

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ELEKTRA ENTERTAINMENT GROUP INC., a	:	x
Delaware corporation; VIRGIN RECORDS	:	
AMERICA, INC., a California corporation; UMG	:	
RECORDINGS, INC., a Delaware corporation;	:	
BMG MUSIC, a New York general partnership;	:	Civil Action No.: 06 Civ. 11520 (SCR)
and SONY BMG MUSIC ENTERTAINMENT, a	:	
Delaware general partnership,	:	
	:	
Plaintiffs,	:	
	:	
-against-	:	
	:	
MICHELLE SANTANGELO and ROBERT	:	
SANTANGELO, JR.,	:	
	:	
Defendants.	:	
	:	

PLAINTIFFS' MEMORANDUM
OF LAW IN SUPPORT OF MOTION FOR SUMMARY JUDGMENT

Dated: December 22, 2008

Respectfully submitted,

ROBINSON & COLE LLP
Brian E. Moran (BM-8573)
Victor B. Kao (VK-6967)
28th Floor, 885 Third Avenue
New York, NY 10022
Telephone: 212-451-2900
Facsimile: 212-451-2999
Attorneys for Plaintiffs

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Plaintiffs respectfully move under Rule 56(c) for summary judgment against Defendants Michelle Santangelo and Robert Santangelo, Jr. (collectively, "Defendants") on the grounds that there is no genuine issue as to any material fact and that Plaintiffs are entitled to judgment as a matter of law. As demonstrated below, Defendant Robert Santangelo, Jr. downloaded and installed a peer-to-peer file sharing program on the Santangelo computer and both Defendants used a peer-to-peer file sharing program to download (copy) and upload (distribute) Plaintiffs' copyrighted sound recordings to other peer-to-peer users over the Internet. Although Defendants have infringed potentially hundreds of Plaintiffs' copyrighted sound recordings, Plaintiffs request an order finding that Defendants have infringed 40 of the copyrighted sound recordings ("Copyrighted Recordings") listed on Exhibit A to the Complaint (Doc. No. 1), awarding Plaintiffs minimum statutory damages of \$750 per infringed work for a total of \$30,000, and enjoining Defendants from further infringing Plaintiffs' copyrights.

BACKGROUND

Plaintiffs are recording companies that own or control exclusive rights to copyrights in sound recordings. Since the early 1990s, Plaintiffs and other copyright holders have faced a massive and exponentially expanding problem of digital piracy over the Internet, through online media distribution systems (or "file sharing programs") such as KaZaA, iMesh, and LimeWire. The United States Supreme Court has characterized the magnitude of online piracy as "infringement on a gigantic scale." *Metro-Goldwyn-Mayer Studios, Inc. v. Grokster Ltd.*, 545 U.S. 913, 940 (2005). As a direct result of piracy over these file sharing networks, Plaintiffs have sustained and continue to sustain devastating financial losses and layoffs of thousands of employees in the music industry.

On April 11, 2004 at 12:15 a.m. EDT, a third party retained by Plaintiffs, MediaSentry, detected someone with the username "laxattack857@fileshare," at Internet Protocol ("IP")

address 24.45.58.150, using the iMesh online file sharing program on the FastTrack file sharing network to distribute Plaintiffs' copyrighted sound recordings. Approximately 1322 digital audio files were being distributed from a "shared" folder on this computer to millions of other users on the network. A significant number of these 1322 audio files were Plaintiffs' copyrighted sound recordings, including popular recordings by well-known artists, including Mariah Carey, Janet Jackson, and Guns N Roses. Using publicly available information regarding the assignment of IP addresses, MediaSentry determined that Cablevision Systems Corp. ("Cablevision") was the Internet Service Provider that had assigned IP address 24.45.58.150 to one of its customers on April 11, 2004.

With this information, Plaintiffs filed a "Doe" lawsuit and obtained an order for expedited discovery to determine the identity of the account holder. *London-Sire Records Inc. v. Does 1-100*, Case No. 04CV7735(LAP). In response to Plaintiffs' Rule 45 subpoena, Cablevision identified Patricia Santangelo as the person responsible for IP address 24.45.58.150 at the time of infringement. After attempting unsuccessfully to resolve the matter, Plaintiffs filed a lawsuit against Ms. Santangelo. *Elektra Entertainment Group Inc. v. Santangelo*, Case No. 05-CV-2414 (CM) (MDF). Ms. Santangelo denied any knowledge of the infringement. During the course of discovery, however, it became clear that her children, Defendants Michelle Santangelo and Robert Santangelo, Jr., and a neighbor friend of Defendant Robert Santangelo, Jr., Matthew Seckler, were responsible for the infringement. Based on this new information, Plaintiffs dismissed their lawsuit against Ms. Santangelo. Plaintiffs then tried to resolve the matter with the direct infringers. Mr. Seckler admitted to having engaged in the infringing behavior along with Defendant Robert Santangelo, Jr., and Mr. Seckler promptly settled the claims asserted against him. Plaintiffs, however, were not able to resolve their claims with Defendants Michelle

Santangelo and Robert Santangelo, Jr. Plaintiffs now move for summary judgment against both of them.

STATEMENT OF FACTS

Pursuant to Local Civil Rule 56.1(a), Plaintiffs have contemporaneously filed a Statement of Material Facts on Motion for Summary Judgment (“SOF”). The SOF contains references to relevant exhibits, copies of which are attached to Plaintiffs’ Memorandum. A version of the SOF without factual references appears below.

I. Defendants Used An Online Media Distribution System To Download And Distribute Plaintiffs’ Copyrighted Recordings.

1. On April 11, 2004 at 12:15 a.m. EDT, MediaSentry, detected an individual with the username “laxattack857@fileshare,” at Internet Protocol (“IP”) address 24.45.58.150, using the iMesh online file sharing program on the FastTrack file sharing network to distribute Plaintiffs’ copyrighted sound recordings. (SOF ¶ 1.) 1322 digital audio files were being distributed from a “shared” folder on this computer to millions of other users on the file sharing network. (SOF ¶ 1.) A list of the 1322 digital audio files is contained as Exhibit B to Plaintiffs’ Complaint. (SOF ¶ 1.) Cablevision Systems Corp. (“Cablevision”) was the Internet Service Provider that had assigned IP address 24.45.58.150 to one of its customers on April 11, 2004. (SOF ¶ 1.)

2. Cablevision identified Patricia Santangelo of 50 Fenmore Drive, Wappingers Falls, NY 12590 as the subscriber responsible for IP address 24.45.58.150 on April 11, 2004. (SOF ¶ 2.) Both Defendants Michelle Santangelo and Robert Santangelo, Jr. resided at 50 Fenmore Drive in Wappingers Falls, New York in April 2004. (SOF ¶ 2.)

3. The 1322 digital audio files on Exhibit B to the Complaint were being actively distributed to 2,999,953 other users on the FastTrack network at the time that MediaSentry detected this illegal activity. (SOF ¶ 3.)

4. On April 11, 2004, MediaSentry initiated the process of downloading all of the 1322 digital audio files stored in the shared folder on this computer. (SOF ¶ 4.) This process allowed MediaSentry to obtain the metadata of each file and to ensure that there was an actual file being distributed. (SOF ¶ 4.) Had it chosen to do so, MediaSentry could have downloaded complete copies of all of the audio files listed in the shared folder and shown on Exhibit B to the Complaint. (SOF ¶ 4.) As a matter of expediency, MediaSentry limited its downloading to a sample of the 1322 digital audio files. (SOF ¶ 4.) That sample included seven sound recordings. (SOF ¶ 4.) MediaSentry's System Log file shows the proof of Defendants' distribution of these seven sound recordings under the "laxattack857@fileshare" username. (SOF ¶ 4.)

5. Exhibit B to the Complaint contains screen shots showing the contents of Defendants' shared folder. (SOF ¶ 5.)

6. Plaintiffs are not proceeding on every sound recording that they own out of the 1322 audio files that Defendants were distributing. Rather, Plaintiffs have limited this case to proceeding on 40 of the copyrighted sound recordings described on Exhibit A to Plaintiffs' Complaint, which includes five of the sound recordings downloaded in full by MediaSentry on April 11, 2004: "Happy" on "A Place in the Sun" by "Lit"; "Nowhere Fast" on "Make Yourself" by "Incubus"; "Semi-Charmed Life" on "Third Eye Blind" by "Third Eye Blind"; "Can't Help Falling Love" on "Promises and Lies" by "UB40"; and "Breakout" on "There is Nothing Left To Lose" by "Foo Fighters." (SOF ¶ 6.)

7. Defendant Robert Santangelo, Jr. and his friend Mr. Seckler installed the KaZaA file sharing program on the Santangelo computer and created the "laxattack857" username.

(SOF ¶ 7.)

8. Both the iMesh and the KaZaA file sharing programs use the FastTrack peer-to-peer file sharing network, which allows users of the network share files with one another. (SOF ¶ 8.) KaZaA is one of the most popular file sharing programs using the FastTrack peer-to-peer file sharing network, and the name KaZaA is often used to refer to the applications running the Fasttrack protocol. (SOF ¶ 8.) The whole purpose behind peer-to-peer networks is to share files with other users. (SOF ¶ 8.)

9. The computer that connected to the Internet through Cablevision at 50 Fenmore Drive in Wappingers Falls, New York in April 2004 was located in a common family area of the Santangelo home. (SOF ¶ 9.) This computer was destroyed in a house fire in July 2004 and Defendants' father, Robert Santangelo, Sr., later disposed of it. (SOF ¶ 9.)

10. Defendants used an online file sharing program to access the FastTrack file sharing network to download the sound recordings listed in Exhibit B to the Complaint (SOF ¶ 10), including 40 of the Copyrighted Recordings identified on Exhibit A to the Complaint.

11. Specifically, Defendant Robert Santangelo, Jr. used the KaZaA file sharing program and the "laxattack857" username to download music over the Internet. (SOF ¶ 11.) Mr. Seckler testified that he and Robert Santangelo, Jr. used the Santangelo computer two or three times a week to download and listen to music for approximately an hour at a time. (SOF ¶ 11.) Although Defendant Robert Santangelo, Jr. has at times baldly denied engaging in the infringement, he also testified that he had no facts to dispute Mr. Seckler's sworn testimony that the two of them installed KaZaA and used it to download music over the Internet. (SOF ¶ 11.)

12. Defendant Michelle Santangelo recognized both KaZaA and iMesh as software programs she used to search for and listen to music on the Santangelo computer. (SOF ¶ 12.) Defendant Michelle Santangelo also recognized the iMesh shared folder captured by MediaSentry (Exhibit B to Plaintiffs' Complaint) as utilizing the same software interface and containing the same sound recordings as the media player she used to listen to music on the Santangelo computer. (SOF ¶ 12.)

13. Mr. Seckler testified that he witnessed Defendant Michelle Santangelo using KaZaA on the Santangelo computer to download and listen to music. (SOF ¶ 13.)

14. Defendant Michelle Santangelo also listened to all but one of the sound recordings listed on Exhibit A to the Complaint, although she could not remember one way or the other whether she listened to them on the computer. (SOF ¶ 14.)

15. The iMesh file sharing program cannot be used to listen to music that is stored on another computer in the iMesh network; in order to listen to music that was stored on another computer, the file must be downloaded to the user's computer. (SOF ¶ 15.)

16. MediaSentry also detected Plaintiffs' copyrighted sound recordings being distributed from the same IP address and under the user name "mich8621" from August 2003 to March 2004. (SOF ¶ 16.) Defendant Michelle Santangelo uses the "mich8621" user name and the user name references Michelle Santangelo's date of birth on August 21, 1986. (SOF ¶ 16.)

17. Similarly, Defendants distributed all 40 of the Copyrighted Recordings by placing them in the shared folder on the computer for others on the FastTrack file sharing network to download. (SOF ¶ 17.) Defendants distributed five of the Copyrighted Recordings on Exhibit A to MediaSentry, and Mr. Seckler testified that he had observed other users on the network downloading files from the Santangelo computer. (SOF ¶ 17.)

18. MediaSentry also detected Plaintiffs' copyrighted sound recordings being distributed from the same IP address assigned to the Santangelo household and under the same "laxattack857" username on 52 occasions from approximately September 2003 through May 2004. (SOF ¶ 18.) In an effort to inform and stop Defendants from infringing Plaintiffs' copyrights, MediaSentry sent text messages on these 52 occasions to the "laxattack857" username. (SOF ¶ 18.) MediaSentry also sent similar text messages to the "mich8621" username on 19 different occasions from August 2003 to March 2004. (SOF ¶ 18.)

II. Plaintiffs Own And Properly Registered The Copyrighted Recordings.

19. Plaintiffs are the owners or licensees of valid copyrights in the 40 Copyrighted Recordings. (SOF ¶ 19.)

20. Plaintiffs' copyright registration for these 40 Copyrighted Recordings was effective prior to the date Defendants were caught distributing them to other Internet users. (SOF ¶ 20.)

21. Plaintiffs also placed copyright notices on each of the compact disc containers and on the surface of each of the compact discs containing the 40 Copyrighted Recordings, as provided in Section 402 of the Copyright Act. (SOF ¶ 21.)

22. Defendants did not have Plaintiffs' authorization to copy, download, or distribute any of the 40 Copyrighted Recordings. (SOF ¶ 22.)

SUMMARY OF THE ARGUMENT

Plaintiffs' evidence shows that Plaintiffs own the copyrights to the 40 Copyrighted Recordings and that Defendants violated Plaintiffs' reproduction and distribution rights. Defendants violated Plaintiffs' rights in these recordings by using the KaZaA and iMesh file sharing programs to download the Copyrighted Recordings and to distribute the Copyrighted Recordings to other users on the FastTrack network over the Internet. Based on Defendants'

infringement of Plaintiffs' reproduction and distribution rights under 17 U.S.C. § 106(1) and (3), Plaintiffs are entitled to an award of statutory damages under 17 U.S.C. § 504(c) and injunctive relief under 17 U.S.C. § 502. Although Defendants were illegally distributing hundreds of sound recordings – the majority of which are Plaintiffs' copyrighted sound recordings – as a matter of equity, Plaintiffs have decided to pursue claims on only 40 of these recordings. Therefore, Plaintiffs request an Order finding that Defendants have infringed 40 of the copyrighted sound recordings listed in Exhibit A to the Complaint, awarding Plaintiffs minimum statutory damages of \$750 per infringed work (in the total amount of \$30,000), and enjoining Defendants from further infringing Plaintiffs' copyrights as prayed for in Plaintiffs' Complaint.

ARGUMENT

I. PLAINTIFFS ARE ENTITLED TO SUMMARY JUDGMENT UNDER RULE 56(c) BECAUSE THERE IS NO GENUINE ISSUE AS TO ANY MATERIAL FACT.

A. Standard of Review.

Summary judgment is proper “if the pleadings, depositions, answers to interrogatories, and admissions on file, together with the affidavits, if any, show that there is no genuine issue as to any material fact and that the moving party is entitled to a judgment as a matter of law.” Fed. R. Civ. P. 56(c); *Doro v. Sheet Metal Workers' Int'l Ass'n*, 498 F.3d 152, 155 (2d Cir. 2007). The moving party bears the burden of demonstrating that it is entitled to judgment as a matter of law. *Celotex Corp. v. Catrett*, 477 U.S. 317, 323 (1986).

Once the moving party has met its burden, the non-moving party must “go beyond the pleadings” and designate specific facts to support or defend each element of the cause of action, showing there is a genuine issue for trial. *Id.* at 324. The nonmovant may only defeat a summary judgment motion by demonstrating, through submissions of concrete evidence, that “a reasonable juror could return a verdict in [that party's] favor.” *Dister v. Continental Group, Inc.*,

859 F.2d 1108, 1114 (2d Cir. 1988) (quotation omitted); *Scotto v. Almenas*, 143 F.3d 105, 114 (2d Cir. 1998) ([T]he “non-moving party may not rely on conclusory allegations or unsubstantiated speculation.”).

B. Summary Judgment Is Appropriate Because There Are No Issues of Material Fact Concerning Defendants' Infringement.

The Copyright Act grants the copyright owner of a sound recording the exclusive rights to, among other things, “reproduce the copyrighted work in copies or phonorecords” and “distribute copies or phonorecords of the copyrighted work to the public.” 17 U.S.C. § 106(1), (3). In order to prevail, Plaintiffs must prove (1) that they own the copyrights in the sound recordings and (2) that Defendants copied or distributed those sound recordings. *Feist Publ'ns, Inc. v. Rural Tel. Serv. Co.*, 499 U.S. 340, 345 (1991); *see also Lipton v. Nature Co.*, 71 F.3d 464, 469 (2d Cir. 1995) (“A successful claim of copyright infringement pursuant to the Copyright Act, 17 U.S.C. § 501 et seq., requires proof that (1) the plaintiff had a valid copyright in the work allegedly infringed and (2) the defendant infringed the plaintiff’s copyright by copying protected elements of the plaintiff’s work.”). “Reduced to most fundamental terms, there are only two elements necessary to the plaintiff’s case in an infringement action: ownership of the copyright by the plaintiff and copying [or public distribution or public display] by the defendant.” 4 M. & D. Nimmer, *Nimmer on Copyright* § 13.01, at 13-5 & n.4 (2002) (“Nimmer”).

Copyright infringement is a strict liability offense; Plaintiffs need not demonstrate Defendant’s intent to infringe, or even knowledge of infringement, in order to prove copyright infringement. *See, e.g., Chavez v. Arte Publico Press*, 204 F.3d 601, 607 (5th Cir. 2000) (“Copyright infringement actions, like those for patent infringement, ordinarily require no showing of intent to infringe.”); *Lipton*, 71 F.3d at 471 (intent to infringe is not required under

the Copyright Act); *Pinkham v. Sara Lee Corp.*, 983 F.2d 824, 829 (8th Cir. 1992) (“The defendant’s intent is simply not relevant [to show liability for copyright infringement]: The defendant is liable even for ‘innocent’ or ‘accidental’ infringements.”); *Fitzgerald Publ’g Co., Inc. v. Baylor Publ’g Co.*, 807 F.2d 1110, 1113 (2d Cir. 1986); 4 Nimmer § 13.08, at 13-279 (“In actions for statutory copyright infringement, the innocent intent of the defendant will not constitute a defense to a finding of liability.”).

Finally, “[c]ourts have long recognized that infringement of a copyright is a tort, and all persons concerned therein are jointly and severally liable as such joint tort-feasors.” *Ted Browne Music Co. v. Fowler*, 290 F. 751, 754 (2d Cir. 1923). Where two defendants infringe a plaintiff’s copyright, both defendants are liable for direct copyright infringement. *See, e.g., Reeve Music Co. v. Crest Records, Inc.*, 285 F.2d 546, 548 (2d Cir. 1960) (finding defendants jointly and severally liable for copyright infringement because, “whether or not the separate act performed by each defendant constitutes ‘manufacture,’ the two defendants, acting in concert, ‘manufactured’ the infringing discs”); *Chappell & Co. v. Frankel*, 285 F. Supp. 798, 800-01 (S.D.N.Y. 1968) (holding defendant jointly and severally liable because he had “caused the whole process of infringement”).

Summary judgment is required here because there is no genuine issue as to any material fact: Plaintiffs own valid copyrights in the Copyrighted Recordings for which recovery is sought and Defendants used an online media distribution system to reproduce and/or distribute the Copyrighted Recordings without Plaintiffs’ authorization. Thus, Plaintiffs are entitled to judgment as a matter of law on their copyright claims.

