

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Corporation Service Company 1-800-858-5294	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) 71632105 - 336040 Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703 Filed In: Rhode Island (S.O.S.)	

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 God Only Knows, Inc.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 270 Bellevue Avenue, Suite 175		CITY Newport	STATE RI	POSTAL CODE 02840
COUNTRY USA				
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corp.	1f. JURISDICTION OF ORGANIZATION RI	1g. ORGANIZATIONAL ID #, if any 000792891 <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				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
COUNTRY				
2d. <u>SEE INSTRUCTIONS</u>	ADD'L 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)

3a. ORGANIZATION'S NAME Screen Actors Guild-American Federation of Television and Radio Artists				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 360 Madison Avenue, 12th Floor		CITY New York	STATE NY	POSTAL CODE 10017
COUNTRY USA				

4. This FINANCING STATEMENT covers the following collateral:

AS SECURITY FOR THE PROMPT AND COMPLETE PAYMENT AND PERFORMANCE WHEN DUE OF ALL OBLIGATIONS OF DEBTOR(S) TO SECURED PARTY UNDER THE SECURITY AGREEMENT, DEBTOR(S) GRANTS TO SECURED PARTY A CONTINUING SECURITY INTEREST IN ALL PERSONAL AND INTELLECTUAL PROPERTY OF DEBTOR IN CONNECTION WITH THE MOTION PICTURE CURRENTLY ENTITLED "GOD ONLY KNOWS" A/K/A "UNTITLED JAMES MOTTERN BOSTON CRIME DRAMA" (THE PICTURE).

5. ALTERNATIVE DESIGNATION [if applicable]:		<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> 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 Debtor(s) [OPTIONAL FEE] [optional]		<input type="checkbox"/> All Debtors		<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2
8. OPTIONAL FILER REFERENCE DATA :317277							

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