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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 **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					
11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
	MJ Publishing Trust				
11c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
c/o The Yucaipa Companies c/o Michael D. Sydow, Esq. 2000 Bering Drive, Suite 700			Houston	TX	77057
11d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID# if any
			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					
12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
1801 Century Park East			Los Angeles	CA	90067
					COUNTRY 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"/> fixture 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	MIDDLE NAME, SUFFIX
Jackson	Michael	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
6100 Wilshire Boulevard, Suite 770

CITY	STATE	POSTAL CODE	COUNTRY
Los Angeles	CA	90048	USA

21d SEE INSTRUCTIONS

ADDL 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
2029 Century Park East, Suite 500

CITY	STATE	POSTAL CODE	COUNTRY
Los Angeles	CA	90067	USA

22d SEE INSTRUCTIONS

ADDL 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
1800 Century Park East, Suite 900

CITY	STATE	POSTAL CODE	COUNTRY
Los Angeles	CA	90067	USA

23d SEE INSTRUCTIONS

ADDL 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
	Jackson	Michael
		MIDDLE NAME, SUFFIX
		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				
MJ Publishing Trust -- c/o Katten Muchin & Zavis, Attn: Zia F. Moddaber				
OR	21b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
21c MAILING ADDRESS		CITY	STATE	POSTAL CODE
1999 Avenue of the Stars, Suite 1400		Los Angeles	CA	90067
				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 **one** name (22a or 22b) - do not abbreviate or combine names

22a ORGANIZATION'S NAME				
MJ Publishing Trust -- c/o Provident Financial Management				
OR	22b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
22c MAILING ADDRESS		CITY	STATE	POSTAL CODE
10345 West Olympic Boulevard, Suite 200		Los Angeles	CA	90064
				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 **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

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

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

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 Jackson	FIRST NAME Michael	MIDDLE NAME Joseph	SUFFIX
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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
7d SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	7e TYPE OF ORGANIZATION	7f JURISDICTION OF ORGANIZATION
			7g ORGANIZATIONAL ID #, if any <input type="checkbox"/> 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
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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