II. PLAINTIFFS OWN THE COPYRIGHTS TO THE COPYRIGHTED RECORDINGS AT ISSUE.

Plaintiffs seek summary judgment for Defendants' infringement of Plaintiffs' copyrights in the 40 Copyrighted Recordings listed in Exhibit A to Plaintiffs' Complaint. Plaintiffs are the owners or licensees of valid copyrights in these 40 Copyrighted Recordings. (SOF ¶ 19.) The Copyrighted Recordings have all been registered with the U.S. Copyright Office and the copyright registration for each of the Copyrighted Recordings was effective prior to the date on which Defendant was observed infringing them. (SOF ¶ 20.) Defendant Michelle Santangelo further admits that she has no evidence to dispute the validity of Plaintiffs' ownership of the Copyrighted Recordings listed in Exhibit A. (SOF ¶ 19.) Consequently, there is no genuine issue of fact as to the ownership or validity of Plaintiffs' copyrights in the 40 Copyrighted Recordings. *See Hamil Am., Inc. v. GFI, Inc.*, 193 F.3d 92, 98 (2d Cir. 1999) ("A certificate of registration from the United States Register of Copyrights constitutes prima facie evidence of the valid ownership of a copyright").

Thus, Plaintiffs have established the first element of their infringement claim.

III. DEFENDANTS VIOLATED PLAINTIFFS' COPYRIGHTS BY REPRODUCING THE COPYRIGHTED RECORDINGS WITHOUT AUTHORIZATION.

Downloading copyrighted sound recordings on a peer-to-peer network without authorization of the copyright holder constitutes an unlawful reproduction of the work in violation of the Copyright Act. 17 U.S.C. § 106(1); *BMG Music v. Gonzalez*, 430 F.3d 888, 890 (7th Cir. 2005) (affirming summary judgment against the defendant who had used KaZaA to download copyrighted sound recordings over the Internet); *In re Aimster Copyright Litig.*, 334 F.3d 643, 645 (7th Cir. 2003) ("[M]aking . . . a digital copy of [copyrighted] music . . . infringes copyright."); *A&M Records, Inc. v. Napster, Inc.*, 239 F.3d 1004, 1014 (9th Cir. 2001) ("Napster users who download files containing copyrighted music violate plaintiffs' reproduction rights.");

MGM Studios Inc. v. Grokster, Ltd., 259 F. Supp. 2d 1029, 1034-35 (C.D. Cal. 2003) (holding that users who download copyrighted music violate the copyright owner's exclusive reproduction right); *see also Sony Pictures Home Entm't, Inc. v. Lott*, 471 F. Supp. 2d 716, 722 (N.D. Tex. 2007) (citing *Aimster* and *Napster* regarding unauthorized downloading of copyrighted files as violating reproduction rights).¹

Here, Defendants used an online file sharing program to access the FastTrack file sharing network to download the sound recordings listed in Exhibit B to the Complaint, including specifically the 40 Copyrighted Recordings identified on Exhibit A to the Complaint. (SOF ¶¶ 7-8, 10-16.) Specifically, Defendant Robert Santangelo, Jr. used the KaZaA file sharing program and the "laxattack857" username to download music over the Internet, including the 40 sound recordings at issue in this case. (SOF ¶ 11.) Although Defendant Robert Santangelo, Jr. has at times baldly denied engaging in the infringement, he also testified that he had no facts to dispute Mr. Seckler's sworn testimony that he and Robert Santangelo, Jr. installed KaZaA and used it to download music over the Internet. (*Id.*) Defendant Michelle Santangelo used both the KaZaA and iMesh programs to download music over the Internet, and she identified the sound recordings listed in the iMesh shared folder captured by MediaSentry (Exhibit B to the Complaint) as being the media player she used to listen to music on the computer. (SOF ¶ 12.) Defendant Michelle Santangelo also listened to all but one of the sound recordings listed on

¹ *See also Marobie-FL, Inc. v. Nat'l Ass'n of Fire Equip. Distribs. & N. W. Nexus, Inc.*, 983 F. Supp. 1167, 1173 (N.D. Ill. 1997) (holding reproduction rights infringed where web page administrator copied copyrighted clip art onto hard drive of web service provider's computer and, from there, copied the clip art onto defendant's web page); *Sega Enters. Ltd. v. MAPHIA*, 948 F. Supp. 923, 931-32 (N.D. Cal. 1996) (holding infringing copies made each time Sega computer program files uploaded to or downloaded from computer bulletin board service); 2 Nimmer § 8.08 [A][1], at 8-115 ("[T]he input of a work into a computer results in the making of a copy, and hence . . . such unauthorized input infringes the copyright owner's reproduction right.").

Exhibit A to the Complaint, although she could not remember one way or the other whether she listened to them on the computer. (SOF ¶ 14.) This constitutes an unlawful reproduction of Plaintiffs' Copyrighted Recordings in violation of 17 U.S.C. § 106(1). *See, e.g., Gonzalez*, 430 F.3d at 893 (upholding summary judgment where the defendant downloaded copyrighted sound recordings over the Internet); *Maverick Recording Company v. De Rosa*, Civ. No. 1:05-cv-5861 (DGT/RML), slip op. at 1 (E.D.N.Y. Apr. 23, 2007) (attached as Exhibit Q); *Interscope Records v. Barbosa*, Civ. No. 05-cv-5864 (DGT/RML), slip op. at 2 (E.D.N.Y. Aug. 15, 2007) (attached as Exhibit R).

In the face of Plaintiffs' overwhelming evidence, Defendant Robert Santangelo, Jr.'s bald denial of responsibility is not sufficient to create a genuine issue of material fact. *See Goenaga v. March of Dimes Birth Defects Found.*, 51 F.3d 14, 18 (2d Cir. N.Y. 1995) (“[t]he party opposing summary judgment may not rely simply on conclusory statements or on contentions that the affidavits supporting the motion are not credible . . . or upon the mere allegations or denials of the adverse party’s pleading” (internal citations and quotations removed)); *Miroglio S.P.A. v. Conway Stores, Inc.*, 2008 U.S. Dist. LEXIS 81755, at *4-5 (S.D.N.Y. Oct. 15, 2008) (affirming magistrate judge’s finding of summary judgment for plaintiff copyright owners); *Major League Baseball Props., Inc. v. Salvino, Inc.*, 542 F.3d 290, 319 (2d Cir. 2008) (“[c]onclusory statements . . . are insufficient to create a genuine factual dispute”); *Lott*, 471 F. Supp. 2d at 721 (holding that the defendant’s conclusory statements and allegations did not raise a “genuine issue of material fact”).

IV. DEFENDANTS VIOLATED PLAINTIFFS’ COPYRIGHTS BY DISTRIBUTING ALL 40 OF THE COPYRIGHTED RECORDINGS WITHOUT AUTHORIZATION.

Defendants violated Plaintiffs’ right of distribution by distributing Plaintiffs’ Copyrighted Recordings to MediaSentry and by making Plaintiffs’ Copyrighted Recordings available for

distribution other users of the FastTrack network. As explained below, both actions violate Section 106(3) of the Copyright Act.

A. Defendants Distributed The Copyrighted Recordings In Violation Of The Copyright Act.

Section 106(3) of the Copyright Act grants a copyright owner the exclusive right to “distribute” copies of copyrighted works to the public by any means of transfer of ownership or by rental, lease or lending. 17 U.S.C. § 106(3). A person violates a copyright holder’s distribution right by making an actual, unauthorized distribution of a copyrighted work. *Perfect 10, Inc. v. Google, Inc.*, 487 F.3d 701, 718 (9th Cir. 2007) (unauthorized “actual dissemination” of copyrighted work violates the distribution right in section 106(3)); *Aimster*, 334 F.3d at 647 (unauthorized “transfer” of copyrighted work violates distribution right). Here, it is undisputed that Defendants distributed Plaintiffs’ Copyrighted Recordings in violation of the Copyright Act.

First, Defendants distributed five of the Copyrighted Recordings listed on Exhibit A to Plaintiffs’ Complaint from the iMesh shared folder on their computer to MediaSentry. (SOF ¶¶ 1, 3-5, 7, 16-18.) The System Log file from Plaintiffs’ investigation shows the proof of Defendants’ distribution of these five sound recordings under the “laxattack857” username. (SOF ¶ 4.)

Second, Plaintiffs can also establish distribution of all 40 of Plaintiffs’ Copyrighted Recordings through circumstantial evidence. In fact, in these types of cases, circumstantial evidence is often necessary because online “piracy typically takes place behind closed doors and beyond the watchful eyes of a copyright holder.” *Warner Bros. Records, Inc. v. Payne*, 2006 U.S. Dist. LEXIS 65765, *10 (W.D. Tex. July 17, 2006); *see also Lott*, 471 F. Supp. 2d at 719, 722 (granting summary judgment on circumstantial evidence of infringement); *RCA Records v. All-Fast Sys. Inc.*, 594 F. Supp. 335, 338 (S.D.N.Y. 1984) (actual copying by defendant for

plaintiffs' investigator established "a strong inference . . . that the [defendant] would and did do exactly the same copying for [others]"); *see also Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986) (genuine issue of fact requires more than a showing of "some metaphysical doubt as to the material facts"); *see also Schoonejongen v. Curtiss-Wright Corp.*, 143 F.3d 120, 130 (3d Cir. 1998) ("[S]ummary judgment is particularly appropriate where, notwithstanding issues of credibility, the nonmoving party has presented no evidence or inferences that would allow a reasonable mind to rule in its favor. In this situation, it may be said that the record as a whole points in one direction and the dispute is not 'genuine.'") (citing *Matsushita*, 475 U.S. at 586).

Here, the evidence shows that Defendants distributed all 40 Copyrighted Recordings that are the subject of Plaintiffs' motion for summary judgment. Specifically, MediaSentry initiated downloads of all of the digital audio files stored in Defendants' shared folder on April 11, 2004, including each of the 40 Copyrighted Recordings. (SOF ¶ 4.) MediaSentry also completed six of the downloads as a sample of the files that Defendants were distributing. (*Id.*) Moreover, all 40 of the Copyrighted Recordings were in Defendants' shared folder on the computer on April 11, 2004, and the whole purpose behind peer-to-peer networks is to share files with other users. (SOF ¶ 8.) Finally, Mr. Seckler saw that other users on the network were downloading files from the Santangelo computer. (SOF ¶ 17.) As a result, the record as a whole points in but one direction—*i.e.*, that Defendants distributed all 40 Copyrighted Recordings at issue in violation of Plaintiffs' exclusive distribution right.

B. Defendants Also Made Plaintiffs' Copyrighted Recordings Available To Others On The File Sharing Network In Violation Of The Copyright Act.

A person also violates a copyright holder's distribution right by making copyrighted sound recordings available to others on a peer-to-peer network without authorization from the

copyright holder. 17 U.S.C. § 106(3); *Perfect 10*, 487 F.3d at 718-19 (confirming that a defendant who makes actual files available for distribution, not just links to files, “distributes” them); *Napster*, 239 F.3d at 1014 (“Napster users who upload file names to the search index for others to copy violate plaintiffs’ distribution rights.”); *Gonzalez*, 430 F.3d at 889 (“[P]eople who post or download music files are primary infringers.”); *Hotaling v. Church of Jesus Christ of Latter-Day Saints*, 118 F.3d 199, 203 (4th Cir. 1997) (holding that making unauthorized copies of works available for distribution to others violates the copyright holder’s distribution right); *Lott*, 471 F. Supp. 2d at 721-22 (granting summary judgment to plaintiff motion picture companies based on evidence that copyrighted motion pictures were made available for download); *Atlantic Recording Corp. v. Anderson*, 2008 U.S. Dist. LEXIS 53654, at *19 (S.D. Tex. Mar. 12, 2008) (“[M]aking copyrighted works available for download via a peer-to-peer network contemplates ‘further distribution,’ and thus constitutes a violation of the copyright owner’s exclusive ‘distribution’ right under 17 U.S.C. § 106(3).”); *Maverick Recording Co. v. Harper*, Case No. 5:07-cv-026-XR, slip op. at 10 (W.D. Tex. Aug. 7, 2008) (“The fact that the Recordings were available for download is sufficient to violate Plaintiffs’ exclusive rights of reproduction and distribution. It is not necessary to prove that all of the Recordings were actually downloaded; Plaintiffs need only prove that the Recordings were available for download due to Defendant’s actions.”) (attached as Exhibit S); *Motown Record Co. v. DePietro*, 2007 U.S. Dist. LEXIS 11626, *12-13, n.38 (E.D. Pa. 2007) (“A plaintiff claiming infringement . . . can establish infringement by . . . proof that the defendant ‘made available’ the copyrighted work.”).

By definition, a person who possesses the exclusive right to distribute works also possesses the exclusive right to make works available for copying by others. This is precisely

what the Supreme Court held in *New York Times Co. v. Tasini*, 533 U.S. 483, 488 (2001). In *Tasini*, several “Authors” sued “Print Publishers” (newspapers) and “Electronic Publishers” (including NEXIS) for making the Authors’ copyrighted articles available for download on online databases like NEXIS. *Id.* at 487. The Print Publishers had a license to “reproduce or distribute” the articles only as part of a compilation. *Id.* at 498. There was no allegation or proof of any actual transfer of files to the public in *Tasini*; rather, the Authors alleged only that the Publishers had “placed copies of the [articles] . . . into three databases” where they were “retrievable” by the public, and that the Authors’ distribution right had been infringed “by the inclusion of their articles in the databases.” *Id.* at 487. The Supreme Court agreed, and held that “the Electronic Publishers infringed the Authors’ copyrights by reproducing and distributing the Articles in a manner not authorized by the Authors . . . [and] that the Print Publishers infringed the Authors’ copyrights by authorizing the Electronic Publishers *to place the Articles in the Databases . . .*” *Id.* at 506 (emphasis added); see also *Advance Magazine Publishers, Inc. v. Leach*, 466 F. Supp. 2d 628, 637-38 (D. Md. 2006) (relying on *Tasini* and holding that an online publisher violated a copyright owner’s distribution right “by making available unauthorized copies of Plaintiff’s publications” online).

Here, Defendants used the iMesh and KaZaA file sharing programs to download music over the Internet and stored that music in their shared folder. Defendant Michelle Santangelo identified the sound recordings listed in the iMesh shared folder captured by MediaSentry (Exhibit B to the Complaint) as being the media player she used to listen to music on the computer. (SOF ¶ 12.) Defendant Michelle Santangelo also identified Exhibit B as the shared folder on the Santangelo computer. (*Id.*) All 1322 audio files in Defendants’ shared folder, including the 40 Copyrighted Recordings on Exhibit A to the Complaint, were being distributed

to other users on the FastTrack network. (SOF ¶ 1.) This distribution violates Plaintiffs' exclusive right of distribution under Section 106(3) of the Copyright Act. *See Perfect 10*, 487 F.3d at 718-19; *Napster*, 239 F.3d at 1014; *Anderson*, 2008 U.S. Dist. LEXIS 53654, at *19; *Harper*, Case No. 5:07-cv-026-XR, slip op. at 10 (Ex. S).

For all of these reasons, the Court should enter summary judgment with respect to all 40 Copyrighted Recordings listed on Exhibit A to the Complaint.

V. PLAINTIFFS ARE ENTITLED TO STATUTORY DAMAGES RESULTING FROM DEFENDANTS' COPYRIGHT INFRINGEMENT.

The Copyright Act provides that once copyright infringement has been established:

[T]he copyright owner may elect, at any time before final judgment is rendered, to recover, instead of actual damages and profits, an award of statutory damages for all infringements involved in the action, with respect to any one work, for which any one infringer is liable individually, or for which any two or more infringers are liable jointly and severally.

17 U.S.C. § 504(c)(1). *See also Fitzgerald Publ'g Co. v. Baylor Publ'g Co.*, 807 F.2d 1110, 1114 (2d Cir. 1986) (noting that upon proof of infringement, a copyright "owner may elect to recover – instead of actual damages and profits – statutory damages under § 504(c)(1) for those works whose copyrights were registered at the time the infringement occurred").

Here, having established Defendants' infringement of Plaintiffs' reproduction and distribution rights, Plaintiffs elect to recover such statutory damages under section 504(c)(1). Plaintiffs need not prove any actual damages in order to be entitled to an award of statutory damages. Plaintiffs may elect statutory damages "whether or not adequate evidence exists as to the actual damages incurred by plaintiffs or the profits gained by defendants." *Cable/Home*

Comme'n Corp. v. Network Prods, Inc., 902 F.2d 829, 850 (11th Cir. 1990) (citing Nimmer § 14.04[A]).²

The appropriate statutory damages for non-willful infringement range from a minimum of \$750 per work to a maximum of \$30,000 per work. See 17 U.S.C. § 504(c)(1). When, as in the present case, Plaintiffs elect statutory damages, they may not receive less than the minimum statutory damages amount specified in the Copyright Act for each infringed work. The Court is “constrained . . . by the specified maxima and minima” set forth in the Copyright Act. *Columbia Pictures Indus. v. Krypton Broad. of Birmingham, Inc.*, 259 F.3d 1186, 1194 (9th Cir. 2001) (internal quotation marks and citation omitted); *Gonzales*, 430 F.3d at 893 (7th Cir. 2003); *De Rosa*, Civ. No. 1:05-cv-5861(DGT/RML), slip op. at 3 (Ex. Q); *Sony Music Corp. v. Scott*, No. 03-CV-6886-BJS, slip. op. at 2 (S.D.N.Y. Feb. 18, 2005) (attached as Exhibit T); *Lava Records, LLC et al. v. Ates et al.*, Case 3:05-cv-01314-RGJ-KLH (July 11, 2006, W.D. La.) (attached as Exhibit U).

Plaintiffs have proven that they own the copyrights in the Recordings and that Defendants infringed those copyrights. Because Plaintiffs have conclusively established their claim for copyright infringement against Defendants, they are entitled to an award of minimum statutory damages.

To facilitate a final disposition of this case on the instant Motion, Plaintiffs seek only the minimum amount of statutory damages prescribed by the Copyright Act: an award of \$750 for each of the 40 Copyrighted Recordings listed on Exhibit A for a total of \$30,000. Courts routinely award minimum statutory damages in these types of copyright cases, as they must,

² See also *Columbia Pictures Indus. v. Krypton Broad. of Birmingham, Inc.*, 259 F.3d 1186, 1194 (9th Cir. 2001) (“A plaintiff may elect statutory damages regardless of the adequacy of the evidence offered as to his actual damages and the amount of defendant’s profits.”) (citing Nimmer § 14.04[A],14-44-45).

when granting a motion for summary judgment. *See, e.g., Gonzalez*, 888 F.3d at 893; *Ates*, Civ. No. 05-1314 (Ex. U); *Sony BMG Music Entertainment v. Bell*, Case No. A-04-CA-1055-SS (W.D. Tex. June 6, 2006) (attached as Exhibit V); *De Rosa*, Civ. No. 1:05-cv-5861(DGT/RML), slip op. at 1 (Ex. Q); *Barbosa*, Civ. No. 05-cv-5864 (DGT), slip op. at 2 (Ex. R). In addition, hundreds of courts throughout the country, including this Court, have awarded minimum statutory damages when ordering default judgment for Plaintiffs.³ Plaintiffs seek the same here in the summary judgment context, in the interests of efficiency and economy for both the Court and the parties. Accordingly, Plaintiffs are entitled to minimum statutory damages without presenting any evidence of damages, and further evidence of or discussion on damages sustained as a result of Defendant's copyright infringement is unnecessary in the instant case.

