

DECLARATION OF RACHEL ROSOFF

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3 I, Rachel Rosoff, declare as follows:

4 1. I am an attorney at Hertz & Lichtenstein, LLP. I have firsthand, personal
5 knowledge of the matters stated herein and, if called as a witness, would and could
6 competently testify thereto.

7 2. From approximately 2007 to the present, I have been involved in
8 representing The Black Eyed Peas (“BEP”), certain individual members of BEP and
9 their respective entities, including, but not limited to, will.i.am music, inc. (“WMI”)
10 and Tab Magnetic, Inc. (“TMI”).

11 3. It is my understanding that this lawsuit involves copyright infringement
12 claims by George Clinton arising out of the use of samples of the song *(Not Just) Knee*
13 *Deep* (“*Knee Deep*”) in two remixes of the BEP song *Shut Up*. (The two remixes are
14 identical except that one of the remixes is a few seconds longer.)

15 4. It is my understanding that BEP first used a sample of *Knee Deep* in a
16 remix of its song *Shut Up* on a vinyl record (the “2003 Shut Up Remix”). The vinyl
17 record contained several different variations of the song *Shut Up*, but only the 2003
18 Shut Up Remix used the *Knee Deep* sample.

19 5. In 2009, BEP used *Knee Deep* in another remix of *Shut Up*, called *Shut*
20 *The Phunk Up* (the “2009 Shut Up Remix”). This remix was a track on the second
21 disc of a special edition double disc version of the BEP album *The E.N.D.*, which was
22 released domestically as a limited edition in Target stores only.

23 6. When it was time to clear the use of the *Knee Deep* sample in the 2009
24 Shut Up Remix, BEP and Universal used Deborah Mannis-Gardner of DMG
25 Clearances. I have used Ms. Mannis-Gardner on numerous occasions to clear samples
26 for BEP and other artists. Ms. Mannis-Gardner has an excellent reputation in the
27 music industry, and I trust her completely.

28 7. WMI is a company owned by William Adams. WMI does not own, and

1 has never owned, any interest in the master recordings of the 2003 Shut Up Remix or
2 the 2009 Shut Up Remix. To the best of my knowledge, WMI has received no income
3 from any exploitation of the master recordings of the 2003 Shut Up Remix or the 2009
4 Shut Up Remix and has not entered into any license for the exploitation of those
5 master recordings.

6 8. TMI is a company owned by Jamie Gomez. TMI does not own, and has
7 never owned, any interest in the master recordings of the 2003 Shut Up Remix or the
8 2009 Shut Up Remix. To the best of my knowledge, TMI has received no income
9 from any exploitation of the master recordings of the 2003 Shut Up Remix or the 2009
10 Shut Up Remix and has not entered into any license for the exploitation of those
11 master recordings.

12 9. Attached hereto as Exhibit 13 is a true and correct copy of a letter, dated
13 March 18, 2010, from Robert J. Allen to me.

14 I declare under penalty of perjury under the laws of the United States that the
15 foregoing is true and correct and that this declaration is executed in Beverly Hills,
16 California, on February 29, 2012.

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19 _____
20 Rachel Rosoff
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