



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)

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

1a. INITIAL FINANCING STATEMENT FILE #
0818837 filed 2/25/2013

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
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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
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7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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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

Any and all personal property of Debtor, including, without limitation, all furniture, fixtures, equipment flow 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.

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
SPCP GROUP V, LLC

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA

Fog City Cinemas - Douglas County Filing Micah # 10779

**Digital Projection Equipment
Ironwood 8 Cinema, Minden, Nevada**

Digital Projection Equipment

- 8 NEC NC 2000C Series II Digital Projectors w/ .98 DMD's, Legacy Board, and 4K Max Xenon. (2 Yr. Warranty)
Serial# 2YA0013WG, 2YA0006WG, 2YA0023WG, 2YA0018WG, 2YA0022WG, 2YA0021WG, 28A0054WD, 28A0057WD.
- 8 Strong Pedestals for NEC Digital Projector. with Tilt Top. and Pre wired Power Distribution Panel. No Serial No's.
- 5 NEC NC 60LS16Z (1.59-2.53) Zoom Lens. #1, 2, 3, 4, 5
Ser. # A0ET130A04532, A0ET130A04534, A0ET130A04542
A0ET130A04582, A0ET130A04586.
- 3 NEC NC 60LS12Z (1.20-1.80) Zoom Lens. #6, 7, 8
Ser # 1193, 1195, 1198.
- 8 750 VA Rack Mount UPS for Servers and Automation.
No Serial No's.
- 8 8 Port Gigabyte smc switch. No Serial No's.
- 8 15in External Touch Screen for equipment programing.
No Serial No's.
- 8 Strong Chn5 Rack Mount Automation Systems.
Ser. # 992377, 992378, 992379, 992380, 992381, 992397, 992398, 992399.
- 8 Dolby CP750Z Digital Cinema Processors.
Ser. # G5010245, 248, 391, 418, 419, 455, 488, 493.
- 8 Cable Kits for Processor and Server.
No Serial No's.
- 8 GDC SX 2000AR-N2 Digital Cinema Servers.
w/2K NEC Ethernet IMB, CRU & DVD 3x1TB Raids.
Ser. #A21238, A21239, A21241, A21242, A21243, A21245, A21248, A20952.
- 8 Osram XBO 2000W/HS/ XL Xenon Lamps. (2 Spare)
Ser. # EKCCRI2C8, EKCCUI2C8, EJ3RQ12C8, EJ3SUI2C8, EJ3SWI2C8, EKCCVI2C8, EKCCW12C8, EKCDZ12C8.
- 4 Osram XBO 3000W/HS LA Xenon Lamps. (2 Spare)
Ser. # 65121278, 65131278, 66141278, 66151278.
- 16 Sets NEC Filters for NC 2000 Digital Proj. No Serial No's.
- 1 Cat 6 Cable for inter connection of TMS to 8 Servers. No Serial No's
- 1 GDC TMS Theatre Management System for 8 Digital Servers, GDC TMS Software License Fee 3 yrs. No Serial No's.
- 1 Sonic Wall for TMS. No Serial No's.