VI. PLAINTIFFS ARE ENTITLED TO A PERMANENT INJUNCTION UNDER SECTION 502 OF THE COPYRIGHT ACT.

The Copyright Act provides:

Any court having jurisdiction of a civil action arising under this title may . . . grant temporary and final injunctions on such terms as it may deem reasonable to prevent or restrain infringement of a copyright.

17 U.S.C. § 502(a); *see also Pacific & Southern Co. v. Duncan*, 744 F.2d 1490, 1499 n.17 (11th Cir. 1984). Injunctions are routinely issued pursuant to the mandate of Section 502, because “the public interest is the interest in upholding copyright protections.” *Autoskill Inc. v. Nat’l. Educ. Support Sys.*, 994 F.2d 1476, 1499 (10th Cir. 1993); 4-14 Nimmer § 14.06 (“[I]t is virtually

³ *See, e.g., Ortiz-Gonzalez v. Fonovisa*, 277 F.3d 59, 63-64 (1st Cir. 2002); *Sony BMG v. Carlin*, No. 5:05-CV-00918-GLS-GHL, slip op. at 1 (N.D.N.Y. Feb. 15, 2006) (attached as Exhibit W); *Atlantic Recording Corp. v. Burgess*, No. 05CV3182 RMB, slip op. at 1 (S.D.N.Y. Feb. 15, 2006) (attached as Exhibit X); *Motown Record Co. v. Armendariz*, 2005 U.S. Dist. LEXIS 32045, *5 (W.D. Tex. Sept. 22, 2005) (explaining that “[a]n award of statutory damages does not require an evidentiary hearing” because defendant’s default by itself establishes a basis for the requested statutory damages); *Sony BMG Music Entertainment v. Armas*, 2005 U.S. Dist. LEXIS 11236, at *9 (D. Or. Apr. 18, 2005); *Atlantic Recording Corp. v. Cappiello*, No. 04CV4645, slip op. at 1 (DGT) (E.D.N.Y. Feb. 11, 2005) (attached as Exhibit Y).

axiomatic that the public interest can only be served by upholding copyright protections and, correspondingly, preventing misappropriation of the skills, creative energies, and resources which are invested in the protected work”); *Scott*, No. 03-CV-6886-BJS, slip. op. at 4 (Ex. T). Further, “the balance weighs strongly in favor of Plaintiffs where all that is requested is that Defendant comply with the Copyright Act.” *Ates*, No. 05-1314, slip op. at 8 (Ex. U)

Plaintiffs respectfully submit that, as a matter of law, they are also entitled to a permanent injunction against Defendants. In this case, the entry of an injunction is “necessary to preserve the integrity of the copyright laws which seek to encourage individual efforts and creativity by granting valuable enforceable rights.” *Atari Inc. v. North American Philips Consumer Electronics Corp.*, 672 F.2d 607, 620 (7th Cir. 1982) (preliminary injunction); *Morley Music Co. v. Café Continental, Inc.*, 777 F. Supp. 1579, 1583 (S.D. Fla. 1991) (“A Plaintiff is entitled to a permanent injunction in a copyright action when liability has been established and where there is a threat of continuing violations”). As copyright holders, Plaintiffs are entitled to avoid the irreparable damage that will occur if Defendants (and others like them) continue to infringe upon Plaintiffs’ copyrights. Irreparable harm is presumed in copyright infringement actions. *CBS Broad., Inc. v. EchoStar Communs., Corp.*, 276 F. Supp. 2d 1237, 1255 (S.D. Fla. 2003). Once irreparable injury is presumed, injunctive relief is appropriate because damages alone are not an adequate remedy. Thus, as in *Napster*, an injunction in this case “is not only warranted but required.” *Napster*, 239 F.3d at 1027. Indeed, such injunctions are “regularly issued” because of the strong public interest in copyright protections. *Arista Records, Inc. v. Beker Enters.*, 298 F. Supp. 2d 1310, 1314 (S.D. Fla. 2003).⁴

⁴ Additionally, pursuant to the equitable powers provided under 17 U.S.C. § 503(b) (2000), this Court has the power to order the destruction of all infringing copies in Defendant’s

The scope and history of Defendants' infringement more than warrant the requested injunction. Absent an injunction, there is nothing to stop Defendants from downloading and distributing more of Plaintiffs' copyrighted sound recordings through an online media distribution system. Injunctive relief therefore is required to prevent further irreparable harm.

Accordingly, Plaintiffs seek entry of an injunction, as requested in the Complaint.

(Compl. ¶ 21.) Specifically, Plaintiffs ask for an injunction providing:

Defendants shall be and hereby are enjoined from directly or indirectly infringing Plaintiffs' rights under federal or state law in the Copyrighted Recordings and any sound recording, whether now in existence or later created, that is owned or controlled by Plaintiffs (or any parent, subsidiary, or affiliate record label of Plaintiffs) ("Plaintiffs' Recordings"), including without limitation by using the Internet or any online media distribution system to reproduce (*i.e.*, download) any of Plaintiffs' Recordings, to distribute (*i.e.*, upload) any of Plaintiffs' Recordings, or to make any of Plaintiffs' Recordings available for distribution to the public, except pursuant to a lawful license or with the express authority of Plaintiffs. Defendants also shall destroy all copies of Plaintiffs' Recordings that Defendants have downloaded onto any computer hard drive or server without Plaintiffs' authorization and shall destroy all copies of those downloaded recordings transferred onto any physical medium or device in Defendants' possession, custody, or control.

(Compl. at 7.) Just as courts throughout the country (including courts in this jurisdiction) have awarded minimum statutory damages when ordering default judgment for Plaintiffs, *see supra* Part V, they have also adopted Plaintiffs' language regarding injunctive relief. *See id.*

In light of the massive scope and nature of Defendants' infringement, the public interest, and the need to protect Plaintiffs' copyrighted works, the requested injunction prohibits infringement of all copyrighted sound recordings owned by Plaintiffs. Broad injunctions such as this are regularly entered in copyright infringement cases. *See, e.g., Gonzalez*, 430 F.3d at 893 (affirming lower court's injunction preventing the defendant from further infringement of

possession as part of a final order or decree. *See Rogers v. Koons*, 960 F.2d 301, 313 (2d Cir. 1992).

Plaintiffs' copyrighted sound recordings); *Sony Music Entertainment, Inc. v. Global Arts Productions*, 45 F. Supp. 2d 1345, 1347-48 (S.D. Fla. 1999) (enjoining defendants from infringing any of the copyrighted works owned by Plaintiff, including, but not limited to, those listed in the complaint).

For the same reasons, and because Plaintiffs continually create new works – works that would be vulnerable to infringement and require litigation if the injunction were limited to existing works – the requested injunction follows standard practice in copyright cases by covering works to be created in the future. *See Princeton Univ. Press v. Michigan Document Servs.*, 99 F.3d 1381, 1392 (6th Cir. 1996) (“The weight of authority supports the extension of injunctive relief to future works.”). The injunction would not, of course, prohibit Defendant from utilizing the Internet for legitimate, noninfringing purposes.

VII. PLAINTIFFS ARE ENTITLED TO COSTS OF SUIT.

Finally, Section 505 of the Copyright Act expressly authorizes recovery of “full costs,” because an award of costs would “(1) deter future copyright infringement; (2) ensure that all holders of copyrights which have been infringed will have equal access to the court to protect their works; and (3) penalize the losing party and compensate the prevailing party.” *A&N Music Corp. v. Venezia*, 733 F. Supp. 955, 959 (E.D. Penn. 1990); *see also Cross Keys Publ. Co. v. Wee, Inc.*, 921 F. Supp. 479, 481-82 (W.D. Mich. 1995). Though Plaintiffs have incurred significant costs and attorneys' fees in this matter, Plaintiffs request an award of \$350 as costs of this suit. (*See* Doc. No. 1.)

CONCLUSION

WHEREFORE, Plaintiffs respectfully request that the Court grant summary judgment in their favor and against Defendants Michelle Santangelo and Robert Santangelo, Jr. on Plaintiffs' claim for copyright infringement regarding 40 of Plaintiffs' copyrighted sound recordings listed in Exhibit A to the Complaint. Plaintiffs respectfully request that the Court award Plaintiffs minimum statutory damages in the amount of \$30,000, injunctive relief as prayed for in the Complaint, costs in the amount of \$420, and such further relief as the Court deems just and proper.

Dated: December 22, 2008

By: 

ROBINSON & COLE LLP
Brian E. Moran (BM-8573)
Victor B. Kao (VK-6967)
28th Floor, 885 Third Avenue
New York, NY 10022
Telephone: 212-451-2900
Facsimile: 212-451-2999
Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ELEKTRA ENTERTAINMENT GROUP INC., a
Delaware corporation; VIRGIN RECORDS
AMERICA, INC., a California corporation; UMG
RECORDINGS, INC., a Delaware corporation;
BMG MUSIC, a New York general partnership;
and SONY BMG MUSIC ENTERTAINMENT, a
Delaware general partnership,

Plaintiffs,

-against-

MICHELLE SANTANGELO and ROBERT
SANTANGELO, JR.,

Defendants.

x
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Civil Action No.: 06 Civ. 11520 (SCR)
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**PLAINTIFFS' STATEMENT OF
MATERIAL FACTS ON MOTION
FOR SUMMARY JUDGMENT**
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x

Pursuant to Local Civil Rule 56.1(a), Plaintiffs respectfully submit the following Statement of Material Facts on Motion for Summary Judgment. The relevant exhibits referenced herein are attached to Plaintiffs' Memorandum of Law in Support of Motion for Summary Judgment ("Plaintiffs' Memorandum") being filed contemporaneously.

I. Defendants Used An Online Media Distribution System To Download And Distribute Plaintiffs' Copyrighted Recordings.

1. On April 11, 2004 at 12:15 a.m. EDT, MediaSentry, detected an individual with the username "laxattack857@fileshare," at Internet Protocol ("IP") address 24.45.58.150, using the iMesh online file sharing program on the FastTrack file sharing network to distribute Plaintiffs' copyrighted sound recordings. (Declaration of Andrew Kempe ("Kempe Decl.") ¶ 9, attached as Exhibit A to Plaintiffs' Memorandum; Declaration and Expert Report of Dr. Doug Jacobson ("Jacobson Report") at 4-5, attached as Exhibit B to Plaintiffs' Memorandum.) 1322 digital audio files were being distributed from a "shared" folder on this computer to millions of

other users on the file sharing network. (Kempe Decl. ¶ 9, Ex. A; Jacobson Report at 6, ¶ 21, Ex. B.) A list of the 1322 digital audio files is contained as Exhibit B to Plaintiffs' Complaint. (Kempe Decl. ¶ 10, Ex. A; *see also* Exhibit B to Compl. (Doc. No. 1).) Cablevision Systems Corp. ("Cablevision") was the Internet Service Provider that had assigned IP address 24.45.58.150 to one of its customers on April 11, 2004. (Kempe Decl. ¶ 11, Ex. A; Jacobson Report at 6-7, ¶ 22, Ex. B.)

2. Cablevision identified Patricia Santangelo of 50 Fenmore Drive, Wappingers Falls, NY 12590 as the subscriber responsible for IP address 24.45.58.150 on April 11, 2004. (Jacobson Report at 7, ¶ 23, Ex. B.) Both Defendants Michelle Santangelo and Robert Santangelo, Jr. resided at 50 Fenmore Drive in Wappingers Falls, New York in April 2004. (Deposition of Robert Santangelo, Jr., dated April 11, 2006, ("Robert Santangelo First Dep.") 5:8-12, 6:8-12, relevant excerpts attached as Exhibit C to Plaintiffs' Memorandum; Deposition of Michelle Santangelo, dated April 11, 2006, ("Michelle Santangelo First Dep.") 5:8-11, 5:17-25, 6:1-12, relevant excerpts attached as Exhibit D to Plaintiffs' Memorandum.)

3. The 1322 digital audio files on Exhibit B to the Complaint were being actively distributed to 2,999,953 other users on the FastTrack network at the time that MediaSentry detected this illegal activity. (Kempe Decl. ¶ 9, Ex. A; Jacobson Report at 5; 6, ¶¶ 18, 21-22, 24, 29, Ex. B; *see also* Exhibit B to Plaintiffs' Complaint (Doc. No. 1), indicating that 2,999,954 users were logged into the FastTrack network at this time.)

4. On April 11, 2004, MediaSentry initiated the process of downloading all of the 1322 digital audio files stored in the shared folder on this computer. (Kempe Decl. ¶ 9, Ex. A.) This process allowed MediaSentry to obtain the metadata of each file and to ensure that there was an actual file being distributed. (*Id.* ¶¶ 6, 9.) Had it chosen to do so, MediaSentry could

have downloaded complete copies of all of the audio files listed in the shared folder and shown on Exhibit B to the Complaint. (*Id.*) As a matter of expediency, MediaSentry limited its downloading to a sample of the 1322 digital audio files. (*Id.*) That sample included seven sound recordings. (*Id.*; Jacobson Report at 6, ¶ 20, Ex. B.) MediaSentry's System Log file shows the proof of Defendants' distribution of these seven sound recordings under the "laxattack857@fileshare" username. (Jacobson Report at 6, ¶¶ 20-21, Ex. B; Kempe Decl. ¶ 9, Ex. A; *see also* MediaSentry System Log, attached as Exhibit E to Plaintiffs' Memorandum.)

5. Exhibit B to the Complaint contains screen shots showing the contents of Defendants' shared folder. (Kempe Decl. ¶ 10, Ex. A.)

6. Plaintiffs are not proceeding on every sound recording that they own out of the 1322 audio files that Defendants were distributing. Rather, Plaintiffs have limited this case to proceeding on 40 of the copyrighted sound recordings described on Exhibit A to Plaintiffs' Complaint, which includes five of the sound recordings downloaded in full by MediaSentry on April 11, 2004: "Happy" on "A Place in the Sun" by "Lit"; "Nowhere Fast" on "Make Yourself" by "Incubus"; "Semi-Charmed Life" on "Third Eye Blind" by "Third Eye Blind"; "Can't Help Falling Love" on "Promises and Lies" by "UB40"; and "Breakout" on "There is Nothing Left To Lose" by "Foo Fighters." (Compl. (Doc. No. 1) ¶¶ 16, 18, and Exhibit A to Compl.; Kempe Decl. ¶¶ 9-10, Ex. A; Jacobson Report at 6-7, ¶¶ 21-24, Ex. B.)

7. Defendant Robert Santangelo, Jr. and his friend Mr. Seckler installed the KaZaA file sharing program on the Santangelo computer and created the "laxattack857" username. (Deposition of Matthew Seckler ("Seckler Dep.") 16:17-25, 17:1-9, 18:3-18, 20:20-23, 34:9-11, 143:2-7, relevant excerpts attached as Exhibit F to Plaintiffs' Memorandum.)

8. Both the iMesh and the KaZaA file sharing programs use the FastTrack peer-to-peer file sharing network, which allows users of the network share files with one another. (Jacobson Report at 5, Ex. B.) KaZaA is one of the most popular file sharing programs using the FastTrack peer-to-peer file sharing network, and the name KaZaA is often used to refer to the applications running the Fasttrack protocol. (*Id.*; *see, e.g.*, Seckler Dep. 99:2-12, Ex. F.) The whole purpose behind peer-to-peer networks is to share files with other users. (Jacobson Report at 3, ¶ 15, Ex. B.)

9. The computer that connected to the Internet through Cablevision at 50 Fenmore Drive in Wappingers Falls, New York in April 2004 was located in a common family area of the Santangelo home. (Deposition of Patricia Santangelo, dated April 11, 2006, 30:4-14, relevant excerpts attached as Exhibit G to Plaintiffs' Memorandum.) This computer was destroyed in a house fire in July 2004 and Defendants' father, Robert Santangelo, Sr., later disposed of it. (Deposition of Robert Santangelo, Sr., dated June 27, 2006, 91:12-25, 92:1-24, 94:4-15, 96:6-19, relevant excerpts attached as Exhibit H to Plaintiffs' Memorandum.)

10. Defendants used an online file sharing program to access the FastTrack file sharing network to download the sound recordings listed in Exhibit B to the Complaint (Jacobson Report at 6-7, ¶¶ 18-29, Ex. B), including 40 of the Copyrighted Recordings identified on Exhibit A to the Complaint.

11. Specifically, Defendant Robert Santangelo, Jr. used the KaZaA file sharing program and the "laxattack857" username to download music over the Internet. (Seckler Dep. 24:18-25, 25:1-11, 34:22-25, 35:1-6, 37:3-8, 131:24-25, 132:1-5, Ex. F.) Mr. Seckler testified that he and Robert Santangelo, Jr. used the Santangelo computer two or three times a week to download and listen to music for approximately an hour at a time. (*Id.* 30:19-25, 31:1-25, 32:1-

12.) Although Defendant Robert Santangelo, Jr. has at times baldly denied engaging in the infringement, he also testified that he had no facts to dispute Mr. Seckler's sworn testimony that the two of them installed KaZaA and used it to download music over the Internet. (Deposition of Robert Santangelo, Jr., dated January 24, 2008, ("Robert Santangelo Second Dep.") 79:18-25, 80:1-11, 80:19-25, 81:1-17, relevant excerpts attached as Exhibit I to Plaintiffs' Memorandum.)

12. Defendant Michelle Santangelo recognized both KaZaA and iMesh as software programs she used to search for and listen to music on the Santangelo computer. (Michelle Santangelo First Dep. 35:19-25, 81:7-25, 82:1-17, 85:13-25, 86:1-20, 89:2-16, Ex. D.) Defendant Michelle Santangelo also recognized the iMesh shared folder captured by MediaSentry (Exhibit B to Plaintiffs' Complaint) as utilizing the same software interface and containing the same sound recordings as the media player she used to listen to music on the Santangelo computer. (*Id.* 89:19-25, 90: 1-25, 91:1-6.)

13. Mr. Seckler testified that he witnessed Defendant Michelle Santangelo using KaZaA on the Santangelo computer to download and listen to music. (Seckler Dep. 26:8-25, 27:1-7, 30-8-12, 37:3-8, 129:9-14, 130:9-14, Ex. F.)

14. Defendant Michelle Santangelo also listened to all but one of the sound recordings listed on Exhibit A to the Complaint, although she could not remember one way or the other whether she listened to them on the computer. (Michelle Santangelo First Dep. 91:7-25, 92:1-25, 93:19-25, 94:1-19, Ex. D.)

15. The iMesh file sharing program cannot be used to listen to music that is stored on another computer in the iMesh network; in order to listen to music that was stored on another computer, the file must be downloaded to the user's computer. (Jacobson Report at 5, Ex. B.)

16. MediaSentry also detected Plaintiffs' copyrighted sound recordings being distributed from the same IP address and under the user name "mich8621" from August 2003 to March 2004. (Jacobson Report at 6, ¶ 19, Ex. B; *see also* MediaSentry Instant Message Log, attached as Exhibit J to Plaintiffs' Memorandum.) Defendant Michelle Santangelo uses the "mich8621" user name and the user name references Michelle Santangelo's date of birth on August 21, 1986. (Michelle Santangelo First Dep. 13:8-14, 14:1-9, Ex. D; Jacobson Report at 7, ¶ 26, Ex. B.)

