

"ARETHA FRANKLIN CONCERT FOOTAGE (1972)"
a/k/a AMAZING GRACE

AMENDMENT TO QUITCLAIM AGREEMENT

DATE: As of December 14, 2012

ASSIGNOR: WARNER BROS. PICTURES, a division of
WB Studio Enterprises Inc.
4000 Warner Boulevard
Burbank, California 91522

ASSIGNEE: AL'S RECORDS AND TAPES
1633 N Stanley Ave
Los Angeles CA 90046
Attn: Alan Elliott

Reference is made to that certain Quitclaim Agreement ("Agreement") dated as of December 11, 2007, as amended, between AL'S RECORDS AND TAPES and ALAN ELLIOTT (collectively "Assignee") and Warner Bros. Pictures, a division of WB Studio Enterprises Inc. ("Assignor"), with respect to the proposed motion picture project currently entitled "ARETHA FRANKLIN CONCERT FOOTAGE (1972)" a/k/a "AMAZING GRACE" ("Project"). In consideration of the covenants and conditions contained herein and in the Agreement, and for other good and valuable consideration, Assignee and Assignor hereby agree to amend the Agreement as follows:

- A. Delivery Date: Paragraph 7 of the Agreement is hereby amended by changing the "Delivery Date" to December 31, 2014.
- B. Gross Participation: Paragraph 3 of the Agreement is hereby amended by increasing the "first dollar gross participation" to 5% of 100%, provided that if the Edited Picture is delivered after December 31, 2013 (but prior to the reversion of rights pursuant to Paragraph 7), the "first dollar gross participation" shall be increased to 6% of 100% of "first dollar gross participation".
- C. Miscellaneous: Except as herein expressly amended, all terms and conditions of the Agreement are hereby ratified and shall remain in full force and effect as originally executed, without modification. Unless otherwise specified herein, all initially capitalized words shall have the meaning given to them in the Agreement.

NEXT PAGE IS SIGNATURE PAGE

This Amendment may be signed in counterpart, each of which shall be deemed an original, but all of which together shall constitute the Amendment. The parties hereto have executed and delivered this Amendment as of the date first above written.

WARNER BROS. PICTURES, a division
of WB Studio Enterprises Inc.
("Assignor")

By: _____
Its: Senior Vice President

AL'S RECORDS AND TAPES
("Assignee")

By: _____

ALAN ELLIOTT

By: _____