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April 24, 2007

Arclight Films International PTY LTD
Attn: Ian Griffin
Building 22 (Box 40)
Fox Studios
Moore Park 2021
New South Wales
Australia

Re: "The Objective" – Underlying Rights

Dear Mr. Griffin:

We act as production counsel to JAZ Films, LLC ("JAZ") and its successor-in-interest The Objective, LLC [Articles of Organization for which were filed in California on June 23, 2006] (the "PC") in connection with the Sales Agency Agreement dated 5 April 2006 between JAZ and Arclight Films International PTY LTD, as amended and restated (the "Agreement") relating to the financing and production of the above feature film "The Objective" (the "Picture").

As a condition precedent to the funding of the Picture you have requested us to give our opinion on the intellectual property rights relevant to the production, completion and marketing of the Picture.

Copies of all relevant documents comprising or relating to the chain of title for the Picture (the "Document") have been provided to us at our request by JAZ and the PC. We have considered the following issues with respect to the Documents:

- (a) whether the PC owns or has a right at some time in the future to own the entire Underlying Rights (other than the Underlying Rights in the Selected Music);
- (b) whether the entire Copyright will be owned by the PC upon the Picture (including the Picture Materials) coming into existence; and
- (c) whether each of the Documents has been duly notarized, otherwise authenticated or is deemed reliable.

1. Documents

For the purpose of this opinion, the following comprise the Documents:

- (a) Option Agreement dated 17 January 2006 between JAZ and Gear Head Pictures, Inc. (erroneously identified as Gearhead Films) f/s/o Daniel Myrick;

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- (b) Writer-Director Employment Agreement dated February 1, 2006 between Gear Head Pictures, Inc. f/s/o Daniel **Myrick** and JAZ;
- (c) Certificate of Authorship dated February 7, 2007 by Daniel **Myrick** in favor of the PC;
- (d) Assignment dated April 10, 2007 of Writer-Director Employment Agreement by JAZ in favor of the PC;
- (e) Writers Employment Agreement dated February 24, 2006 between Mark **Patton** and JAZ;
- (f) Notarized Certificate of Authorship dated August 21, 2006 by Mark **Patton** in favor of JAZ;
- (g) Writer Employment Agreement dated October 30, 2006 between Hooah Productions, Inc. f/s/o Wesley **Clark** and the PC;
- (h) General Assignment of Rights in the Picture dated March 19, 2007 from JAZ to the PC;
- (i) Copyright Application for the Screenplay dated March 20, 2007 listing the PC as Author and Claimant with acknowledgment of receipt from Copyright Office dated April 2, 2007.
- (j) Amended and Restated Sales Agency Agreement dated 5 April 2006 between JAZ and **Arclight** Films International PTY LTD and the First Amendment dated March 23, 2007;
- (k) Assignment of Sales Agency Agreement dated July 26, 2006 from JAZ to the PC;
- (l) Security Agreements: sales agent Arclight, lender FIDEC, equity investors Al Tadamon Services Company LTD, GVI, LLC, and JAZ are granted a security interest in the Picture's international and domestic revenues and in the underlying copyright as more fully set forth in financing agreements and the Sales Agency Agreement. All security agreements have been disclosed fully to you.

2. Assumptions

In giving this opinion, we have made the following assumptions in relation to the Documents:

- (a) All Documents have been duly executed by all named parties, the signatures and seals on the originals or the Documents are genuine and all persons signing on behalf of other persons (including corporations) have due authority to sign;
- (b) All execution dates on the Documents are accurate;
- (c) All original Documents are authentic, valid and binding on all parties and the terms of Documents submitted to us as copies conform in all respects with the originals of those copies;
- (d) All Documents are complete and continue in full force and effect and no term has been amended or waived orally or by conduct or is liable to be set aside or amended for any reason by a Court or other competent tribunal;

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- (e) All relevant documents have been supplied to us and no persons other than those who are parties to the Documents have or will have any right, title or interest (including by way of Security Interest in the Underlying Rights and the Copyright);
- (f) Any unexercised option or right in favor of the PC (including to repurchase the interest of any person in the Underlying Rights and the Copyright) contained in a Document will be duly exercised by the PC (including by any necessary payment of money) and any right in favor of the PC contained in a Document expressed to be subject to an unsatisfied condition or contingency (including the payment of money) as yet unperformed will be perfected in favor of the PC and such condition or contingency waived by all relevant persons or fulfilled or satisfied.
- (g) The Copyright in the Underlying Rights will be registered with the U.S. Library of Congress Copyright Office by the PC in its name upon developing the final shooting script.
- (h) The Copyright in the Picture will be registered with the U.S. Library of Congress Copyright Office by the PC upon delivery of the final cut to Arclight.

3. Opinion

Based upon our review of the Documents and upon the foregoing assumptions, we are of the opinion that:

- (a) the PC owns or has a right at some time in the future to own all the Underlying Rights (other than the Underlying Rights in respect of the Selected Music) necessary for the production, completion and marketing of the Picture;
- (b) subject to the terms of the Sales Agency Agreement and any security interest of equity investors, the exclusive Copyright will be owned by the PC upon the Picture (including the Picture Materials) coming into existence.

This opinion is furnished solely for the benefit of Arclight Films International PTY LTD.

Very truly yours,

FUNSTEN & FRANZEN



Jennifer Hughes

JH/