17. Similarly, Defendants distributed all 40 of the Copyrighted Recordings by placing them in the shared folder on the computer for others on the FastTrack file sharing network to download. (Jacobson Report at 6-7, ¶¶ 18-29, Ex. B.) Defendants distributed five of the Copyrighted Recordings on Exhibit A to MediaSentry, and Mr. Seckler testified that he had observed other users on the network downloading files from the Santangelo computer. (Kempe Decl. ¶ 9, Ex. A; Jacobson Report at 6, ¶ 20, Ex. B; Seckler Dep. 123:2-13, 124:24-25, 125:1-8, Ex. F.)

18. MediaSentry also detected Plaintiffs' copyrighted sound recordings being distributed from the same IP address assigned to the Santangelo household and under the same "laxattack857" username on 52 occasions from approximately September 2003 through May 2004. (Jacobson Report at 6, ¶ 19, Ex. B; *see also* MediaSentry Instant Message Log, attached as Exhibit J to Plaintiffs' Memorandum.) In an effort to inform and stop Defendants from infringing Plaintiffs' copyrights, MediaSentry sent text messages on these 52 occasions to the "laxattack857" username. (*See* MediaSentry Instant Message Log, Ex. J.) MediaSentry also sent similar text messages to the "mich8621" username on 19 different occasions from August 2003 to March 2004. (*See id.*)

II. Plaintiffs Own And Properly Registered The Copyrighted Recordings.

19. Plaintiffs are the owners or licensees of valid copyrights in the 40 Copyrighted Recordings. (*See* Certificates of Registration of Copyright, attached as Exhibit K to Plaintiffs' Memorandum; Declaration of JoAn Cho ("Cho Declaration") ¶ 4, attached as Exhibit L to Plaintiffs' Memorandum; Declaration of Alasdair McMullan ("McMullan Declaration") ¶ 4, attached as Exhibit M to Plaintiffs' Memorandum; Declaration of Silda Palerm ("Palerm Declaration") ¶ 4, attached as Exhibit N to Plaintiffs' Memorandum; Declaration of Jennifer Pariser ("Pariser Declaration") ¶ 4, attached as Exhibit O to Plaintiffs' Memorandum; *see also* Deposition of Michelle Santangelo, dated January 7, 2008, ("Michelle Santangelo Second Dep.") 25:12-15, 26:1-6, Ex. P, admitting that Defendant Michelle Santangelo has no evidence to dispute that Plaintiffs own or control exclusive rights to copyright in the sound recordings on Exhibit A.)

20. Plaintiffs' copyright registration for these 40 Copyrighted Recordings was effective prior to the date Defendants were caught distributing them to other Internet users. (*See* Certificates of Registration of Copyright, Ex. K; Cho Declaration ¶ 5, Ex. L; McMullan Declaration ¶ 5, Ex. M; Palerm Declaration ¶ 5, Ex. N; Pariser Declaration ¶ 5, Ex. O; *see also* Michelle Santangelo Second Dep. 29:23-25, 30:1-2, Ex. P, admitting that Defendant Michelle Santangelo has no evidence to dispute that Plaintiffs' registration of the copyrights in the sound recordings on Exhibit A was timely.)

21. Plaintiffs also placed copyright notices on each of the compact disc containers and on the surface of each of the compact discs containing the 40 Copyrighted Recordings, as provided in Section 402 of the Copyright Act. (*See* Cho Declaration ¶ 8, Ex. L; McMullan Declaration ¶ 8, Ex. M; Palerm Declaration ¶ 8, Ex. N; Pariser Declaration ¶ 8, Ex. O.)

22. Defendants did not have Plaintiffs' authorization to copy, download, or distribute any of the 40 Copyrighted Recordings. (See Cho Declaration ¶ 6, Ex. L; McMullan Declaration ¶ 6, Ex. M; Palerm Declaration ¶ 6, Ex. N; Pariser Declaration ¶ 6, Ex. O.)

Dated: December 22, 2008

By: 

ROBINSON & COLE LLP
Brian E. Moran (BM-8573)
Victor B. Kao (VK-6967)
28th Floor, 885 Third Avenue
New York, NY 10022
Telephone: 212-451-2900
Facsimile: 212-451-2999
Attorneys for Plaintiffs

EXHIBIT G

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ELEKTRA ENTERTAINMENT GROUP INC., VIRGIN
RECORDS AMERICA, INC., UMG RECORDINGS, INC.,
BMG MUSIC, and SONY BMG MUSIC ENTERTAINMENT,

Plaintiffs,

vs. No. 05 Civ 2414

PATRICIA SANTANGELO,

Defendant.

DEPOSITION OF PATRICIA SANTANGELO

White Plains, New York

Tuesday, April 11, 2006

Reported by:

Alison M. Pisciotta

JOB NO. 183104A

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April 11, 2006

9:53 a.m.

Deposition of PATRICIA SANTANGELO,
held at the Southern District Court,
300 Quarropas Street, White Plains, New
York, pursuant to Notice, before Alison
M. Pisciotta, a Notary Public of the
State of New York.

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A P P E A R A N C E S:

HOLME ROBERTS & OWEN, LLP
Attorneys for Plaintiffs
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203
BY: RICHARD L. GABRIEL, ESQ.

JORDAN D. GLASS, ESQ.
Attorney for Defendant
P.O. Box 274
Hartsdale, New York 10530-0274

ALSO PRESENT: Matthew J. Oppenheim

1 P. Santangelo
2 monitor. For example, did you set curfews on
3 your children's computer use or time limits?
4 Was the computer in a place where you could
5 watch them using the computer? Did you as a
6 mom try to observe what they were doing on
7 the computer?

8 MR. GABRIEL: Objection. You can
9 answer.

10 THE WITNESS: I speak to the children
11 about what they were doing on the
12 computer. The computer sat in the middle
13 of the family area, there was only one
14 computer.

15 BY MR. GABRIEL:

16 Q Tell me the kind of conversations.

17 A I'm sorry.

18 Q Okay. I will ask, would you tell me
19 the kind of conversations you had with your
20 children about the computer use?

21 A I did not know too much about the
22 internet and was afraid of things like chat
23 rooms so I would talk to them about not
24 talking to strangers mostly.

25 Q Any other conversations you had with

EXHIBIT H

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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

ELEKTRA ENTERTAINMENT GROUP,)
INC., VIRGIN RECORDS AMERICA,)
INC., UMG RECORDINGS, INC.,)
BMG MUSIC, and SONY BMG MUSIC)
ENTERTAINMENT,)

Plaintiffs,)

vs.)

No.
05 Civ 2414

PATRICIA SANTANGELO,)
Defendant.)
-----)

TELEPHONIC DEPOSITION OF
ROBERT SANTANGELO, SR.
Valhalla, New York
Tuesday, June 27, 2006

Reported by:
Maria A. Bermudez
JOB NO. 185612

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June 27, 2006

3:28 p.m.

Telephonic deposition of ROBERT
SANTANGELO, SR., held at the offices
of Jordan D. Glass, Esq., 7-11 Legion
Drive, Valhalla, New York, pursuant to
notice, before Maria A. Bermudez, a
Notary Public of the State of New
York.

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A P P E A R A N C E S :

HOLME, ROBERTS & OWEN, LLP
Attorneys for Plaintiffs
1700 Lincoln Street
Denver, Colorado 80203

BY: RICHARD L. GABRIEL, ESQ.
(Via telephone)

JORDAN D. GLASS, ESQ.
Attorneys for Defendant
P.O. Box 274
Hartsdale, New York 10530-0274

ALSO PRESENT:
Susan Haag
(Via telephone)

1 R. Santangelo, Sr.

2 computers in your home?

3 A. I felt that I needed three
4 computers to do what I was doing at that
5 time, because I needed to be on three
6 separate Web sites at one time and I thought
7 a separate computer for each would be the
8 best way to handle it.

9 Q. And that's just in connection with
10 your personal business, I take it?

11 A. That and other things.

12 Q. Are you familiar, sir, with a
13 computer that was in the Fenmore Drive home
14 on April 11, 2004?

15 A. Yes.

16 Q. Do you remember what kind of
17 computer it was?

18 A. No, I don't.

19 Q. Do you recall it was a desktop, as
20 opposed to a laptop?

21 A. It was a desktop, yes.

22 Q. Was it a PC?

23 A. I mean, compared to or different to
24 Apple?

25 Q. Yes, different from a Mac, for

1 R. Santangelo, Sr.

2 example.

3 A. Yes, it was a PC, yes.

4 Q. Do you know who purchased that
5 computer for the family?

6 A. My wife -- well, my wife at the
7 time.

8 Q. You did not, correct?

9 A. Right.

10 Q. Were there any peripherals of that
11 computer, any wireless routers, anything like
12 that?

13 A. No, just the modem.

14 Q. I think that you indicated, sir,
15 that you kind of took that computer or it was
16 given to you to see if you could get it
17 fixed.

18 Did I understand that correctly?

19 A. That's correct.

20 Q. Was that Ms. Santangelo who gave
21 that to you and said, you know, see if you
22 can fix it? How did that happen that you
23 came into possession of that computer?

24 A. It wouldn't operate.

25 Q. Who told you it wouldn't operate?

1 R. Santangelo, Sr.

2 anyone else look at that computer?

3 A. No.

4 Q. Do you remember the time frame when
5 you physically got possession of that
6 computer to see if you could fix it?

7 A. June, I guess, sometime, I believe.

8 Q. About June of 2004?

9 A. Give or take a month. Well, I know
10 it wasn't in July because I had it then
11 during the fire, which was early July, I
12 believe.

13 Q. Then you took that computer back
14 with you to North Carolina; is that true?

15 A. That's correct.

16 Q. Then in North Carolina, was it in a
17 box or just kind of loose, or how was it
18 kept?

19 A. It was loose.

20 Q. Did it just sit somewhere in your
21 home in North Carolina for some time?

22 A. It sat on the side of my desk.

23 Q. On the desk or on the floor next to
24 the desk?

25 A. That's correct.

1 R. Santangelo, Sr.

2 fire, you did not do anything with the
3 computer and no one else did either; is that
4 true?

5 A. That's correct.

6 Q. Tell me about the fire, if you
7 would.

8 When did that happen? What
9 happened?

10 A. I don't recall when, the exact
11 date. I can find that out. I think it was
12 July 7th or 8th. But the ceiling fell down
13 on top of the computer during the fire and it
14 pretty much melted the interior wires. It
15 wouldn't even power up after the fire.

16 Q. Then you just threw it out, or what
17 did you do?

18 A. I just trashed it in the county
19 dump.

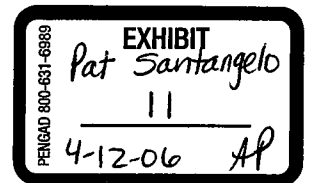
20 Q. What was the address where the fire
21 happened?

22 A. 43 Acorn Lane, Asheville, North
23 Carolina.

24 Q. Was that a house or a town home or
25 a condo?

EXHIBIT J

CaseID	UserName	IP Address	DateMessaged	Message Text ID
2265282	mich8621@???	24.45.58.150	08/06/03 01:50 AM	NULL
2265282	mich8621@???	24.45.58.150	08/06/03 02:59 AM	NULL
2265282	mich8621@fileshare	24.45.58.150	08/16/03 09:31 PM	1
2265282	mich8621@fileshare	24.45.58.150	08/20/03 10:31 PM	1
2265282	mich8621@fileshare	24.45.58.150	09/18/03 08:49 AM	1
2265282	mich8621@fileshare	24.45.58.150	09/25/03 06:47 PM	1
2265282	mich8621@fileshare	24.45.58.150	10/27/03 08:59 PM	1
2265282	laxattack857@fileshare	24.45.58.150	10/30/03 08:11 PM	1
2265282	laxattack857@fileshare	24.45.58.150	11/04/03 06:59 PM	1
2265282	laxattack857@fileshare	24.45.58.150	11/06/03 07:10 AM	1
2265282	laxattack857@???	24.45.58.150	11/12/03 12:15 PM	1
2265282	mich8621@fileshare	24.45.58.150	11/17/03 03:09 AM	1
2265282	mich8621@fileshare	24.45.58.150	11/18/03 07:01 AM	1
2265282	miheles@fileshare	24.45.58.150	11/19/03 07:04 PM	1
2265282	laxattack857@fileshare	24.45.58.150	11/20/03 07:07 PM	1
2265282	laxattack857@fileshare	24.45.58.150	11/21/03 05:30 AM	1
2265282	laxattack857@fileshare	24.45.58.150	11/25/03 08:54 PM	1
2265282	laxattack857@fileshare	24.45.58.150	11/28/03 08:23 PM	1
2265282	miheles@fileshare	24.45.58.150	12/10/03 04:38 PM	1
2265282	laxattack857@fileshare	24.45.58.150	12/10/03 08:02 PM	1
2265282	laxattack857@fileshare	24.45.58.150	12/12/03 05:17 AM	1
2265282	miheles@fileshare	24.45.58.150	12/13/03 05:40 PM	1
2265282	miheles@fileshare	24.45.58.150	12/14/03 05:26 AM	1
2265282	laxattack857@fileshare	24.45.58.150	12/14/03 04:06 PM	1
2265282	laxattack857@fileshare	24.45.58.150	12/16/03 02:55 PM	1
2265282	mich8621@fileshare	24.45.58.150	12/17/03 04:37 PM	1
2265282	mich8621@fileshare	24.45.58.150	12/18/03 06:08 AM	1
2265282	laxattack857@fileshare	24.45.58.150	12/24/03 01:38 PM	1
2265282	laxattack857@fileshare	24.45.58.150	01/10/04 05:43 PM	1
2265282	mich8621@fileshare	24.45.58.150	01/13/04 01:38 AM	1
2265282	mich8621@fileshare	24.45.58.150	01/15/04 08:24 PM	1
2265282	mich8621@fileshare	24.45.58.150	01/16/04 02:58 PM	1
2265282	laxattack857@fileshare	24.45.58.150	01/25/04 09:53 AM	1
2265282	laxattack857@fileshare	24.45.58.150	01/28/04 12:48 AM	1
2265282	laxattack857@fileshare	24.45.58.150	01/29/04 09:52 AM	1
2265282	laxattack857@fileshare	24.45.58.150	01/30/04 03:21 AM	1
2265282	laxattack857@fileshare	24.45.58.150	01/31/04 11:34 PM	1
2265282	mich8621@fileshare	24.45.58.150	02/06/04 02:19 AM	1
2265282	mich8621@fileshare	24.45.58.150	02/07/04 05:18 AM	1
2265282	mich8621@fileshare	24.45.58.150	02/08/04 04:00 AM	1
2265282	mich8621@fileshare	24.45.58.150	02/09/04 03:10 AM	1
2265282	laxattack857@fileshare	24.45.58.150	02/15/04 08:33 PM	1
2265282	laxattack857@fileshare	24.45.58.150	02/17/04 02:15 PM	1
2265282	laxattack857@fileshare	24.45.58.150	02/20/04 11:11 PM	1
2265282	laxattack857@fileshare	24.45.58.150	02/22/04 06:49 AM	1
2265282	laxattack857@fileshare	24.45.58.150	02/23/04 01:26 AM	1
2265282	laxattack857@fileshare	24.45.58.150	02/25/04 04:40 AM	1
2265282	laxattack857@fileshare	24.45.58.150	02/27/04 06:22 PM	1
2265282	laxattack857@fileshare	24.45.58.150	02/29/04 03:01 AM	1
2265282	laxattack857@fileshare	24.45.58.150	03/04/04 10:02 PM	1
2265282	laxattack857@fileshare	24.45.58.150	03/11/04 08:52 PM	1
2265282	laxattack857@fileshare	24.45.58.150	03/13/04 03:49 PM	1
2265282	laxattack857@fileshare	24.45.58.150	03/16/04 03:35 PM	1
2265282	mich8621@fileshare	24.45.58.150	03/18/04 10:29 PM	1
2265282	laxattack857@fileshare	24.45.58.150	03/19/04 07:20 PM	1
2265282	laxattack857@fileshare	24.45.58.150	03/20/04 11:54 AM	1
2265282	laxattack857@fileshare	24.45.58.150	03/21/04 07:34 AM	1
2265282	laxattack857@fileshare	24.45.58.150	03/22/04 05:04 AM	1



2265282	laxattack857@fileshare	24.45.58.150	03/23/04 03:59 AM	1
2265282	laxattack857@fileshare	24.45.58.150	03/27/04 07:55 AM	1
2265282	laxattack857@fileshare	24.45.58.150	04/03/04 05:23 PM	1
2265282	laxattack857@???	24.45.58.150	04/10/04 06:13 PM	1
2265282	laxattack857@fileshare	24.45.58.150	04/12/04 03:02 AM	1
2265282	laxattack857@fileshare	24.45.58.150	04/14/04 02:57 AM	1
2265282	laxattack857@fileshare	24.45.58.150	04/17/04 01:24 PM	1
2265282	laxattack857@fileshare	24.45.58.150	04/18/04 05:45 PM	1
2265282	laxattack857@fileshare	24.45.58.150	04/19/04 04:54 PM	1
2265282	laxattack857@fileshare	24.45.58.150	04/21/04 10:18 AM	1
2265282	laxattack857@fileshare	24.45.58.150	04/27/04 01:19 PM	1
2265282	laxattack857@fileshare	24.45.58.150	05/02/04 05:41 PM	1
2265282	laxattack857@fileshare	24.45.58.150	05/03/04 01:08 PM	1
2265282	laxattack857@fileshare	24.45.58.150	05/08/04 02:26 PM	1
2265282	laxattack857@fileshare	24.45.58.150	05/11/04 07:47 PM	1
2265282	laxattack857@fileshare	24.45.58.150	05/14/04 07:36 AM	1
2265282	laxattack857@fileshare	24.45.58.150	05/17/04 08:06 PM	1

Page 1 **Application** **FORM N**
for Registration of a Claim to Copyright
in a published sound recording

REGISTRATION NO.
N 46849
 DO NOT WRITE HERE

Instructions: Make sure that all applicable spaces have been completed before you submit the form. The application must be **MAILED** at line 11. The application should not be submitted until after the date of publication given in line 8 (a). and tab. Pages 3 and 4 should contain exactly the same information as pages 1 and 2, but may be carbon copies. Mail all pages of the application to the Register of Copyrights, Library of Congress, Washington, D.C. 20540. In order information, see page 4. Mail all pages of the application to the Register of Copyrights, Library of Congress, Washington, D.C. 20540. In order information, see page 4. Make your remittance payable to the Register of Copyrights.

1. Copyright Claimant(s) and Address(es): Give the name(s) and address(es) of the copyright owner(s). Ordinarily the name should be the name as in the notice of copyright on the copies deposited. If named of the name of the copyright claimant of the work, see page 4 under *Alternative Form of Notice*.
CBS INC.

Name: **51 West 52 Street, New York, N. Y. 10019**

2. Title: **BAT OUT OF HELL PE 3474**
 (Give title of sound recording as it appears on the label; also include number if one appears on the label)
ARTIST: MEAT LOAF

3. (a) Description of Sound Recording Deposited: **Disc**
 (Characterize the general type of sound recording; for example, disc, open-reel tape, cartridge, cassette, etc.)

(b) Nature of Material Recorded: **Music**
 (Characterize the general type of material recorded; for example, music, drama, recitation, etc.)

4. Author of This Sound Recording: Citizenship and domicile information must be given. Where a work is made for hire, the employer is the author. The citizenship of organizations formed under U.S. Federal or State law should be stated as U.S.A. If the copyright claim is based on pre-war law (see line 6) give information about the author of the new matter.
 Name: **CBS Inc.** Citizenship: **U.S.A.**
 (Name of country)
 Resided in U.S.A. Yes No Address: **51 W. 52 St., New York, N.Y. 10019**

5. (a) Date of Publication of This Sound Recording: Give the complete date when copies of this particular sound recording were first placed on sale, sold, or publicly distributed. The date when the sound recording was first or the date, day, and year) must be given.
October 7 1977

(b) Place of Publication of This Sound Recording: Give the name of the country in which this particular sound recording was first published.
U.S.A.

