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DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 01:35 PM 09/27/2005  
INITIAL FILING NUM: 5298539 9  
AMENDMENT NUMBER: 0000000  
SRV: 050790078

### UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A NAME & PHONE OF CONTACT AT FILER (optional)**

**B SEND ACKNOWLEDGMENT TO: (Name and Address)**  
 Jeffrey A. Krieger, Esq.  
 Greenberg Glusker Fields Claman  
 Machtinger & Kinsella LLP  
 1900 Avenue of the Stars, Suite 2100  
 Los Angeles, CA 90067

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names**

**OR**

**1a ORGANIZATION'S NAME**

**1b INDIVIDUAL'S LAST NAME**  
Jackson

**FIRST NAME**  
Michael

**MIDDLE NAME**  
Joseph

**SUFFIX**

**1c MAILING ADDRESS**  
5225 Figueroa Mountain Road  
Neverland Valley Ranch

**CITY**  
Los Olivos

**STATE**  
CA

**POSTAL CODE**  
93441

**COUNTRY**  
USA

**1d SEE INSTRUCTIONS**

**ADD'L INFO RE ORGANIZATION DEBTOR**

**1e TYPE OF ORGANIZATION**

**1f JURISDICTION OF ORGANIZATION**

**1g ORGANIZATIONAL ID# if any**  NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names**

**OR**

**2a ORGANIZATION'S NAME**

**2b INDIVIDUAL'S LAST NAME**  
Jackson

**FIRST NAME**  
Michael

**MIDDLE NAME**  
Joseph

**SUFFIX**

**2c MAILING ADDRESS**  
c/o The Yucaipa Companies  
c/o Michael D. Sydow, Esq.  
2000 Bering Drive, Suite 700

**CITY**  
Houston

**STATE**  
TX

**POSTAL CODE**  
77057

**COUNTRY**  
USA

**2d SEE INSTRUCTIONS**

**ADD'L INFO RE ORGANIZATION DEBTOR**

**2e TYPE OF ORGANIZATION**

**2f JURISDICTION OF ORGANIZATION**

**2g ORGANIZATIONAL ID# if any**  NONE

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)**

**OR**

**3a ORGANIZATION'S NAME**

**3b INDIVIDUAL'S LAST NAME**  
Branca

**FIRST NAME**  
John

**MIDDLE NAME**

**SUFFIX**

**3c MAILING ADDRESS**  
1801 Century Park East

**CITY**  
Los Angeles

**STATE**  
CA

**POSTAL CODE**  
90067

**COUNTRY**  
USA

**4** This FINANCING STATEMENT covers the following collateral:  
Five percent (5%) of the Debtor's interest in the musical compositions listed in Section 16 of the Addendum, and five percent (5%) of general intangibles, accounts receivable, payment intangibles, and any proceeds, products or rents arising therefrom and owed to or owned by Debtor, and any other right to payment on account of or arising as a result of the Debtor's interest in the musical compositions listed in Section 16 of the Addendum.

**5. ALTERNATIVE DESIGNATION (if applicable)**  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

**6**  THIS FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)

**7** Check to REQUEST SEARCH REPORT(S) on Debtors (ADDITIONAL FEE)  All Debtors  Debtor 1  Debtor 2

**8. OPTIONAL FILER REFERENCE DATA**

# UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9 NAME OF FIRST DEBTOR (1A OR 1B) ON RELATED FINANCING STATEMENT			
9a. ORGANIZATION'S NAME			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
	Jackson	Michael	Joseph
10 MISCELLANEOUS			

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only ONE name (11a or 11b) - do not abbreviate or combine names					
OR 11a. ORGANIZATION'S NAME					
MJ Publishing Trust					
OR 11b. INDIVIDUAL'S LAST NAME					
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
c/o The Yucaipa Companies c/o Michael D. Sydow, Esq. 2000 Bering Drive, Suite 700		Houston	TX	77057	USA
11d. SEE INSTRUCTIONS		11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION		11g. ORGANIZATIONAL ID# if any
ADD'L INFO RE ORGANIZATION DEBTOR		Business Trust	Delaware		<input checked="" type="checkbox"/> None

12 <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR'S S/P'S NAME - Insert only ONE name (12a or 12b)					
12a. ORGANIZATION'S NAME					
Ziffren, Brittenham, Branca, Fischer, Gilbert-Lurie, Stiffelman & Cook LLP					
OR 12b. INDIVIDUAL'S LAST NAME					
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
1801 Century Park East		Los Angeles	CA	90067	USA

