

@B — Mersco

6

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 03:08 PM 09/27/2005  
INITIAL FILING NUM: 5298753 6  
AMENDMENT NUMBER: 000000  
SRV: 050790929

**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. Krleger, 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**

**1a ORGANIZATION'S NAME**

OR

<b>1b INDIVIDUAL'S LAST NAME</b> Jackson	<b>FIRST NAME</b> Michael	<b>MIDDLE NAME</b> Joseph	<b>SUFFIX</b>		
<b>1c MAILING ADDRESS</b> 5225 Figueroa Mountain Road Neverland Valley Ranch		<b>CITY</b> Los Olivos	<b>STATE</b> CA	<b>POSTAL CODE</b> 93441	<b>COUNTRY</b> USA
<b>1d SEE INSTRUCTIONS</b>	<b>ADD'L INFO RE ORGANIZATION DEBTOR</b>	<b>1e TYPE OF ORGANIZATION</b>	<b>1f JURISDICTION OF ORGANIZATION</b>	<b>1g ORGANIZATIONAL ID# if any</b> <input type="checkbox"/> NONE	

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

**2a ORGANIZATION'S NAME**

OR

<b>2b INDIVIDUAL'S LAST NAME</b> Jackson	<b>FIRST NAME</b> Michael	<b>MIDDLE NAME</b> Joseph	<b>SUFFIX</b>		
<b>2c MAILING ADDRESS</b> c/o The Yucaipa Companies c/o Michael D. Sydow, Esq. 2000 Bering Drive, Suite 700		<b>CITY</b> Houston	<b>STATE</b> TX	<b>POSTAL CODE</b> 77057	<b>COUNTRY</b> USA
<b>2d SEE INSTRUCTIONS</b>	<b>ADD'L INFO RE ORGANIZATION DEBTOR</b>	<b>2e TYPE OF ORGANIZATION</b>	<b>2f JURISDICTION OF ORGANIZATION</b>	<b>2g ORGANIZATIONAL ID# if any</b> <input type="checkbox"/> NONE	

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

**3a ORGANIZATION'S NAME**

OR

<b>3b INDIVIDUAL'S LAST NAME</b> Branca	<b>FIRST NAME</b> John	<b>MIDDLE NAME</b>	<b>SUFFIX</b>		
<b>3c MAILING ADDRESS</b> 1801 Century Park East		<b>CITY</b> Los Angeles	<b>STATE</b> CA	<b>POSTAL CODE</b> 90067	<b>COUNTRY</b> USA

**4. THIS FINANCING STATEMENT covers the following collateral**  
Five percent (5%) of Debtor's membership interest in Sony/ATV Music Publishing LLC, a Delaware limited liability company (the "Company"), and five percent (5%) of general intangibles, accounts receivable, payment intangibles owed to or owned by Debtor and any other rights to payment of all sums otherwise payable to the Debtor under the Company's limited liability company agreement, including any and all amendments thereto, or otherwise payable to the Debtor on account of or as a result of Debtor's membership interest in the Company.

**5. ALTERNATIVE DESIGNATION (if applicable)**  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOB  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		
OR	9a. ORGANIZATION'S NAME		
	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 org name (11a or 11b) - do not abbreviate or combine names				
OR	11a. ORGANIZATION'S NAME				
	MJ-ATV Publishing Trust				
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c	MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
	c/o The Yucalpa Companies c/o Michael D. Sydow, Esq. 2000 Bering Drive, Suite 700	Houston	TX	77057	USA
11d	SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID# if any
			Business Trust	Delaware	991051614 <input type="checkbox"/> None

12	<input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR'S S/P'S NAME - Insert only org 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	COUNTRY
	1801 Century Park East	Los Angeles	CA	90067	USA

13 This FINANCING STATEMENT covers  timber to be cut or  as-extracted collateral, or is filed as a  fixture filing

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):

16. Additional collateral description:

17 Check only if applicable and check only one box  
Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

18 Check only if applicable and check only one box,  
 Debtor is a TRANSMITTING UTILITY  
 Filed in connection with a Manufactured-Home Transaction - effective 30 years  
 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

18. 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:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**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-ATV 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 COUNTRY
6100 Wilshire Boulevard, Suite 770	Los Angeles		CA	90048 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	991051614 <input 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-ATV Publishing Trust - c/o The Yucaipa Companies, Attn: Michael D. Sydow, Esq.				
OR	22b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
22c. MAILING ADDRESS	CITY		STATE	POSTAL CODE COUNTRY
2000 Bering Drive, Suite 700	Houston		TX	77057 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	991051614 <input 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				
MJ-ATV Publishing Trust - c/o Provident Financial Management				
OR	23b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
23c. MAILING ADDRESS	CITY		STATE	POSTAL CODE COUNTRY
10345 West Olympic Boulevard, Suite 200	Los Angeles		CA	90064 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	991051614 <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 05:13 PM 05/01/2006  
INITIAL FILING NUM: 5298753 6  
AMENDMENT NUMBER: 6147145 7  
SRV: 060403977

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #  
**5298753 6 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 <b>Jackson</b>	FIRST NAME <b>Michael</b>	MIDDLE NAME <b>Joseph</b>	SUFFIX
--	------------------------------	------------------------------	--------

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

OR

9b. INDIVIDUAL'S LAST NAME <b>Branca</b>	FIRST NAME <b>John</b>	MIDDLE NAME	SUFFIX
---	---------------------------	-------------	--------

10. **OPTIONAL FILER REFERENCE DATA**

**DE - SoS**

**075363-045**

# UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)  
5298753 6 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 debtors covered in this termination:

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

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

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

MJ-ATVPUBLISHING TRUST - C/O THE YUCAIPA COMPANIES, ATTN: MICHAEL D. SYDOW, ESQ.  
2000 Bering Drive, Suite 700  
Houston, TX 77057

MJ-ATVPUBLISHING 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 10 on Amendment form)

5298753 6 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