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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: 000000
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	POSTAL CODE 93441	COUNTRY USA
1c MAILING ADDRESS 5225 Figueroa Mountain Road Neverland Valley Ranch		CITY Los Olivos		STATE CA			
1d SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e TYPE OF ORGANIZATION	1f JURISDICTION OF ORGANIZATION		1g ORGANIZATIONAL ID# if any <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

OR

2a ORGANIZATION'S NAME	2b INDIVIDUAL'S LAST NAME Jackson		FIRST NAME Michael	MIDDLE NAME Joseph	SUFFIX	POSTAL CODE 77057	COUNTRY USA
2c MAILING ADDRESS c/o The Yucaipa Companies c/o Michael D. Sydow, Esq. 2000 Bering Drive, Suite 700		CITY Houston		STATE TX			
2d SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e TYPE OF ORGANIZATION	2f JURISDICTION OF ORGANIZATION		2g ORGANIZATIONAL ID# if any <input type="checkbox"/> 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	POSTAL CODE 90067	COUNTRY USA
3c MAILING ADDRESS 1801 Century Park East		CITY Los Angeles		STATE CA			

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 (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 (11A OR 11B) ON RELATED FINANCING STATEMENT		
OR 9a ORGANIZATION'S NAME		
9b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
Jackson	Michael	Joseph

10 MISCELLANEOUS

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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					
11b INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
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			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					
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"/> oil-extracted collateral, or is filed as a <input type="checkbox"/> fixture filing	16 Additional collateral description: Schedule 1 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 UCC1Aa) (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 one 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	Los Angeles	CA	90048	USA
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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 one 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	Los Angeles	CA	90067	USA
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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 one 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	Los Angeles	CA	90067	USA
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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 one name (24a or 24b)

24a ORGANIZATION'S NAME

OR

24b INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

24c MAILING ADDRESS

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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

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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 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
		Business Trust	Delaware
			21g ORGANIZATIONAL ID #, if any <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 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
		Business Trust	Delaware
			22g ORGANIZATIONAL ID #, if any <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

FIRST NAME	MIDDLE NAME	SUFFIX
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
				<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

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 1 is on Amendment form)

5298539 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 D 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