

42- ✓ Micah Mortgage Services  
1112 E. Copeland Rd., Ste 420

Arlington, TX 76011

Doc Number: **0818837**

02/25/2013 11:12 AM

OFFICIAL RECORDS

Requested By:  
MICAH MORTGAGE SERVICES INC

DOUGLAS COUNTY RECORDERS  
Karen Ellison - Recorder

Page: 1 Of 4 Fee: \$ 92.00  
Bk: 0213 Pg: 6418



**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**SPCP Group VI, LLC**  
**c/o Mahadeva, PLLC**  
**445 Hamilton Avenue, Suite 1102**  
**White Plains, New York 10601**  
**Attn: Prassana Mahadeva**

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  
**FOG CITY CINEMAS LLC**

OR 1b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c MAILING ADDRESS  
**1760 Highway 395**

CITY <b>Minden</b>	STATE <b>NV</b>	POSTAL CODE <b>89423</b>	COUNTRY <b>USA</b>
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1d SEE INSTRUCTIONS  
**Not Applicable**

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION  
**domestic LLC**

1f. JURISDICTION OF ORGANIZATION  
**Nevada**

1g ORGANIZATIONAL ID #, if any  
**NV20121028963**  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  
**Ironwood 8 Cinemas**

OR 2b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

2c MAILING ADDRESS  
**1760 Highway 395**

CITY <b>Minden</b>	STATE <b>NV</b>	POSTAL CODE <b>89423</b>	COUNTRY <b>USA</b>
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2d SEE INSTRUCTIONS  
**Not Applicable**

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)

3a ORGANIZATION'S NAME  
**SPCP GROUP V, LLC**

OR 3b INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c MAILING ADDRESS  
**2 Greenwich Plaza, 1st Floor**

CITY <b>Greenwich</b>	STATE <b>CT 01</b>	POSTAL CODE	COUNTRY <b>USA</b>
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4 This FINANCING STATEMENT covers the following collateral:

Any and all personal property of Debtor, including, without limitation, all furniture, fixtures, equipment now owned or hereafter acquired, and all proceeds and profits therefrom, and all right, title and interest of Debtor in, to and under any and all "Virtual Print Fees," where such term "Virtual Print Fees" shall mean any and all cash and cash equivalents received by Debtor from any motion picture distributor, motion picture studio or any other person or entity arising from or related to Debtor's conversion from film projectors to digital cinema which conversion is being financed by Secured Party pursuant to that certain Promissory Note and Equipment Financing Agreement between Debtor and Secured Party, together with all Equipment (as defined in the Equipment Financing Agreement), all as more fully described in Exhibit "A" annexed hereto and made a part hereof, and any and all renewals, substitutions and replacements thereof, together with all proceeds, income and profits therefrom.

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 Debtor(s) (optional)  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA  
**Fog City Cinemas - Douglas County Filing Micah # 10778**

**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 <b>FOG CITY CINEMAS LLC</b>		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

**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	
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

**12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)**

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

**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**  
**See attached Legal Description.**

**16. Additional collateral description**

**15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest)**

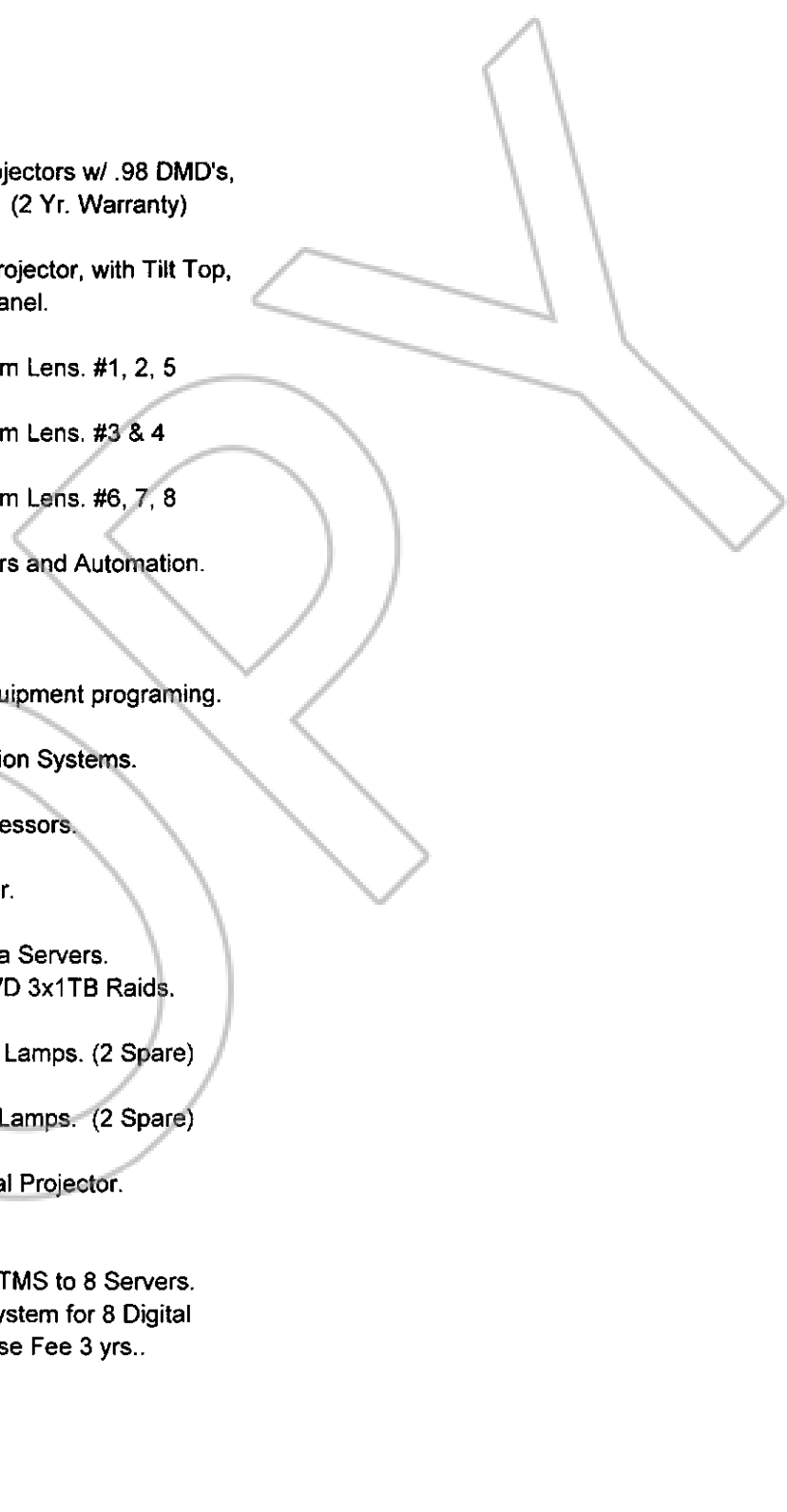
**17 Check only if applicable and check only one box**  
Debtor is a  Trust or  Trustee acting with respect to property held in trust or  Decedent's Estate