13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input type="checkbox"/> future filing	16. Additional collateral description:  <u>Schedule 1</u> After Midnight Ain't No Stoppin' Us Now Back Stabbers Bad Luck Betcha By Golly Wow Dr. Feelgood Ease On Down The Road For The Love Of Money Great Balls of Fire I Got A Woman I Never Loved A Man If You Don't Know Me By Now I'm In Love I'm Stoned In Love With You Love Train Mighty Love Money Honey	Mr Bojangles People Get Ready Right Place Wrong Time Shake, Rattle and Roll Since You've Been Gone Sixteen Candles Then Came You What'd I Say When A Man Loves A Woman Year Of The Cat Your Love Has Lifted Me Higher You're Sixteen
14. Description of real estate:		
15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):	17. Check <u>only</u> if applicable and check <u>only</u> one box. Debtor is a <input checked="" type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate	
	18. Check <u>only</u> if applicable and check <u>only</u> one box. <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction - effective 30 years <input type="checkbox"/> Filed in connection with a Public-Finance Transaction - effective 30 years	

FILING OFFICE COPY - UCC FINANCING STATEMENT ADDENDUM (FORM UCC1As) (REV 05/22/02)

**UCC FINANCING STATEMENT ADDITIONAL PARTY**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**19 NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**

19a ORGANIZATION'S NAME		
OR	19b INDIVIDUAL'S LAST NAME	FIRST NAME
	Jackson	Michael
		MIDDLE NAME SUFFIX
		Joseph

**20 MISCELLANEOUS:**

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**21 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only gss name (21a or 21b) - do not abbreviate or combine names**

21a ORGANIZATION'S NAME				
MJ Publishing Trust - c/o Jackson International, LLC				
OR	21b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
21c MAILING ADDRESS		CITY	STATE	POSTAL CODE
6100 Wilshire Boulevard, Suite 770		Los Angeles	CA	90048
				COUNTRY
				USA
21d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e TYPE OF ORGANIZATION	21f JURISDICTION OF ORGANIZATION	21g ORGANIZATIONAL ID #, if any
		Business Trust	Delaware	<input checked="" type="checkbox"/> NONE

**22 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only gss name (22a or 22b) - do not abbreviate or combine names**

22a ORGANIZATION'S NAME				
MJ Publishing Trust - c/o Bernstein Fox				
OR	22b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
22c MAILING ADDRESS		CITY	STATE	POSTAL CODE
2029 Century Park East, Suite 500		Los Angeles	CA	90067
				COUNTRY
				USA
22d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e TYPE OF ORGANIZATION	22f JURISDICTION OF ORGANIZATION	22g ORGANIZATIONAL ID #, if any
		Business Trust	Delaware	<input checked="" type="checkbox"/> NONE

**23 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only gss name (23a or 23b) - do not abbreviate or combine names**

23a ORGANIZATION'S NAME				
MJ Publishing Trust - c/o Gelfand, Rennert & Feldman, Attn: Marshall M. Gelfand				
OR	23b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
23c MAILING ADDRESS		CITY	STATE	POSTAL CODE
1800 Century Park East, Suite 900		Los Angeles	CA	90067
				COUNTRY
				USA
23d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e TYPE OF ORGANIZATION	23f JURISDICTION OF ORGANIZATION	23g ORGANIZATIONAL ID #, if any
		Business Trust	Delaware	<input checked="" type="checkbox"/> NONE

**24 ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - Insert only gss name (24a or 24b)**

24a ORGANIZATION'S NAME				
OR	24b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
24c MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

**25 ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - Insert only gss name (25a or 25b)**

25a ORGANIZATION'S NAME				
OR	25b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
25c MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

**UCC FINANCING STATEMENT ADDITIONAL PARTY**  
 FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19 NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

19a ORGANIZATION'S NAME			
OR	19b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
	Jackson	Michael	Joseph

20 MISCELLANEOUS:

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21 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (21a or 21b) - do not abbreviate or combine names

21a ORGANIZATION'S NAME					
<b>MJ Publishing Trust -- c/o Katten Muchin &amp; Zavis, Attn: Zia F. Moddaber</b>					
OR	21b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
21c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
1999 Avenue of the Stars, Suite 1400		Los Angeles	CA	90067	USA
21d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e TYPE OF ORGANIZATION	21f JURISDICTION OF ORGANIZATION	21g ORGANIZATIONAL ID #, if any	<input checked="" type="checkbox"/> NONE
		Business Trust	Delaware		

