference to Exhibit 10.203 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380)#.

10.113 Stock Purchase Agreement by and between Carolco Pictures Inc. and Tele-Communications, Inc., dated as of August 19, 1993. Incorporated by reference to Exhibit 10.204 to Carolco's Registration Statement on Form S-1, Amendment No. 4, filed with the Commission on August 23, 1993 (File No. 33-56380).

10.114 Third Amendment to Securities Purchase Agreement dated October 7, 1993 by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit DD to Pioneer Electronic Corporation's Schedule 13D under the Securities Exchange Act of 1934, Amendment No. 4, filed with the Commission on November 2, 1993

10.115 Second Amendment to Contribution and Exchange Agreement dated as of October 15, 1993 by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V., Le Studio Canal+ S.A., RCS Video International Service B.V., RCS Video Services Antilles N.V. and RCS International Communications N.V. Incorporated by reference to Exhibit EE to Pioneer Electronic Corporation's Schedule 13D under the Securities Exchange Act of 1934,

Amendment No. 4, filed with the Commission on November 2, 1993

10.116 Stockholders Agreement dated as of October 20, 1993 by and between New Carolco Investments B.V., Pioneer LDCA, Inc., Cinepole Productions B.V., RCS Video International Services B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit BB to Pioneer Electronic Corporation's Schedule 13D under the Securities Exchange Act of 1934, Amendment No. 4, filed with the Commission on November 2, 1993

10.117 Registration Rights Agreement dated as of October 20, 1993 by and between Carolco Pictures Inc. and Pioneer LDCA, Inc., Cinepole Productions B.V., RCS Video International Services B.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit AA to Pioneer Electronic Corporation's Schedule 13D under the Securities Exchange Act of 1934, Amendment No. 4 filed with the Commission on November 2, 1993

10.118 Put and Call Agreement dated October 20, 1993 by and among MGM Holdings Corporation, Credit Lyonnais S.A. and Cinepole Productions B.V. Incorporated by reference to Exhibit E to MGM Holdings Corporation's Schedule 13D under the Securities Exchange Act of 1934, Amendment No. 1, filed with the Commission on November 1, 1993

10.119 Subordination Agreement dated October 20, 1993 by and among Pioneer LDCA, Inc., Cinepole Productions B.V., RCS Video International Services B.V., RCS International Communications N.V. and MGM Holdings Corporation. Incorporated by reference to Exhibit CC to Pioneer Electronic Corporation's Schedule 13D under the Securities Exchange Act of 1934, Amendment No. 4, filed with the Commission on November 2, 1993

10.120 Registration Rights Agreement for LIVE Entertainment Inc. Common Stock dated as of July 20, 1993, by and among LIVE Entertainment Inc., Carolco Pictures Inc., Pioneer LDCA, Inc., RCS Video International Services B.V., RCS Video Services Antilles N.V., and Le

Studio Canal+ S.A. Incorporated by reference to Exhibit 10.84 to LIVE Entertainment Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 1993.

10.121 Letter Agreement between Carolco Pictures Inc. and Karen A. Taylor for the services of Karen A. Taylor effective November 1, 1993. Incorporated by reference to Exhibit 10.121 to Carolco Pictures Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1993

10.122 Retainer Letter with Daniels & Associates dated as of January 20, 1994. Incorporated by reference to Exhibit 10.122 to Carolco Pictures Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1993. . .

10.123 Letter of Intent dated March 23, 1994 between Carolco Pictures Inc. and LIVE Entertainment Inc. Filed herewith.

11.1 Statement of Computation of Per Share Earnings. Incorporated by reference to Exhibit 11.1 to Carolco Pictures Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1993

21.1 Subsidiaries of Carolco Pictures Inc. Incorporated by reference to Exhibit 21.1 to Carolco Pictures Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1993

23.1 Consent of Ernst & Young. Incorporated by reference to Exhibit 23.1 to Carolco Pictures Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1993

#Confidential treatment request