

PROMISSORY NOTE ("Note")

In exchange for the agreement by ABC PRODUCTS ("ABC") not to presently file a lawsuit on the unpaid account balance with BEETHOVEN PRODUCTIONS, Inc., we, the undersigned, jointly and severally, promise to pay ABC the principal sum of \$6,903.00 together with interest at the rate of ten percent (10%) per annum from 12/22/97 as follows:

- 1. \$500.00 per month commencing on 1/1/99 and continuing on the first day of each consecutive month until the entire indebtedness is paid.

All payments will be in the form of checks made payable to ABC and sent to ABC at 4079 Forest Ave., Vista, CA 92056, Attn.: Jim Smith. If any payments are paid late or missed, the unpaid balance of the Note is immediately accelerated and due. If the referenced payments are made timely, ABC agrees to waive all interest that has accrued on the principal sum. If suit is commenced or an attorney hired to enforce payment of this Note, the undersigned agree to pay all collection costs, including reasonable attorney fees, and agree that the site of venue for litigation is state court in San Diego, California. The undersigned waive all rights to a jury trial in any action involving this Note. Faxed signatures are deemed originals.

Dated: _____

BEETHOVEN PRODUCTIONS, INC.,
a California corporation

By: _____

—
George S. Pushkin, CEO

Dated: _____

George S. Pushkin aka Jay Pushkin, an individual

Dated: _____

John Christopher Pushkin aka Chris
Pushkin, an individual