22 ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (22a or 22b) - do not abbreviate or combine names

22a ORGANIZATION'S NAME					
<b>MJ Publishing Trust -- c/o Provident Financial Management</b>					
OR	22b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
22c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
10345 West Olympic Boulevard, Suite 200		Los Angeles	CA	90064	USA
22d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e TYPE OF ORGANIZATION	22f JURISDICTION OF ORGANIZATION	22g ORGANIZATIONAL ID #, if any	<input checked="" type="checkbox"/> NONE
		Business Trust	Delaware		

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (23a or 23b) - do not abbreviate or combine names

23a ORGANIZATION'S NAME					
OR	23b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
23c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
23d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e TYPE OF ORGANIZATION	23f JURISDICTION OF ORGANIZATION	23g ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

24 ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - Insert only one name (24a or 24b)

24a ORGANIZATION'S NAME					
OR	24b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
24c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

25 ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - Insert only one name (25a or 25b)

25a ORGANIZATION'S NAME					
OR	25b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
25c MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

# UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE  
 U.C.C. FILING SECTION  
 FILED 05:12 PM 05/01/2006  
 INITIAL FILING NUM: 5298539 9  
 AMENDMENT NUMBER: 6147129 1  
 SRV: 060403962

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #  
**5298539 9 9/27/2005**

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2.  TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement

3.  CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

4.  ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects  Debtor or  Secured Party of record. Check only one of these two boxes

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7

CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party

DELETE name: Give record name to be deleted in item 6a or 6b.

ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a ORGANIZATION'S NAME

OR 6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

**Jackson Michael Joseph**

7. CHANGED (NEW) OR ADDED INFORMATION:

7a ORGANIZATION'S NAME

OR 7b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR. 7e TYPE OF ORGANIZATION 7f JURISDICTION OF ORGANIZATION 7g ORGANIZATIONAL ID #, if any  NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box

Describe collateral  deleted or  added, or give entire  restated collateral description, or describe collateral  assigned

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment) If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here  and enter name of DEBTOR authorizing this Amendment.

9a ORGANIZATION'S NAME  
**Ziffren, Brittenham, Branca, Fischer, Gilbert, Stiffelman & Cook LLP**

OR 9b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA  
**DE - SoS 075363-040**

# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

5298539 9 9/27/2005

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

Branca

John

13. Use this space for additional information

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Listed below are the additional debtors covered in this termination:

MICHAEL JOSEPH JACKSON  
5225 Figueroa Mountain Road  
Neverland Valley Ranch  
Los Olivos, CA 93441

MICHAEL JOSEPH JACKSON  
5225 Figueroa Mountain Road  
Neverland Valley Ranch  
Los Olivos, CA 93441

MICHAEL JOSEPH JACKSON  
c/o The Yucalpa Companies  
c/o Michale D. Sydow, Esq.  
200 Bering Drive, Suite 700  
Houston, TX 77057

MJ PUBLISHING TRUST  
c/o The Yucalpa Companies  
c/o Michale D. Sydow, Esq.  
200 Bering Drive, Suite 700  
Houston, TX 77057

MJ PUBLISHING TRUST - C/O JACKSON INTERNATIONAL, LLC  
6100 Wilshire Boulevard, Suite 770  
Los Angeles, CA 90048

MJ PUBLISHING TRUST - C/O BERNSTEIN FOX  
2029 Century Park East, Suite 500  
Los Angeles, CA 90067

MJ PUBLISHING TRUST - C/O GELFAND, RENNERT & FELDMAN, ATTN: MARSHALL M. GELFAND  
1800 Century Park East, Suite 900  
Los Angeles, CA 90067

MJ PUBLISHING TRUST - C/O KATTENMUCHIN & ZARVIS, ATTN: ZLA F. MODDABER  
1999 Avenue of the Stars, Suite 1400  
Los Angeles, CA 90067

MJ PUBLISHING TRUST - C/O PROVIDENT FINANCIAL MANAGEMENT  
10345 West Olympic Boulevard, Suite 200  
Los Angeles, CA 90064

# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as Item 1a on Amendment form)  
5298539 9 9/27/2005

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as Item 9 on Amendment form)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

Branca

John

13. Use this space for additional information

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Listed below are the additional secured parties covered in this termination:

John Branca  
1801 Century Park East  
Los Angeles, CA 90067

Ziffren, Brittenham, Branca, Fischer, Gilbert-Lurie, Stiffelman & Cook LLP  
1801 Century Park East  
Los Angeles, CA 90067