6. New Matter in This Sound Recording: If any substantial part of the sounds fixed in this recording has been previously published in another recording, give a brief general statement of the nature of the new matter in this recording. New matter may consist of copyright material, new lyrics, new vocalizations, and the like, as well as additional recorded material. Side 1, B.S. (1) BAT OUT OF HELL (3) HEAVEN CAN WAIT (4) ALL REVVED UP WITH NO PLACE TO GO/Side 2, B.S. (1) NO OUT OF THREE AIN'T BAD (2) PARADISE BY THE DASHBOARD LIGHT (1: Paradise II: Let Me Sleep on It III: Praying for the End of Time)

7. Publication before February 15, 1972: If any substantial part of the sounds published for the first time in this recording was fixed before February 15, 1972, give a brief general statement of the nature of that material. (For further information concerning "fixation," see page 4.)

Complete all applicable spaces on next page

EXHIBIT K

8. If registration fee is to be charged to a deposit account established in the Copyright Office, give name of account:
CBS INC. - New York
 9. Name and address of person or organization to whom correspondence and refund, if any, should be sent:
CBS INC. - Law Dept/Registry Office, 51 West 52 Street, New York, N.Y. 10019
 10. Send certificate to:

Name: **CBS INC. - Law Department/Registry Office**
 Address: **Attn: Helen Lahm, 51 West 52nd Street, New York, N. Y. 10019**

11. Certification: I CERTIFY that the statements made by me in this application are correct to the best of my knowledge.
 (Signature of copyright claimant or duly authorized agent)

- Application Forms**
 Copies of the following forms will be supplied by the Copyright Office without charge upon request:
- Class A Form A—Published book manufactured in the United States of America.
 - Class B Form B—Foreign—Book or periodical manufactured outside the United States of America (except works subject to the advertising provisions of the copyright law).
 - Class C Form C—Ad Insertion—Book or periodical in the English language manufactured and first published outside the United States of America.
 - Class D Form D—Periodical manufactured in the United States of America.
 - Class E Form E—Contribution to a periodical manufactured in the United States of America.
 - Class F Form F—Lecture or similar production prepared for oral delivery.
 - Class G Form G—Musical composition, or which was first published in the United States of America.
 - Class H Form H—Musical composition the author of which is a citizen or domiciliary of the United States of America and which was not first published in the United States of America.
 - Class I Form I—Map.
 - Class J Form J—Work of art or a model or design for a work of art.
 - Class K Form K—Reproduction of a work of art.
 - Class L Form L—Drawing or plastic work of a scientific or technical character.
 - Class M Form M—Photograph.
 - Class N Form N—Print or pictorial illustration.
 - Class O Form O—Print or label used for an article of merchandise.
 - Class P Form P—Motion picture.
 - Class Q Form Q—Sound recording.
 - Class R Form R—Musical copyright.
 - Class S Form S—Notice of use of copyrighted music on mechanical instruments.

Application received: **NOV 15 1977**
 Two copies received: **NOV 15 1977**
 Fee received: **NOV 15 1977**

FORM SR
 UNITED STATES COPYRIGHT OFFICE

SR **35-328**
 EFFECTIVE DATE OF REGISTRATION: **1982**

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE CONTINUATION SHEET (FORM SR/COH)

1. TITLE OF THIS WORK: **BUSINESS AS USUAL**
 Artist: **MEAT LOAF**
 Labeling number of sound recording, if any: **SBP 237700 (ARC 37936)**

2. IMPORTANT: NAME OF AUTHOR: **CBS Records Australia Limited**
 DATE OF BIRTH AND DEATH: **1982**
 AUTHOR'S NATIONALITY OR DOMICILE: **Australia**
 AUTHOR OF: **Graphic, photographic matter & artwork**
 NAME OF AUTHOR: **CBS INC.**
 DATE OF BIRTH AND DEATH: **1982**
 AUTHOR'S NATIONALITY OR DOMICILE: **Australia**
 AUTHOR OF: **Graphic, photographic matter & artwork**

3. YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: **1981**
 DATE AND MONTH OF FIRST PUBLICATION: **November 9 1981**
 COUNTRY: **AUSTRALIA**

4. NAME(S) AND ADDRESS(ES) OF COPYRIGHT CLAIMANT(S): **CBS Inc., 51 West 52nd Street, New York, New York 10019**



This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 410(a) of title 17, United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the Copyright Office records.

Handwritten signature: *David Reed*
REGISTER OF COPYRIGHTS
United States of America

REGISTRATION NUMBER: SR 41-965
EFFECTIVE DATE OF REGISTRATION: Jan 27 1983

EXAMINED BY: [] CHECKED BY: [] APPLICATION RECEIVED: 27 JAN 1983
CORRESPONDENCE: [] DEPOSIT RECEIVED: 27 JAN 1983
DEPOSIT ACCOUNT FUNDS USED: [] REMITTANCE NUMBER AND DATE: JAN 27 1983

PREVIOUS REGISTRATION: No. X
If your answer to "Yes" is another registration being sought? (Check appropriate box)
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by line 6 of the application.

PREEXISTING MATERIAL: (Identify any preexisting work or works that the work is based on or incorporates.)
Lyrics on inner sleeve
MATERIAL ADDED TO THIS WORK: (Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.)
ALL NEW SOUNDS, PHOTOGRAPHIC MATTER & ARTWORK

DEPOSIT ACCOUNT: (If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.)
Name: CBS Inc.
Account Number: DA016292
CORRESPONDENCE: (Give name and address to which correspondence about this application should be sent.)
Name: CBS Law Registry/Barbara Lesko
Address: 51 West 52nd Street
New York, New York 10019

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Handwritten signature: []
Typed or printed name: Barbara Lesko
Date: 5/25/82

MAIL CERTIFICATE TO: CBS Law Registry/Attn: Barbara Lesko, 51 West 52nd Street, New York, New York 10019

TITLE OF THIS WORK: THRILLER
Artist: MICHAEL JACKSON
Catalog number of sound recording, if any: QE 38112
PREVIOUS OR ALTERNATIVE TITLES:

IMPORTANT: Under the law, the "author" of a work made for hire is generally the employer, not the employee (see instructions). If any part of the work was "made for hire" then "Yes" in the spaces provided, give the employer (or other person for whom the work was prepared) as "author" of that part, and leave the space for creator blank.
1. NAME OF AUTHOR: Mr. Michael Jackson
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.
AUTHOR OF: (Briefly describe nature of this author's contribution) SOME NEW sounds, all new photographic matter & artwork
2. NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE:
AUTHOR OF:
3. NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE:
AUTHOR OF:

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: Year 1982
DATE AND NATION OF FIRST PUBLICATION: Date November 19 1982, Nation U.S.A.

NAME(S) AND ADDRESS(ES) OF COPYRIGHT CLAIMANT(S): CBS Inc., 51 West 52nd Street, New York, New York 10019
TRANSFER: (If the copyright claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.)
PER AGREEMENT

FORM SR
REGISTRATION NUMBER: SR 85-358
EFFECTIVE DATE OF REGISTRATION: 9 NOV 1987

SR 41-965
EXAMINED BY: [] CHECKED BY: [] APPLICATION RECEIVED: 27 JAN 1983
CORRESPONDENCE: [] DEPOSIT RECEIVED: 27 JAN 1983
DEPOSIT ACCOUNT FUNDS USED: [] REMITTANCE NUMBER AND DATE: JAN 27 1983

PREVIOUS REGISTRATION: No. X
If your answer to "Yes" is another registration being sought? (Check appropriate box)
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by line 6 of the application.

PREEXISTING MATERIAL: (Identify any preexisting work or works that the work is based on or incorporates.)
THE GRL. IS MINE
LYRICS ON INNER SLEEVE
MATERIAL ADDED TO THIS WORK: (Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.)
ALL NEW PHOTOGRAPHIC MATTER & ARTWORK, SOME NEW SOUNDS:
Side 1, Bds... (1) WANNABE MARTIN, SOMETHIN' (2) BABY BE MINE (4) THRILLER
Side 2, Bds... (1) BEAT IT (2) BILLIE JEAN (3) HUMAN NATURE (4) E.Y.T. (PRETTY YOUNG THING) (5) THE LADY IN MY LIFE

DEPOSIT ACCOUNT: (If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.)
Name: CBS Inc.
Account Number: DA016292
CORRESPONDENCE: (Give name and address to which correspondence about this application should be sent.)
Name: CBS Law Registry/Barbara Lesko
Address: 51 West 52nd Street
New York, New York 10019

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Handwritten signature: []
Typed or printed name: Barbara Lesko
Date: 1/24/83

MAIL CERTIFICATE TO: CBS Law Registry/Attn: Barbara Lesko, 51 West 52nd Street, New York, New York 10019

TITLE OF THIS WORK: "APPETITE FOR DESTRUCTION" (As recorded by Guns N' Roses) 24148
PREVIOUS OR ALTERNATIVE TITLES:
NATURE OF MATERIAL RECORDED: Musical

2. NAME OF AUTHOR: THE DAVID GEFFEN COMPANY
AUTHOR'S NATIONALITY OR DOMICILE: USA
AUTHOR OF: (Briefly describe nature of the material created by the author in which copyright is claimed.)
SOUND RECORDING & PHOTOGRAPHS
3. YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1987
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: July 21 1987, United States

COPYRIGHT CLAIMANT(S): THE DAVID GEFFEN COMPANY, 3300 Warner Boulevard, Burbank, California 91510
TRANSFER: (If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.)
EXHIBIT

SR 127 623

FORM SR
CHECKED BY:
CORRESPONDENCE
DEPOSIT ACCOUNT FUNDS USED



This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 10(a) of title 17, United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the Copyright Office records.

FORM SR
REGISTER OF COPYRIGHTS
United States of America
SR 127 623
EFFECTIVE DATE OF REGISTRATION
JAN 30 1991

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
Yes No
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by space 6 on this application.

5

DERIVATIVE WORK OR COMPILED Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.
a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

6

b. Material Added to This Work Give a brief, general statement of the material that has been added to the work and in which copyright is claimed.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

WARNER BROS. RECORDS INC. DA011694

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name Address Apt./City/State/Zip
Warner Bros. Records Inc. 3300 Warner Boulevard Burbank, California 91510

8

CERTIFICATION I, the undersigned, hereby certify that I am the author or other copyright claimant, or owner of exclusive rights, of the work identified in this application and that the statements made in this application are correct to the best of my knowledge.

Typed or printed name and date If this is a published work, this date must be the same as or later than the date of publication given in space 3. Carol Minden date 10/30/87

Handwritten signature (Carol Minden)

9

MAIL CERTIFICATE TO Warner Bros. Records Inc. ATTN: CAROL MINDEN 3300 Warner Boulevard Burbank, California 91510

17 U.S.C. § 205: Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 105 or in any written statement made in connection with the application or in the record thereon shall be fined not more than \$25,000 or imprisoned not more than 5 years, or both.

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK Divinyls LP "Divinyls"

PREVIOUS OR ALTERNATIVE TITLES

NATURE OF MATERIAL RECORDED Musical Musical/Dramatic Dramatic Literary Other Sound Recording and Original Artwork

NAME OF AUTHOR Virgin Records America, Inc.

AUTHOR'S NATIONALITY OR DOMICILE U.S.A.

NATURE OF AUTHORSHIP Sound Recording and Original Artwork

NAME OF AUTHOR Virgin Records America, Inc.

AUTHOR'S NATIONALITY OR DOMICILE U.S.A.

NATURE OF AUTHORSHIP Sound Recording and Original Artwork

NAME OF AUTHOR Virgin Records America, Inc.

AUTHOR'S NATIONALITY OR DOMICILE U.S.A.

DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK January 29, 1991 United States of America

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1991

COPYRIGHT CLAIMANT'S Name and address must be given even if the claimant is the same as the author given in space 3. Virgin Records America, Inc. 9247 Alden Drive Beverly Hills, CA. 90210

TRANSFER If the claimant's name listed in space 4 are different from the author(s) named in space 3, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK

REGISTRATION RECEIVED JAN 30 1991
NO DEPOSIT RECEIVED JAN 30 1991
MAR 22 1991

CERTIFICATE OF COPYRIGHT REGISTRATION



This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 10(a) of title 17, United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the Copyright Office records.

FORM SR
REGISTER OF COPYRIGHTS
United States of America
SR 134 647
EFFECTIVE DATE OF REGISTRATION
JAN 30 1991

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
Yes No
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by space 6 on this application.

DERIVATIVE WORK OR COMPILED Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.
a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

b. Material Added to This Work Give a brief, general statement of the material that has been added to the work and in which copyright is claimed.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

Virgin Records America, Inc. DA054283

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name Address Apt./City/State/Zip
Cynthia Bryce - Virgin Records America, Inc. 9247 Alden Drive Beverly Hills, CA. 90210

CERTIFICATION I, the undersigned, hereby certify that I am the author or other copyright claimant, or owner of exclusive rights, of the work identified in this application and that the statements made in this application are correct to the best of my knowledge.

Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit it before that date. Cynthia Bryce date 1-25-91

Handwritten signature (Cynthia Bryce)

MAIL CERTIFICATE TO Cynthia Bryce - Virgin Records America, Inc. 9247 Alden Drive Beverly Hills, CA. 90210

17 U.S.C. § 205: Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 105 or in any written statement made in connection with the application or in the record thereon shall be fined not more than \$25,000 or imprisoned not more than 5 years, or both.

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK USE YOUR ILLUSION I ARTIST: GUNS N' ROSES PREVIOUS OR ALTERNATIVE TITLES GEP-24415

NATURE OF MATERIAL RECORDED Musical Musical/Dramatic Dramatic Literary Other DISC (COMPACT)

NAME OF AUTHOR THE DAVID GEPFEN COMPANY

AUTHOR'S NATIONALITY OR DOMICILE U.S.A.

NATURE OF AUTHORSHIP SOUND RECORDING/ALL PICTORIAL MATTER & ARTWORK EXCEPT "DEAD HORSE"

NAME OF AUTHOR THE DAVID GEPFEN COMPANY

AUTHOR'S NATIONALITY OR DOMICILE U.S.A.

DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK 09-17-91 U.S.A.

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1991

COPYRIGHT CLAIMANT'S Name and address must be given even if the claimant is the same as the author given in space 3. THE DAVID GEPFEN COMPANY 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA. 91608

TRANSFER If the claimant's name listed in space 4 are different from the author(s) named in space 3, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK

REGISTRATION RECEIVED JAN 21 1991
NO DEPOSIT RECEIVED JAN 21 1991

Form SR 134 647. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

Form SR 135 335. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'SOUND RECORDING "/>

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 135 335. Includes fields for 'TITLE OF THIS WORK', 'ARTIST', 'PREVIOUS OR ALTERNATIVE TITLES', and 'NATURE OF MATERIAL RECORDED'. Title: 'NEVERMIND'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 135 335. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'THE DAVID GEPFEN COMPANY'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 135 335. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'THE DAVID GEPFEN COMPANY'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 135 335. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'THE DAVID GEPFEN COMPANY'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 135 335. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'THE DAVID GEPFEN COMPANY'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 137 787. Includes fields for 'EXAMINED BY', 'CHECKED BY', 'CORRESPONDENCE', 'DEPOSIT ACCOUNT', and 'MATERIAL ADDED TO THIS WORK'. Title: 'TEN'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 137 787. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'Sony Music Entertainment Inc.'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 137 787. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'Sony Music Entertainment Inc.'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 137 787. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'Sony Music Entertainment Inc.'.

CERTIFICATE OF COPYRIGHT REGISTRATION FORM SR 137 787. Includes fields for 'NAME OF AUTHOR', 'AUTHOR'S NATIONALITY OR DOMICILE', and 'NATURE OF AUTHORSHIP'. Author: 'Sony Music Entertainment Inc.'.

EXAMINED BY: [Signature] FORM SR CHECKED BY: [Signature] CORRESPONDENCE: [] DEPOSIT ACCOUNT FUNDS USED: []

SR 146 905

NOV 3, 1992

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION: []

DERIVATIVE WORK OR COMPILATION: Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application...

Typed or printed name and date: CAROL KERR, 11/23/91

Handwritten signature: Carol Kerr

MAIL CERTIFICATE TO: Sony Music Entertainment Inc./ATT: KAREN SHOVLANSKY, P. O. Box 4450, New York, New York 10101-4450, 5 Floor.

17 U.S.C. § 508: Any person who knowingly makes a false representation of a material fact in an application for copyright registration...

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK: IT'S ABOUT TIME

NATURE OF MATERIAL RECORDED: Musical (Compact)

NAME OF AUTHOR: BMG MUSIC. AUTHOR'S NATIONALITY OR DOMICILE: USA.

NAME OF AUTHOR: []

NAME OF AUTHOR: []

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1992

COPYRIGHT CLAIMANT'S NAME AND ADDRESS: BMG MUSIC, 1133 6th AVENUE, NEW YORK, N.Y. 10036

MOORE ON BACK: Complete an appropriate space (number 1-9) on the reverse side of this page.

CERTIFICATE OF REGISTRATION. This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code...

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK: IN VERBO

NATURE OF MATERIAL RECORDED: Musical (Compact)

NAME OF AUTHOR: GUYTON RECORDS, INC.

NAME OF AUTHOR: []

NAME OF AUTHOR: []

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1993

COPYRIGHT CLAIMANT'S NAME AND ADDRESS: GUYTON RECORDS, INC., 70 WILHELMUS CREST PLAZA, UNIVERSAL CITY, GA 31608

MOORE ON BACK: Complete an appropriate space (number 1-9) on the reverse side of this page.

EXAMINED BY: [Signature] FORM SR CHECKED BY: [Signature] CORRESPONDENCE: [] DEPOSIT ACCOUNT FUNDS USED: []

SR 146 905

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION: []

DERIVATIVE WORK OR COMPILATION: Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application...

Typed or printed name and date: AMANDA ARMSTRONG, 10/28/92

Handwritten signature: Amanda Armstrong

MAIL CERTIFICATE TO: AMANDA ARMSTRONG, 4-9 BMG MUSIC, 1133 6th AVENUE, NEW YORK, N.Y. 10036

17 U.S.C. § 508: Any person who knowingly makes a false representation of a material fact in an application for copyright registration...

SR 178-631

EFFECTIVE DATE OF REGISTRATION NOV 23 1993

FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION

DERIVATIVE WORK OR COMPILED WORK

DEPOSIT ACCOUNT

DEPOSIT ACCOUNT: MEDIA RECORDS, INC. 88834362

CORRESPONDENCE

CERTIFICATION

MAIL CERTIFICATE TO: MEDIA RECORDS, INC. 70 UNIVERSAL CITY PLAZA

EXAMINED BY, CHECKED BY, CORRESPONDENCE

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK

NATURE OF MATERIAL RECORDED

NAME OF AUTHOR

NOTE: Under the law, the author of a work...

NAME OF AUTHOR

NAME OF AUTHOR

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

COPYRIGHT CLAIMANT(S)

APPLICATION RECEIVED NOV 23 1993

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION

DERIVATIVE WORK OR COMPILED WORK

DEPOSIT ACCOUNT

CORRESPONDENCE

CERTIFICATION

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY

EXAMINED BY, CHECKED BY, CORRESPONDENCE

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY

MORE ON BACK

FORM SR UNITED STATES COPYRIGHT OFFICE

SR 186-039

NOV 27 1993

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK

NATURE OF MATERIAL RECORDED

NAME OF AUTHOR

NOTE: Under the law, the author of a work...