**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

**Exhibit "A"**

**Quantity      Digital Projection Equipment**

- 8      NEC NC 2000C Series II Digital Projectors w/ .98 DMD's, Legacy Board, and 4K Max Xenon. (2 Yr. Warranty)
- 8      Strong Pedestals for NEC Digital Projector, with Tilt Top, and Pre wired Power Distribution Panel.
- 3      NEC NC 60LS16Z (1.59-2.53) Zoom Lens. #1, 2, 5
- 2      NEC NC 60LS19Z (1.90-2.53) Zoom Lens. #3 & 4
- 3      NEC NC 60LS12Z (1.20-1.80) Zoom Lens. #6, 7, 8
- 8      750 VA Rack Mount UPS for Servers and Automation.
- 8      8 Port Gigabyte smc switch.
- 8      15in. External Touch Screen for equipment programming.
- 8      Strong Cna5 Rack Mount Automation Systems.
- 8      Dolby CP750Z Digital Cinema Processors.
- 8      Cable Kits for Processor and Server.
- 8      GDC SX 2000AR-N2 Digital Cinema Servers. w/2K NEC Ethernet IMB,CRU & DVD 3x1TB Raids.
- 8      Osram XBO 2000W/HS/ XL Xenon Lamps. (2 Spare)
- 4      Osram XBO 3000W/HS LA Xenon Lamps. (2 Spare)
- 16     Sets NEC Filters for NC 2000 Digital Projector.
- 1      Cat 6 Cable for inter connection of TMS to 8 Servers.
- 1      GDC TMS Theatre Management System for 8 Digital Servers, GDC TMS Software License Fee 3 yrs..
- 1      Sonic Wall for TMS.



**Legal Description**

**ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE CITY OF MINDEN, COUNTY OF DOUGLAS, STATE OF NEVADA, AND DESCRIBED AS FOLLOWS:**

All that certain real property situate in the County of Douglas, State of NEVADA, described as follows:

A parcel of land located within a portion of the West one-half (W 1/2) of Section 30, Township 13, North Range 20 East, Mount Diablo Meridian, more particularly described as follows:

Commencing at the Southwest corner of 4-A-1 as shown on Parcel Map #3 for Minden Ironwood Partners as recorded January 24, 1995 in the office of the Recorder, Douglas County, Nevada, in Book 195, at Page 3133, as Document No. 354903; thence North 88°47'55" West 30.00 feet to a point on the Easterly right of way Pinewood Drive per Road Abandonment recorded in the office of Recorder, Douglas County, Nevada, as Document No. 398149; thence along said Easterly right of way North 00°18'00" East 617.06 feet to the POINT OF BEGINNING; thence continuing along said Easterly right of way North 00°18'00" East 304.59 feet to the Northwest corner of Minden Ironwood Partners as shown on the Final Map #2015 recorded March 24, 1997, in the office of Recorder, Douglas County, Nevada, as Document No. 408980; thence along the boundary of said Minden Ironwood Partners the following courses:

Thence South 89°42'00" East, 100.00 feet;  
Thence North 45°18'00" East, 50.26 feet;  
Thence South 89°52'42" East 144.46 feet;  
Thence South 00°18'00" West 255.99 feet;  
Thence leaving boundary North 89°42'00" West 24.18 feet;  
Thence South 00°18'00" West 84.59 feet;  
Thence North 89°42'00" West 255.81 feet to the POINT OF BEGINNING.

The above metes and bounds description appeared previously in that certain document recorded October 7, 2003, in Book 1003, Page 2980, as Document No. 592672, Official Records, Douglas County, Nevada.

COMMONLY KNOWN AS:

1760 US HIGHWAY 395, MINDEN, NEVADA 89425

A.P.N.:

1320-30-211-093