NAME OF AUTHOR

NAME OF AUTHOR

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

COPYRIGHT CLAIMANT(S)

SEP 27 1993

SEP 27 1993

MORE ON BACK

Form SR United States Copyright Office Registration Number SR 187-644. Title: WEZZER. Artist: WEZZER. DGCID: 24629. Previous or Alternative Titles: None. Nature of Material Recorded: Musical - Disc (Compact). Name of Author: GEFREN RECORDS, INC. Year of Registration: 1994. Deposit Account: Virgin Records America, Account Number: DA054283. Correspondence: Helen Stotler, Virgin Records America, 338 N Foothill Rd, Beverly Hills CA 90210. Signature: Helen Stotler, 9/16/93.

Form SR United States Copyright Office Registration Number SR 188-489. Title: Tracy Chapman "New Beginning" (61850). Previous or Alternative Titles: None. Nature of Material Recorded: Musical - Musical-Dramatic. Name of Author: Elektra Entertainment. Year of Registration: 1996. Deposit Account: MCA RECORDS, INC., Account Number: DA024562. Correspondence: GEFREN RECORDS, INC., c/o MCA RECORDS, INC., 70 UNIVERSAL CITY PLAZA, UNIVERSAL CITY, CA 91608. Signature: Patricia Blair, 5/20/96.

Form SR United States Copyright Office Registration Number SR 189-489. Title: MCA RECORDS, INC. Previous or Alternative Titles: None. Nature of Material Recorded: Musical - Musical-Dramatic. Name of Author: GEFREN RECORDS, INC. Year of Registration: 1996. Deposit Account: MCA RECORDS, INC., Account Number: DA024562. Correspondence: GEFREN RECORDS, INC., c/o MCA RECORDS, INC., 70 UNIVERSAL CITY PLAZA, UNIVERSAL CITY, CA 91608. Signature: Patricia Blair, 5/20/96.

Form SR United States Copyright Office Registration Number SR 189-489. Title: MCA RECORDS, INC. Previous or Alternative Titles: None. Nature of Material Recorded: Musical - Musical-Dramatic. Name of Author: GEFREN RECORDS, INC. Year of Registration: 1996. Deposit Account: MCA RECORDS, INC., Account Number: DA024562. Correspondence: GEFREN RECORDS, INC., c/o MCA RECORDS, INC., 70 UNIVERSAL CITY PLAZA, UNIVERSAL CITY, CA 91608. Signature: Patricia Blair, 5/20/96.

EXAMINED BY [Signature] FORM SR FOR COPYRIGHT OFFICE USE ONLY

SR 188-873 EFFECTIVE DATE OF REGISTRATION 7 17 97

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION Has registration for this work or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION Complete both space 6a and 6b for a derivative work, complete only 6b for a compilation. 6a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established at the Copyright Office, give name and number of Account. ELEKTRA ENTERTAINMENT DA024953

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Darlene Wilson ATLANTIC RECORDING CORPORATION 75 Rockefeller Plaza New York, NY 10019

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

MAIL CERTIFICATE TO Darlene Wilson ATLANTIC RECORDING CORPORATION 75 Rockefeller Plaza 4A/Y New York, NY 10019

MAIL CERTIFICATE TO Darlene Wilson ATLANTIC RECORDING CORPORATION 75 Rockefeller Plaza 4A/Y New York, NY 10019

1 TITLE OF THIS WORK Third Eye Blind "Third Eye Blind" (62012-2) PREVIOUS OR ALTERNATIVE TITLES

2 a NAME OF AUTHOR Elektra Entertainment Group DATES OF BIRTH AND DEATH Year Born Year Died

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1997 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK JUL 17 1997 United States of America

4 COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. Elektra Entertainment Group 75 Rockefeller Plaza New York, NY 10019

5 APPLICATION RECEIVED JUL 17 1997 ONE DEPOSIT RECEIVED JUL 17 1997 TWO DEPOSITS RECEIVED JUL 17 1997

MORE ON BACK Complete all applicable spaces (numbers 5-9) on the reverse side of this page. See instructions on back. Do not print name. Page 1 of 2 pages

EXAMINED BY [Signature] FORM SR FOR COPYRIGHT OFFICE USE ONLY

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 215-243 EFFECTIVE DATE OF REGISTRATION Dec 26, 1995

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION Has registration for this work or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION Complete both space 6a and 6b for a derivative work, complete only 6b for a compilation. 6a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established at the Copyright Office, give name and number of Account. Elektra Entertainment Group DA024953

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Elektra Entertainment Group Attn: Licensing Dept. 75 Rockefeller Plaza 13th Fl. New York, NY 10019

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

MAIL CERTIFICATE TO Beth Patterson 75 Rockefeller Plaza 13th Fl. New York, NY 10019

MAIL CERTIFICATE TO Elektra Entertainment Group Attn: Licensing Dept. 75 Rockefeller Plaza 13th Fl. New York, NY 10019

1 TITLE OF THIS WORK DAYDREAM BY MARIAN CAREY (CK 66700) PREVIOUS OR ALTERNATIVE TITLES

2 a NAME OF AUTHOR Sony Music Entertainment Inc. DATES OF BIRTH AND DEATH Year Born Year Died

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1995 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK DEC 27 1995 USA

4 COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211

5 APPLICATION RECEIVED DEC 26 1995 ONE DEPOSIT RECEIVED DEC 26 1995 TWO DEPOSITS RECEIVED DEC 26 1995

EXAMINED BY: [Signature] FORM SR
CHECKED BY: [Signature]
CORRESPONDENCE: Yes

FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER

SR 238-338
EFFECTIVE DATE OF REGISTRATION
JUL 29 1997

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION: [] No [] Yes
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by space 6 on this application.

5

DERIVATIVE WORK OR COMPILATION: a. Preexisting Material. Identify any preexisting work or works that this work is based on or incorporates.

6

b. Material Added to This Work. Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.
One sound recording, Track 1, FANTASY
New sound recordings, Tracks 2-12, new photographic matrix

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

7

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.
Sony Music Entertainment Inc., New York, NY 10022-3211
Sony Music Entertainment Inc., ATTENTION: KAREN SHOVLANSKY
550 Madison Avenue, 24 Floor
New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

8

Year in which creation of this work was completed: 1997
Date of first publication: 12/22/95

MAIL CERTIFICATE TO: Attention: KAREN SHOVLANSKY
Sony Music Entertainment Inc.
550 Madison Avenue
24 Floor
New York, New York 10022-3211

9

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK: Hanson, "Middle of Nowhere" - 314534 615-2

PREVIOUS OR ALTERNATIVE TITLES:

NATURE OF MATERIAL RECORDED: Musical, Dramatic, Other

NAME OF AUTHOR: Mercury Records

Was this contribution to the work a "work made for hire"? No

NAME OF AUTHOR: Sound Recordings, Photography and Artwork

Was this contribution to the work a "work made for hire"? No

NAME OF AUTHOR:

Was this contribution to the work a "work made for hire"? No

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1997

COPYRIGHT CLAIMANT(S): Mercury Records, 825 Eighth Ave, New York, NY 10019

MORE ON BACK: Complete an applicable label (numbers 5-8) on the reverse side of the page.

UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER: SR 238-754
EFFECTIVE DATE OF REGISTRATION: AUG 12 1997

EXAMINED BY: [Signature] FORM SR
CHECKED BY: [Signature]
CORRESPONDENCE: Yes

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION: [] No [] Yes
This is the first published edition of a work previously registered in unpublished form.
This is the first application submitted by this author as copyright claimant.
This is a changed version of the work, as shown by space 6 on this application.

DERIVATIVE WORK OR COMPILATION: a. Preexisting Material. Identify any preexisting work or works that this work is based on or incorporates.

b. Material Added to This Work. Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.
PolyGram Records, Inc.
825 Eighth Ave, 28th Floor
New York, NY 10019

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Year in which creation of this work was completed: 1997
Date of first publication: 7-8-97

MAIL CERTIFICATE TO: Attention: Jill Seigel
PolyGram Records, Inc.
825 Eighth Ave, 28th Floor
New York, NY 10019

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK: LOVE ALWAYS
ARTIST: K-CI & JOJO
PREVIOUS OR ALTERNATIVE TITLES: MCAD-11813

NATURE OF MATERIAL RECORDED: Musical, Dramatic, Other

NAME OF AUTHOR: MCA RECORDS, INC.

Was this contribution to the work a "work made for hire"? No

NAME OF AUTHOR: SOUND RECORDINGS/PICTORIAL MATTER

Was this contribution to the work a "work made for hire"? No

NAME OF AUTHOR:

Was this contribution to the work a "work made for hire"? No

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1997

COPYRIGHT CLAIMANT(S): MCA RECORDS, INC. 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608

MORE ON BACK: Complete an applicable label (numbers 5-8) on the reverse side of the page.

UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER: SR 238-754
EFFECTIVE DATE OF REGISTRATION: AUG 12 1997

EXAMINED BY: [Signature] FOR COPYRIGHT OFFICE USE ONLY



This Certificate issued under the seal of the Copyright Office in accordance with Title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

FORM SR A Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 241-879 EFFECTIVE DATE OF REGISTRATION 9-8-96

Margareth Peters REGISTER OF COPYRIGHTS United States of America

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) This is the first published edition of a work previously registered in unpublished form. This is the first application submitted by this author as copyright claimant. This is a changed version of the work, as shown by space 6 on this application. If your answer is "Yes," give Previous Registration Number Year of Registration Year of Registration Year of Registration

APPLIED FOR, NOT YET RECEIVED DERIVATIVE WORK OR COMPILED Complete both space 5 & 6 for a derivative work; complete only 5 for a compilation. Presenting Material Identify any preexisting work or works that this work is based on or incorporates. YOU BRING ME UP/PHOTOGRAPH Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ALL OTHER SOUND RECORDINGS/PICTORIAL MATTER

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. MCA RECORDS, INC. DA024562 CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/Zip UNIVERSAL MUSIC GROUP 70 UNIVERSAL CITY PLAZA DRIVE UNIVERSAL CITY, CA 91608 Area Code & daytime telephone number (818) 777-4040 Fax number (818) 777-4040

CERTIFICATION I, the undersigned, hereby certify that I am the author or other copyright claimant or owner of exclusive rights in the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit a before that date. PATRICIA BLAIR Date 8/24/97

MAIL CERTIFICATE TO UNIVERSAL MUSIC GROUP COPYRIGHT DEPARTMENT 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608

Handwritten signature: Patricia Blair. Application number: SR 241-879. Includes a section for 'MAIL CERTIFICATE TO' with address: UNIVERSAL MUSIC GROUP, 70 UNIVERSAL CITY PLAZA, UNIVERSAL CITY, CA 91608.

1 TITLE OF THIS WORK TITLE: GODSMACK ARTIST: GODSMACK PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) UD-53190

2 a NAME OF AUTHOR UNIVERSAL RECORDS INC. DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

NOTE Under the law, the "author" of a "work made for hire" is generally the employer, not the employee. Was any part of the work that was made for hire "created by the author" as defined in the law? If so, the author must be identified in space 2b. b NAME OF AUTHOR DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

c NAME OF AUTHOR DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information must be given. b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Month Year Day Year Month Year Day Year 1998 08 25 99 USA

4 a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. UNIVERSAL RECORDS INC. 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608 APPLICATION RECEIVED SEP 08 1996 ONE DEPOSIT RECEIVED SEP 08 1996 FUNDS RECEIVED

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. MORE ON BACK Complete all applicable spaces (3-6) on the reverse side of this page. Page 1 of 2

EXAMINED BY: [Signature] FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) This is the first published edition of a work previously registered in unpublished form. This is the first application submitted by this author as copyright claimant. This is a changed version of the work, as shown by space 6 on this application. If your answer is "Yes," give Previous Registration Number Year of Registration Year of Registration Year of Registration

APPLIED FOR, NOT YET RECEIVED DERIVATIVE WORK OR COMPILED Complete both space 5 & 6 for a derivative work; complete only 5 for a compilation. Presenting Material Identify any preexisting work or works that this work is based on or incorporates. TRACKS 1, 3-6, 8-12 Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ALL OTHER SOUND RECORDINGS/PICTORIAL MATTER

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. UNIVERSAL MUSIC GROUP DA024562 CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/Zip UNIVERSAL MUSIC GROUP/COPYRIGHT DEPARTMENT 70 UNIVERSAL CITY PLAZA DRIVE UNIVERSAL CITY, CA 91608 Area Code & daytime telephone number (818) 777-4040 Fax number (818) 686-1804

CERTIFICATION I, the undersigned, hereby certify that I am the author or other copyright claimant or owner of exclusive rights in the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit a before that date. PATRICIA BLAIR Date 9/1/98

MAIL CERTIFICATE TO UNIVERSAL MUSIC GROUP COPYRIGHT DEPARTMENT 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608

Handwritten signature: Patricia Blair. Application number: SR 241-879. Includes a section for 'MAIL CERTIFICATE TO' with address: UNIVERSAL MUSIC GROUP, 70 UNIVERSAL CITY PLAZA, UNIVERSAL CITY, CA 91608.

1 TITLE OF THIS WORK BUTTERFLY BY MARIAH CAREY (CK 87833) PREVIOUS OR ALTERNATIVE TITLES

2 a NAME OF AUTHOR Sony Music Entertainment Inc. DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

b NAME OF AUTHOR DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

c NAME OF AUTHOR DATES OF BIRTH AND DEATH Year Born Year Died Was this contribution to the work a "work made for hire"? AUTHORITY'S NATIONALITY OR DOMICILE Name of Country OR Citizens of P. Was this author's contribution to the work? Anonymity? Pseudonym? If the answer is other than "Yes," see detailed instructions.

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information must be given. b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Month Year Day Year Month Year Day Year 1997 09 03 1997 USA

4 a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211 APPLICATION RECEIVED DEC 03 1997 ONE DEPOSIT RECEIVED DEC 03 1997 REMITTANCE NUMBER AND DATE

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. By assignment. MORE ON BACK Complete all applicable spaces (3-6) on the reverse side of this page. Page 1 of 2

EXAMINED BY [Signature]
CORRESPONDENCE []
FOR COPYRIGHT OFFICE USE ONLY

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER

SR 240-690
EFFECTIVE DATE OF REGISTRATION
5 4 98

Margareth Peters
REGISTER OF COPYRIGHTS
United States of America

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION: Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
a. Yes b. No
c. This is the first published edition of a work previously registered in unpublished form.
d. This is the first application submitted by this author as copyright claimant.
e. This is a changed version of the work, as shown by space 4 on this application.
If your answer is "Yes," give: Previous Registration Number Year of Registration

DERIVATIVE WORK OR COMPILATION: Complete both space 6 & 6a for a derivative work; complete only 6a for a compilation.
6. Preexisting Material: Identify any preexisting work, or works that this work is based on or incorporates.
Photographic matter of the butterfly, some sampled sounds

Material Added to This Work: Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.
All photographs of Mariah, all other sound recordings

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name Sony Music Entertainment Inc. Account Number DAO 63061

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.
Sony Music Entertainment Inc/ATTENTION KAREN SHOVLANSKY
550 Madison Avenue
New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: KAREN SHOVLANSKY date 12-2-97

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK: S.C.I.E.N.C.E./by INCUBUS (EK 67872)

PREVIOUS OR ALTERNATIVE TITLES

NATURE OF MATERIAL RECORDED: Musical
Musical-Dramatic
Dramatic
Literary
Other

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NOTE: Was this contribution to the work a "work made for hire"?
a. Yes b. No
c. This is the first published edition of a work previously registered in unpublished form.
d. This is the first application submitted by this author as copyright claimant.
e. This is a changed version of the work, as shown by space 4 on this application.
If your answer is "Yes," give: Previous Registration Number Year of Registration

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1997
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: AUGUST 27 1997

COPYRIGHT CLAIMANT(S): Name and address must be given even if the claimant is the same as the author given space 2.
Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211

TRANSFER: If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK: Complete all applicable spaces (numbers 3-6) on the reverse side of this page.

APPLICATION RECEIVED
APR 04 1998
ONE DEPOSIT RECEIVED
TWO DEPOSITS RECEIVED
APR 11 1998
REMITTANCE NUMBER AND DATE

EXAMINED BY [Signature]
CORRESPONDENCE []
FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION: Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
a. Yes b. No
c. This is the first published edition of a work previously registered in unpublished form.
d. This is the first application submitted by this author as copyright claimant.
e. This is a changed version of the work, as shown by space 4 on this application.
If your answer is "Yes," give: Previous Registration Number Year of Registration

DERIVATIVE WORK OR COMPILATION: Complete both space 6 & 6a for a derivative work; complete only 6a for a compilation.
6. Preexisting Material: Identify any preexisting work, or works that this work is based on or incorporates.
Some sampled sounds

Material Added to This Work: Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.
All other sound recordings

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name Sony Music Entertainment Inc. Account Number DAO 63061

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.
Sony Music Entertainment Inc/ATTENTION KAREN SHOVLANSKY
550 Madison Avenue
New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: KAREN SHOVLANSKY date 4-29-98

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211

FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER

097955279

SR 252-096

EFFECTIVE DATE OF REGISTRATION
7 1 98

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK: WIDE OPEN SPACE/by OJGE CHICKS (NK 86185)

PREVIOUS OR ALTERNATIVE TITLES

NATURE OF MATERIAL RECORDED: Musical
Musical-Dramatic
Dramatic
Literary
Other

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NOTE: Was this contribution to the work a "work made for hire"?
a. Yes b. No
c. This is the first published edition of a work previously registered in unpublished form.
d. This is the first application submitted by this author as copyright claimant.
e. This is a changed version of the work, as shown by space 4 on this application.
If your answer is "Yes," give: Previous Registration Number Year of Registration

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

NAME OF AUTHOR: Sony Music Entertainment Inc.
DATES OF BIRTH AND DEATH: Year Born Year Died

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1997
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: JANUARY 14 1998

COPYRIGHT CLAIMANT(S): Name and address must be given even if the claimant is the same as the author given space 2.
Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211

TRANSFER: If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK: Complete all applicable spaces (numbers 3-6) on the reverse side of this page.

APPLICATION RECEIVED
APR 01 1998
ONE DEPOSIT RECEIVED
TWO DEPOSITS RECEIVED
APR 11 1998
REMITTANCE NUMBER AND DATE

EXAMINED BY: JAT FORM SR CHECKED BY: CORRESPONDENCE: YES FOR COPYRIGHT OFFICE USE ONLY

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 261-516 MAR 05 1999

102873933

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

DERIVATIVE WORK OR COMPILATION Complete both spaces in A or B for a derivative work; complete only B for a compilation. 6

REPORT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

COMPLETION DATE Give name and address to which correspondence about this application should be sent. 8

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. 8

Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit it before that date. 9

MAIL CERTIFICATE TO ATTENTION KAREN SHOWLOWSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK Virgin Records America, Inc. Selection #4782 PREVIOUS OR ALTERNATIVE TITLES V

NATURE OF MATERIAL RECORDED Musical-Dramatic

NAME OF AUTHOR Virgin Records America, Inc. DATES OF BIRTH AND DEATH

NOTE Was this contribution to the work a 'work made for hire'? AUTHORS NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK?

NATURE OF AUTHORSHIP Original Sound Recording NAME OF AUTHOR DATES OF BIRTH AND DEATH

Was this contribution to the work a 'work made for hire'? AUTHORS NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK?

NATURE OF AUTHORSHIP NAME OF AUTHOR DATES OF BIRTH AND DEATH

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1997 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

COPYRIGHT CLAIMANT'S Name and address must be given even if the claimant is the Virgin Records America, Inc. 338 North Foothill Road Beverly Hills, CA 90210

TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK 2 Complete all applicable sections (numbers 5-9) on the reverse side of this page. DO NOT WRITE HERE Page 1 of 2

07/08/2000 10:30 FAX 2128372128 SONY MUSIC COPYRIGHT 002

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margareth Peters REGISTER OF COPYRIGHTS United States of America

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 264-016 EFFECTIVE DATE OF REGISTRATION 4 26 99

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK AMERICANA: THE OFFSPRING (CK 60061) PREVIOUS OR ALTERNATIVE TITLES V

NATURE OF MATERIAL RECORDED Musical-Dramatic

NAME OF AUTHOR Virgin Records America, Inc. DATES OF BIRTH AND DEATH

NOTE Was this contribution to the work a 'work made for hire'? AUTHORS NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK?

NATURE OF AUTHORSHIP Sound recordings and some accompanying antedated elements, Soundtracks NAME OF AUTHOR DATES OF BIRTH AND DEATH

Was this contribution to the work a 'work made for hire'? AUTHORS NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK?

NATURE OF AUTHORSHIP NAME OF AUTHOR DATES OF BIRTH AND DEATH

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1998 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

COPYRIGHT CLAIMANT'S Name and address must be given even if the claimant is the Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211

TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

MORE ON BACK 2 Complete all applicable sections (numbers 5-9) on the reverse side of this page. DO NOT WRITE HERE Page 1 of 2

EXAMINED BY: JAT FORM SR CHECKED BY: CORRESPONDENCE: YES FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

DERIVATIVE WORK OR COMPILATION Complete both spaces in A or B for a derivative work; complete only B for a compilation. 6

REPORT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

COMPLETION DATE Give name and address to which correspondence about this application should be sent. 8

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. 8

Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit it before that date. 9

MAIL CERTIFICATE TO Scott Stepakoff Virgin Records America, Inc. 338 N. Foothill Road Beverly Hills, CA 90210

MAIL CERTIFICATE TO Scott Stepakoff Virgin Records America, Inc. 338 N. Foothill Road Beverly Hills, CA 90210

MORE ON BACK 2 Complete all applicable sections (numbers 5-9) on the reverse side of this page. DO NOT WRITE HERE Page 1 of 2

EXAMINED BY [Signature] FORM SR
CHECKED BY [Signature]
CORRESPONDENCE []
DEPOSIT ACCOUNT []

102823543

FORM SR UNITED STATES COPYRIGHT OFFICE
SR 268-972
APR 22 1999

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.
a. Providing Material Identify any preceding work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

CORRESPONDENCE Give name and address to which correspondence about this application should be sent.
Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Year of Publication 1999
KAREN SHOLOVSKY
4-18-99

MAIL CERTIFICATE TO: ATTENTION KAREN SHOLOVSKY - Sony Music Entertainment Inc.
550 Madison Avenue - 14th Floor
New York, New York 10022-3211

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
TITLE OF THIS WORK A PLACE IN THE SUN

NATURE OF MATERIAL RECORDED Musical
NAME OF AUTHOR Y
DATE OF BIRTH AND DEATH

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

NATURE OF AUTHORSHIP Sound recording & artwork
NAME OF AUTHOR Y
DATE OF BIRTH AND DEATH

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1999
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

COPYRIGHT CLAIMANT(S) Sony Music Entertainment Inc.
1540 Broadway New York, N.Y. 10036

TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

APPLICATION RECEIVED APR 22 1999
ONE DEPOSIT RECEIVED
TWO DEPOSITS RECEIVED APR 17 1999

MORE ON BACK Contains of associated notices (pages 1-6) on the reverse side of this page.

CERTIFICATE OF REGISTRATION

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER SR 268-936
MAY 21 1999

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
TITLE OF THIS WORK THE WRITINGS ON THE WALL by DESTINY'S CHILD (CK 89670)

NATURE OF MATERIAL RECORDED Musical
NAME OF AUTHOR Y
DATE OF BIRTH AND DEATH

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

NATURE OF AUTHORSHIP Sound recordings, photographic matter
NAME OF AUTHOR Y
DATE OF BIRTH AND DEATH

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

NOTE: This contribution to the work is "work made for hire"
AUTHOR'S NATIONALITY OR DOMICILE USA

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1999
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

COPYRIGHT CLAIMANT(S) Sony Music Entertainment Inc.
550 Madison Avenue New York, New York 10022-3211

TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

EXAMINED BY [Signature] FORM SR
CHECKED BY [Signature]
CORRESPONDENCE []
DEPOSIT ACCOUNT []

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation.
a. Providing Material Identify any preceding work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

CORRESPONDENCE Give name and address to which correspondence about this application should be sent.
BASIL SMITH RCA RECORDS LABEL, A Unit of BMG Entertainment 1540 Broadway Times Square New York, N.Y. 10036-4098

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Year of Publication 1999
JEFF WALKER
4-20-99

MAIL CERTIFICATE TO: RCA RECORDS LABEL BASIL B. SMITH
1540 Broadway Times Square New York, N.Y. 10036-4098

* U.S.G. Notice: Any patent who knowingly copies a false representation of a material fact in this application for copyright registration submitted by another party, or in any communication that is connected with the application, shall be liable for such acts under 17 U.S.C. 504.

CERTIFICATE OF REGISTRATION

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margareth Peters REGISTER OF COPYRIGHTS United States of America

SR 271-316 EFFECTIVE DATE OF REGISTRATION 12 22 99

EXAMINED BY [Signature] CHECKED BY [Signature] CORRESPONDENCE [] FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

DERIVATIVE WORK OR COMPILATION Complete book space (a, b, c) for a derivative work; complete only (a) for a compilation. 6

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. 8

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. 9

MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

1 TITLE OF THIS WORK TITLE: THIS DESERT LIFE ARTIST: COUNTING CROWS PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) Y

2 a NAME OF AUTHOR GEFFEN RECORDS, INC. DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK 'Work made for hire?' YES NO OR Cause of Hire Domestic Int'l Pseudonym? YES NO

NOTE SOUND RECORDING/PICTORIAL MATTER NAME OF AUTHOR DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK 'Work made for hire?' YES NO OR Cause of Hire Domestic Int'l Pseudonym? YES NO

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 1999 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK 11 Dec 02 Year 99 USA

4 a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. GEFFEN RECORDS, INC. 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608

5 a EXAMINED BY [Signature] CHECKED BY [Signature] CORRESPONDENCE [] FOR COPYRIGHT OFFICE USE ONLY

6 PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

7 DERIVATIVE WORK OR COMPILATION Complete book space (a, b, c) for a derivative work; complete only (a) for a compilation. 6

8 DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

9 CORRESPONDENCE Give name and address to which correspondence about this application should be sent. 8

10 CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. 9

11 MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

12 MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

13 PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

14 DERIVATIVE WORK OR COMPILATION Complete book space (a, b, c) for a derivative work; complete only (a) for a compilation. 6

15 DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

16 CORRESPONDENCE Give name and address to which correspondence about this application should be sent. 8

17 CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge. 9

18 MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

19 MAIL CERTIFICATE TO ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

20 PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? 5

21 DERIVATIVE WORK OR COMPILATION Complete book space (a, b, c) for a derivative work; complete only (a) for a compilation. 6

22 DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. 7

23 CORRESPONDENCE Give name and address to which correspondence about this application should be sent. 8



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code...

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 278-836 EFFECTIVE DATE OF REGISTRATION 3 14 00

EXAMINED BY: [Signature] FURKOR CHECKED BY: [Signature] CORRESPONDENCE: [] FOR COPYRIGHT USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. PREVIOUS REGISTRATION: This registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION: Complete both parts 6a & 6b for a derivative work; complete only 6b for a compilation. 6a. Preexisting Material: Identify any preexisting work or works that this work is based on or incorporates. Some sounds: Track 1 "I Wanna Love You Forever"; photographic matter

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. Name: Sony Music Entertainment Inc. DAO 63061

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent. Sony Music Entertainment Inc./ATTENTION KAREN SHOVLANSKY 550 Madison Avenue New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK: RAINBOW/ by MARIAH CAREY (CK 63800)

PREVIOUS OR ALTERNATIVE TITLES: NATURE OF MATERIAL REGISTERED: Musical, Musical-Dramatic, Dramatic, Literary, Other

NAME OF AUTHOR: Sony Music Entertainment Inc. DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

NATURE OF AUTHORSHIP: Sound recordings; photographic matter. NAME OF AUTHOR: DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

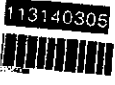
NATURE OF AUTHORSHIP: Briefly describe nature of the material created by this author in which copyright is claimed. NAME OF AUTHOR: DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1999. DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: 10 20 1999 USA

COPYRIGHT CLAIMANT(S): Name and address must be given even if the claimant is the same as the author given space 2. Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211

TRANSFER: If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 278-818 EFFECTIVE DATE OF REGISTRATION 3 14 00



EXAMINED BY: [Signature] FURKOR CHECKED BY: [Signature] CORRESPONDENCE: [] FOR COPYRIGHT USE ONLY

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DERIVATIVE WORK OR COMPILATION: Complete both parts 6a & 6b for a derivative work; complete only 6b for a compilation. 6a. Preexisting Material: Identify any preexisting work or works that this work is based on or incorporates. Some sounds: Track 7 "Heartbreaker"; some sampled sounds

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. Name: Sony Music Entertainment Inc. DAO 63061

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent. Sony Music Entertainment Inc./ATTENTION KAREN SHOVLANSKY 550 Madison Avenue New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK: PARADISE/ by INCUBUS (EK 63652) Make Yourself

PREVIOUS OR ALTERNATIVE TITLES: NATURE OF MATERIAL REGISTERED: Musical, Musical-Dramatic, Dramatic, Literary, Other

NAME OF AUTHOR: Sony Music Entertainment Inc. DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

NATURE OF AUTHORSHIP: Sound recordings; some photographic matter. NAME OF AUTHOR: DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

NATURE OF AUTHORSHIP: Briefly describe nature of the material created by this author in which copyright is claimed. NAME OF AUTHOR: DATES OF BIRTH AND DEATH: YEAR BORN: YEAR DIED: Was this contribution to the work "work made for hire"? Yes/No

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1999. DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: 10 13 1999 USA

COPYRIGHT CLAIMANT(S): Name and address must be given even if the claimant is the same as the author given space 2. Sony Music Entertainment Inc. 550 Madison Avenue New York, New York 10022-3211

TRANSFER: If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

*Amended by C.O. from phone call to Karen Shovlowsky on Oct 6, 2000.

EXAMINED BY: JAT FORMER
CHECKED BY:
FOR COPYRIGHT OFFICE USE ONLY



FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
SR 279-017

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION: No registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILED: Preexisting Material: Identify any preexisting work or works that this work is based on or incorporates.

Material Added to This Work: Give a brief, general statement of the material that has been added to this work and in which copyright it claimed.

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and account number.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.

CERTIFICATION: I, the undersigned, hereby certify that I am the author or other copyright claimant, or owner of exclusive right(s) of the work identified in this application...

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: KAREN SHOVLANSKY 03-10-2000

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
550 Madison Avenue - 14th Floor
New York, New York 10022-3211

IF U.S.C. § 405: Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 405, or in any written statement filed in connection with the application, shall be fined not more than \$10,000.

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
1 TITLE OF THIS WORK: AND THEN THERE WAS
ARTIST: DMX

2 a NAME OF AUTHOR: THE ISLAND DEF JAM MUSIC GROUP
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

NOTE: SOUND RECORDING/PICTORIAL MATTER/INTERMEDIATES: Check on cover

b NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

c NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 1999
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: 12/21/99 USA

4 a COPYRIGHT CLAIMANT(S): THE ISLAND DEF JAM MUSIC GROUP
UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608

405 ON TACK: This information must be given even if the claimant is the same as the author given in space 4.

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with Title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
SR 281-782
EFFECTIVE DATE OF REGISTRATION: 7-11-00

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
1 TITLE OF THIS WORK: COUNTRY GRAMMAR (EXPLICIT)
ARTIST: NELLY

2 a NAME OF AUTHOR: UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

NOTE: SOUND RECORDING/PICTORIAL MATTER

b NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

c NAME OF AUTHOR:
AUTHOR'S NATIONALITY OR DOMICILE: U.S.A.

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 2000
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: 08/27/00 USA

4 a COPYRIGHT CLAIMANT(S): UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
70 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608

MORE ON TACK: Complete an applicable space (numbers 4-9) on the reverse side of this page.

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION: No registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILED: Preexisting Material: Identify any preexisting work or works that this work is based on or incorporates.

Material Added to This Work: Give a brief, general statement of the material that has been added to this work and in which copyright it claimed.

DEPOSIT ACCOUNT: If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and account number.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent.

CERTIFICATION: I, the undersigned, hereby certify that I am the author or other copyright claimant, or owner of exclusive right(s) of the work identified in this application...

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: PATRICIA BLAIR 4/7/00

MAIL CERTIFICATE TO: UNIVERSAL MUSIC GROUP
COPYRIGHT DEPARTMENT
70 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608

IF U.S.C. § 405: Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 405, or in any written statement filed in connection with the application, shall be fined not more than \$10,000.

EXAMINED BY [Signature] FORM SR
CHECKED BY [Signature]
CORRESPONDENCE
[] Yes
[] No

CERTIFICATE OF REGISTRATION

FORM SR
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margareth Peters
REGISTER OF COPYRIGHTS
United States of America

SR 285-034
EFFECTIVE DATE OF REGISTRATION
MAY 28 2000

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
[] Yes [] No
If your answer is "Yes," why is another registration being sought? (Check appropriate box)
a. [] This work was previously registered in unpublished form and now has been published for the first time.
b. [] This is the first application submitted by this author as copyright claimant.
c. [] This is a changed version of the work, as shown by space 6 on this application.
If your answer is "No," give the Previous Registration Number. Year of Registration: 2000/2000
REGISTRATION APPLIED FOR, NOT YET RECEIVED

DERIVATIVE WORK OR COMPILATION
Presenting Material Identify any preexisting work or works that this work is based on or incorporates.
a "GRIED HATE ENVY," "E.I." & "RIDE WIT ME" (PREEXISTING SNIPPETS) 012 158 800-2
"COUNTRY GRAMMAR" 012 158 800-1
b ALL OTHER SOUND RECORDINGS/PICTORIAL MATTER

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
a UNIVERSAL MUSIC GROUP DA024562

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/ZIP
b UNIVERSAL MUSIC GROUP/COPYRIGHT DEPARTMENT
70 UNIVERSAL CITY PLAZA DRIVE
UNIVERSAL CITY, CA 91608
Area code and daytime telephone number: (818) 777-4040 Facsimile number: (818) 888-1604

CERTIFICATION I, the undersigned, hereby certify that I am the
Check only one
[] owner of exclusive rights
[] authorized agent of UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Typed or printed name and date If this is published work, this date must be the same as or later than the date of publication given in space 2.
PATRICIA BLAIR Date: 7/5/00

Handwritten signature of Patricia Blair

Certificates will be mailed in window envelope to the address
Name: UNIVERSAL MUSIC GROUP
COPYRIGHT DEPARTMENT
Address: 70 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK
NOTHING LEFT TO LOSE Foo Fighters 07863-61892-2

PREVIOUS OR ALTERNATIVE TITLES
NATURE OF MATERIAL RECORDED
[] Musical
[] Musical-Dramatic
[] Dramatic
[] Literary
[] Other

NAME OF AUTHOR
Roswell Records
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Roswell Records
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Roswell Records
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Roswell Records
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED
1999
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
MAY 28 2000 USA

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2.
ROSSELL RECORDS, INC.
1000 AVENUE OF THE STARS
Los Angeles, Ca. 90067
TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
[] Yes [] No
If your answer is "Yes," why is another registration being sought? (Check appropriate box)
a. [] This is the first published edition of a work previously registered in unpublished form.
b. [] This is the first application submitted by this author as copyright claimant.
c. [] This is a changed version of the work, as shown by space 6 on this application.
If your answer is "No," give the Previous Registration Number. Year of Registration:

DERIVATIVE WORK OR COMPILATION Complete both space 6 & 6b for a derivative work; complete only 6a for a compilation.
a. Presenting Material Identify any preexisting work or works that this work is based on or incorporates.
b. Material Added in This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name: BMG ENTERTAINMENT (RCA Records Label) DA0-15946

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/ZIP
b RCA RECORDS LABEL, A Unit of BMG Entertainment
BASIL SHIIN
1540 BROADWAY
TIMES SQUARE
NEW YORK, N.Y. 10036-4098
Area Code & Telephone Number: 212-930-4289

CERTIFICATION I, the undersigned, hereby certify that I am the
Check only one
[] owner of exclusive rights
[] authorized agent of BMG ENTERTAINMENT
of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Typed or printed name and date If this is published work, this date must be the same as or later than the date of publication given in space 2.
JEFF WALKER Date: 8/14

Handwritten signature of Jeff Walker

Certificates will be mailed in window envelope
Name: RCA RECORDS LABEL
BASIL R. SHIIN
Address: 1540 BROADWAY
TIMES SQUARE
NEW YORK, N.Y. 10036-4098

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

TITLE OF THIS WORK
GOOD CHARLOTTE / BY GOOD CHARLOTTE (EK 01452)

PREVIOUS OR ALTERNATIVE TITLES
NATURE OF MATERIAL RECORDED
[] Musical
[] Musical-Dramatic
[] Dramatic
[] Literary
[] Other

NAME OF AUTHOR
Sony Music Entertainment Inc.
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Sony Music Entertainment Inc.
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Sony Music Entertainment Inc.
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

NAME OF AUTHOR
Sony Music Entertainment Inc.
AUTHOR'S NATIONALITY OR DOMICILE
USA
DATE OF BIRTH AND DEATH

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED
2000
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
SEPTEMBER 13 2000 USA

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2.
Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211
TRANSFER If the claimant(s) named here in space 4 are different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.

FORM SR
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER

18108194

SR 288-305

EFFECTIVE DATE OF REGISTRATION
MAY 13 2000

CERTIFICATE OF REGISTRATION

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, asserts that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margybeth Peters

SR 289-433



EFFECTIVE DATE OF REGISTRATION

OFFICIAL SEAL

REGISTER OF COPYRIGHTS United States of America

Month 11 Day 16 Year 00

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1 TITLE OF THIS WORK TITLE: BACK FOR THE FIRST TIME ARTIST: LUDACRIS PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) 314 548 138-2

2 a NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? N/A OR Citizen of P. Anonymous? O Yes O No O No O Yes O No O No O Yes O No

NOTE b NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? O No O Yes O No O No O Yes O No O No O Yes O No

c NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? O No O Yes O No O No O Yes O No O No O Yes O No

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 2000 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Month 10 Day 17 Year 00 U.S.A.

4 a COPYRIGHT CLAIMANT(S) NAME AND ADDRESS MUST BE GIVEN EVEN IF THE CLAIMANT IS THE SAME AS THE AUTHOR GIVEN IN SPACE 2. THE ISLAND DEF JAM MUSIC GROUP 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608 APPLICATION RECEIVED FEB 25 2002 ONE DEPOSIT RECEIVED FEB 16 2002 TWO DEPOSITS RECEIVED FEB 25 2002 FUNDS RECEIVED

MORE ON BACK b - Complete all applicable spaces (numbers 1-4) on the reverse side of this page. See detailed instructions. Sign the form in blue. DO NOT WRITE HERE Page 1 of 2 pages

EXAMINED BY [Signature] FORM SR CHECKED BY [Signature] CORRESPONDENCE [] FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? a. Yes b. No c. This is a changed version of the work, as shown by space 6 on this application.

DERIVATIVE WORK OR COMPILATION Complete both space 6a & 6b for a derivative work; complete only 6b for a compilation. a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

b. Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. All other sound recordings

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. Account Number

Correspondence Give name and address to which correspondence about this application should be sent. Sony Music Entertainment Inc. DAO 63061

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Handwritten signature: Karen Shovalowsky

Handwritten signature: Karen Shovalowsky

MAIL CERTIFICATE TO ATTENTION KAREN SHOVALOWSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

NOTICE TO REGISTER Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 408, or in any written statement filed in connection with the application, shall be fined not more than \$10,000.

EXAMINED BY [Signature] FORM SR CHECKED BY [Signature] CORRESPONDENCE [] FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office? a. Yes b. No c. This is a changed version of the work, as shown by space 6 on this application.

DERIVATIVE WORK OR COMPILATION Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. a. 'WHAT'S YOUR FANTASY' 'GET OFF ME' 314 548 138-2

b. ALL OTHER SOUND RECORDINGS / PICTORIAL MATTER

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account. Account Number

Correspondence Give name and address to which correspondence about this application should be sent. UNIVERSAL MUSIC GROUP/COPYRIGHT ADMINISTRATION 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608

CERTIFICATION I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Handwritten signature: Patricia Blair

MAIL CERTIFICATE TO ATTENTION KAREN SHOVALOWSKY - Sony Music Entertainment Inc. 550 Madison Avenue - 14th Floor New York, New York 10022-3211

NOTICE TO REGISTER Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 408, or in any written statement filed in connection with the application, shall be fined not more than \$10,000.

CERTIFICATE OF REGISTRATION

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, asserts that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margybeth Peters

SR 304-696



EFFECTIVE DATE OF REGISTRATION

OFFICIAL SEAL

REGISTER OF COPYRIGHTS United States of America

Month 2 Day 25 Year 02

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1 TITLE OF THIS WORK TITLE: WORD OF MOUT ARTIST: LUDACRIS PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) 314 586 446-2

2 a NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? N/A OR Citizen of P. Anonymous? O Yes O No O No O Yes O No O No O Yes O No

NOTE b NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? O No O Yes O No O No O Yes O No O No O Yes O No

c NAME OF AUTHOR THE ISLAND DEF JAM MUSIC GROUP DATES OF BIRTH AND DEATH Year Born Year Died WAS THIS CONTRIBUTION TO THE WORK MADE FOR HIR? AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK? O No O Yes O No O No O Yes O No O No O Yes O No

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 2001 DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Month 11 Day 27 Year 01 U.S.A.

4 a COPYRIGHT CLAIMANT(S) NAME AND ADDRESS MUST BE GIVEN EVEN IF THE CLAIMANT IS THE SAME AS THE AUTHOR GIVEN IN SPACE 2. THE ISLAND DEF JAM MUSIC GROUP 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608 APPLICATION RECEIVED FEB 25 2002 ONE DEPOSIT RECEIVED FEB 25 2002 FUNDS RECEIVED

MORE ON BACK b - Complete all applicable spaces (numbers 1-4) on the reverse side of this page. See detailed instructions. Sign the form in blue. DO NOT WRITE HERE Page 1 of 2 pages



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, asserts that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Margybeth Peters
REGISTER OF COPYRIGHTS
United States of America

FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER
SR 306-181
EFFECTIVE DATE OF REGISTRATION
11 / 6

EXAMINED BY _____ FORM SR
CHECKED BY _____
CORRESPONDENCE
 Yes
 No
FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
a. Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) Y
b. This work was previously registered in unpublished form and now has been published for the first time.
c. This is the first publication of a work previously registered in unpublished form.
c. This is a changed version of the work, as shown by space 6 on this application.
If your answer is "Yes," give Previous Registration Number Y Year of Registration Y
SR 300-068 / SR 300-159 2001
DERIVATIVE WORK OR COMPILATION Complete both space 6 & 6b for a derivative work; complete only 6a for a compilation.
6a. Preparing Material Identify any preexisting work or works that this work is based on or incorporates. Y
a. "ROLLOUT (MY BUSINESS)" & "GO TO SLEEP" 314 588 782-1
"AREA CODES" 314 588 671-1
Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. Y
b. ALL OTHER SOUND RECORDINGS/ PICTORIAL MATTER
DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name Y Account Number Y
a. UNIVERSAL MUSIC GROUP DAO24562
CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Zip/City/State/ZIP Y
b. UNIVERSAL MUSIC GROUP/COPYRIGHT ADMINISTRATION
100 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608
Area Code & Telephone Number (818) 777-4040 Fax Number (818) 868-1804
CERTIFICATION I, the undersigned, hereby certify that I am the
Check only one Y
 author owner of exclusive right(s) THE ISLAND DEF JAM MUSIC GROUP
 other copyright claimant Name of author or other copyright claimant, or name of exclusive right(s)
of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Typed or printed name and date Y If this application gives a date of publication in space 3, do not sign and submit it before that date.
PATRICIA BLAIR Date 2/13/02
Handwritten signature (s) Y
Name Y UNIVERSAL MUSIC GROUP
COPYRIGHT ADMINISTRATION
Number/Street/Zip 100 UNIVERSAL CITY PLAZA
BUILDING 120W-4
City/State/Zip Y UNIVERSAL CITY, CA 91608
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DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
1 TITLE OF THIS WORK Y
MORNING VIEW (by INCUBUS (EK 65227))
PREVIOUS OR ALTERNATIVE TITLES Y
NATURE OF MATERIAL REGISTERED/By law restricted
 Musical Medical-Dramatic
 Dramatic Literary
 Other
NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
Sound recordings, photographic matter, audio visual elements
NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information must be given even if the claimed work has been published.
2001 Complete Date Month Day Year
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
Complete Date Month Day Year
2001 USA
COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given space 2.
Sony Music Entertainment Inc.
550 Madison Avenue
New York, New York 10022-3211
APPLICATION RECEIVED NOV 06 2001
ONE DEPOSIT RECEIVED NOV 06 2001
TWO DEPOSITS RECEIVED NOV 06 2001
REMITTANCE NUMBER AND DATE
MORE ON BACK Y - Complete on separate sheets (numbers 2-6) on the reverse side of this page. Do not write below this line.

EXAMINED BY _____
CHECKED BY _____
CORRESPONDENCE
 Yes
 No
DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?
a. Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) Y
b. This is the first publication of a work previously registered in unpublished form.
c. This is a changed version of the work, as shown by space 6 on this application.
If your answer is "Yes," give Previous Registration Number Y Year of Registration Y
DERIVATIVE WORK OR COMPILATION Complete both space 6 & 6b for a derivative work; complete only 6a for a compilation.
6a. Preparing Material Identify any preexisting work or works that this work is based on or incorporates.
One sound recording: track 3: WISH YOU WERE HERE, illustration
Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.
All other sound recordings, photographic matter, audio visual elements
DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name Y Account Number Y
Sony Music Entertainment Inc. DAO 63061
CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Zip/City/State/ZIP Y
Sony Music Entertainment Inc./ATTENTION KAREN SHOVLANSKY
550 Madison Avenue
New York, New York 10022-3211
14th floor
Area Code & Telephone Number (212) 633-3354 Fax Number (212) 833-7218
CERTIFICATION I, the undersigned, hereby certify that I am the
Check only one Y
 author owner of exclusive right(s)
 other copyright claimant Name of author or other copyright claimant, or name of exclusive right(s)
of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.
Typed or printed name and date Y If this application gives a date of publication in space 3, do not sign and submit it before that date.
KAREN SHOVLANSKY Date 11-02-2001
Handwritten signature (s) Y
Name Y ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
Number/Street/Zip 550 Madison Avenue - 14th Floor
City/State/Zip Y New York, New York 10022-3211
MAIL CERTIFICATE TO
Name Y ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
Number/Street/Zip 550 Madison Avenue - 14th Floor
City/State/Zip Y New York, New York 10022-3211
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CERTIFICATE OF REGISTRATION
FORM SR
For a Sound Recording
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER
SR 306-074
EFFECTIVE DATE OF REGISTRATION
JUL 5 2002
OFFICIAL SEAL
REGISTER OF COPYRIGHTS
United States of America
DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
1 TITLE OF THIS WORK Y
STICKS AND STONES
ARTIST: NEW FOUND GLORY 088 112 916-2
PREVIOUS, ALTERNATIVE, OR CONTRIB TITLES (CIRCLE ONE) Y
2 a NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
MCA RECORDS, A DIVISION OF UMG RECORDINGS, INC.
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
NOTE SOUND RECORDING/PICTORIAL MATTER
b NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
c NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Y
Year Born Y Year Died Y
Was this contribution to the work a "work made for hire"? Yes No
If "Yes," was it made for:
 a. Employer OR b. Client of?
 No Don't know
NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed.
3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information must be given even if the claimed work has been published.
2002 Complete Date Month Day Year
b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
Complete Date Month Day Year
02 USA
4 a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2.
MCA RECORDS, A DIVISION OF UMG RECORDINGS, INC.
2220 COLORADO AVE.
SANTA MONICA, CA 90404
APPLICATION RECEIVED NOV 05 2002
ONE DEPOSIT RECEIVED NOV 05 2002
TWO DEPOSITS RECEIVED NOV 05 2002
FUNDS RECEIVED
TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright.
MORE ON BACK Y - Complete on separate sheets (numbers 2-6) on the reverse side of this page. Do not write below this line.

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE REGISTRATION NUMBER SR 309-099 EFFECTIVE DATE OF REGISTRATION 9/3/2008

Margareth Peters REGISTER OF COPYRIGHTS United States of America

Form SR 309-099 for Universal Music Group Copyright Administration. Includes sections for EXAMINED BY, PREVIOUS REGISTRATION, DERIVATIVE WORK OR COMPILED, DEPOSIT ACCOUNT, CORRESPONDENCE, CERTIFICATION, and CONTACT INFORMATION.

Form SR 309-099 for Virgin Records America Inc. Includes sections for NAME OF AUTHOR, NATURE OF AUTHORSHIP, YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED, and COPYRIGHT CLAIMANT(S).

Form SR 309-099 for Erica Forner. Includes sections for EXAMINED BY, PREVIOUS REGISTRATION, DERIVATIVE WORK OR COMPILED, DEPOSIT ACCOUNT, CORRESPONDENCE, CERTIFICATION, and CONTACT INFORMATION.

Form SR 309-099 for The Young and the Hopeless / by GOOD CHARLOTTE. Includes sections for NATURE OF MATERIAL RECORDED, NAME OF AUTHOR, NATURE OF AUTHORSHIP, YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED, and COPYRIGHT CLAIMANT(S).

CERTIFICATE OF REGISTRATION

EXAMINED BY [Signature] FORM SR
CHECKED BY [Signature]
CORRESPONDENCE Yes FOR COPYRIGHT OFFICE USE ONLY



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, states that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

FORM SR For a Sound Recording UNITED STATES COPYRIGHT OFFICE
SR 315-537
EFFECTIVE DATE OF REGISTRATION

Margareth Oster
REGISTER OF COPYRIGHTS
United States of America

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION: This registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION: Complete both parts a & b for a derivative work; complete only a for a compilation.
a. Preexisting material: Identify any preexisting work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT: If the registrant for is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account Name.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/ZIP
Sony Music Entertainment Inc. DA0 63061
550 Madison Avenue
New York, New York 10022-3211

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: If this application gives a date of publication in space 3, do not sign and submit it before that date.
KAREN SHOVLANSKY 11-26-2002

MAIL CERTIFICATE TO: ATTENTION KAREN SHOVLANSKY - Sony Music Entertainment Inc.
550 Madison Avenue - 14th Floor
New York, New York 10022-3211

1 TITLE: Nellyville
ARTIST: NELLY
PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) 440 017 747-2

2 a UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.

NOTE SOUND RECORDING/PICTORIAL MATTER
NAME OF AUTHOR Y
DATE OF BIRTH AND DEATH Y
WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK?

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED: 2002
DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK: 06 U.S.A.

4 a UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.
UNIVERSAL RECORDS, A DIVISION OF UMG RECORDINGS, INC.

EXAMINED BY [Signature] FORM SR
CHECKED BY [Signature]
CORRESPONDENCE Yes FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.
PREVIOUS REGISTRATION: This registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

DERIVATIVE WORK OR COMPILATION: Complete both parts a & b for a derivative work; complete only a for a compilation.
a. Preexisting material: Identify any preexisting work or works that this work is based on or incorporates.

DEPOSIT ACCOUNT: If the registrant for is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account Name.

CORRESPONDENCE: Give name and address to which correspondence about this application should be sent. Name/Address/Apt./City/State/ZIP
UNIVERSAL MUSIC GROUP/COPYRIGHT ADMINISTRATION
100 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608

CERTIFICATION: I, the undersigned, hereby certify that I am the author of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date: If this application gives a date of publication in space 3, do not sign and submit it before that date.
PATRICIA BLAIR 7/15/02

MAIL CERTIFICATE TO: UNIVERSAL MUSIC GROUP COPYRIGHT ADMINISTRATION
100 UNIVERSAL CITY PLAZA
BUILDING 1320W-4
UNIVERSAL CITY, CA 91608

EXHIBIT L

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----		x
ELEKTRA ENTERTAINMENT GROUP INC., a	:	:
Delaware corporation; VIRGIN RECORDS	:	:
AMERICA, INC., a California corporation; UMG	:	:
RECORDINGS, INC., a Delaware corporation;	:	:
BMG MUSIC, a New York general partnership;	:	Civil Action No.: 06 Civ. 11520 (SCR)
and SONY BMG MUSIC ENTERTAINMENT, a	:	:
Delaware general partnership, .	:	:
	:	DECLARATION OF
Plaintiffs,	:	JOAN CHO
	:	:
-against-	:	:
	:	:
MICHELLE SANTANGELO and ROBERT	:	:
SANTANGELO, JR.,	:	:
	:	:
Defendants.	:	:
	:	:
-----		x

I, JoAn Cho, pursuant to 28 U.S.C. § 1746, declare the following to be true and correct to the best of my knowledge:

1. I am Senior Director – Litigation Counsel, Business and Legal Affairs for Universal Music Group (“Universal”). My responsibilities include working on behalf of Universal-affiliated entities, including UMG Recordings, Inc. (“UMG, Inc.”). I have possession, custody and/or control of the business records of UMG, Inc. If called and sworn as a witness I could competently testify to the facts contained herein.

2. I am knowledgeable about UMG, Inc.’s copyrights and licensing practices and am familiar with UMG, Inc.’s business relationships. I am also knowledgeable about UMG, Inc.’s policy, custom and practice of providing copyright notices.

3. UMG, Inc. is engaged in the creation, manufacture, distribution and/or sale of sound recordings. In connection with this business, UMG, Inc. generally enters into contracts

with musical performers whereby UMG, Inc. either owns the copyrights in sound recordings featuring those performers or has exclusive rights under copyright (e.g. reproduction and/or distribution rights) in sound recordings featuring those performers (the “UMG Recordings”).

4. Attached to this Declaration as Exhibit 1 is a spreadsheet listing all of the UMG Recordings for which recovery is being sought in this action. Exhibit 1 shows the artist, song title, album title and the copyright registration number (SR#) for each UMG Recording.

5. The UMG Recordings in question have been registered with the U.S. Copyright Office. UMG, Inc.’s copyright registration for each of the UMG Recordings was effective prior to the date on which Defendant was observed infringing them.

6. UMG, Inc. has not granted Defendant authorization to upload, download, copy or distribute the UMG Recordings.


7. It is UMG, Inc.’s policy, custom and practice to provide copyright notices for sound recordings for which it either owns the copyrights in the sound recordings or has exclusive rights under copyright (e.g., reproduction and/or distribution rights) in the sound recordings. It is UMG, Inc.’s policy, custom and practice that each such notice conform to the requirements of section 402(b) and (c) of the Copyright Act. Specifically, it is UMG, Inc.’s policy, custom and practice to provide for all UMG Recordings a copyright notice that consists of the following three elements: (1) the symbol “©”; (2) the year of publication of the sound recording; and (3) the name of the owner of copyright in the sound recording. It is UMG, Inc.’s policy, custom and practice to place the copyright notice on the surface of the phonorecord¹ and/or on the phonorecord label or container.

¹ The term “phonorecord” is used as defined by section 101 of the Copyright Act, and includes, but is not limited to, compact discs.

8. The UMG Recordings on Exhibit 1 as currently distributed by UMG have copyright notices pursuant to section 402(b) and (c) of the Copyright Act. Specifically, each work contains a copyright notice that consists of the following three elements: (1) the symbol “©”; (2) the year of publication of the sound recording; and (3) the name of the owner of copyright in the sound recording. Further, for each work the copyright notice was placed on the surface of the phonorecord and/or on the phonorecord label or container.

9. Pursuant to UMG, Inc.’s policy, custom and practice of providing copyright notices, prior releases of these recordings should have had a copyright notice consisting of: (1) the symbol “©”; (2) the year of publication of the sound recording; and (3) the name of the owner of copyright in the sound recording. That notice would have been placed on the surface of the phonorecord and/or on the phonorecord label or container.

I declare under the penalty of perjury that the foregoing is true and correct. Executed this 4th day of December, 2008 at Santa Monica, California.



JoAn Cho

Exhibit 1
UMG Recordings, Inc.'s Copyrighted Sound Recordings

Copyright Plaintiff	Artist	Song Title	Album Title	SR	Registration Date
UMG Recordings, Inc.	DMX	Party Up	...And Then There Was X	279-017	4/12/2000
UMG Recordings, Inc.	Guns N Roses	Sweet Child O' Mine	Appetite for Destruction	85-358	11/9/1987
UMG Recordings, Inc.	Ludacris	Stick Em Up	Back For the First Time	289-433	11/16/2000
UMG Recordings, Inc.	Nelly	Ride Wit Me	Country Grammar	281-782	7/11/2000
UMG Recordings, Inc.	Nirvana	All Apologies	In Utero	172-276	9/20/1993
UMG Recordings, Inc.	K-Ci & Jojo	All My Life	Love Always	238-754	8/12/1997
UMG Recordings, Inc.	Hanson	MMMBop	Middle Of Nowhere	238-338	7/29/1997
UMG Recordings, Inc.	Nelly	Nellyville	Nellyville	315-537	8/13/2002
UMG Recordings, Inc.	Nirvana	Lithium	Nevermind	135-335	10/31/1991
UMG Recordings, Inc.	New Found Glory	My Friends Over You	Sticks and Stones	308-874	6/5/2002
UMG Recordings, Inc.	Counting Crows	Colorblind	This Desert Life	271-316	12/22/1999
UMG Recordings, Inc.	Guns N Roses	November Rain	Use Your Illusion I	134-647	10/21/1991
UMG Recordings, Inc.	Weezer	Undone (The Sweater Song)	Weezer	187-644	5/27/1994
UMG Recordings, Inc.	Ludacris	Saturday (Ooh! Ooh!)	Word of Mouf	304-605	2/25/2002