

Exhibit 10

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WALT DISNEY PRODUCTIONS

500 SO. BUENA VISTA ST. • BURBANK, CALIFORNIA 91506 • CABLE ADDRESS: DISNEY

Office of Counsel

December 13, 1971

The Harry Fox Agency, Inc.
110 East 59th Street
New York, New York 10022

Attention: Miss Marion Mingle

Dear Miss Mingle:

We are in receipt of your quote of One Thousand Dollars (\$1,000) for synchronization and performing rights in respect to our proposed use of the tune "Happy Birthday To You" in our forthcoming feature motion picture tentatively entitled "NOW YOU SEE HIM, NOW YOU DON'T".

As you are aware, we have consistently challenged the validity of the copyright of this tune. Expert copyright lawyers in the United States and the United Kingdom have provided us with opinions indicating that the tune has been in the public domain since at least 1949, if not earlier.

Notwithstanding our position, we have nevertheless continued in the past to pay your client the amount of Two Hundred Fifty Dollars (\$250) as a "tribute" for each and every use we have made of the tune (and there have been many such usages). These payments have been made for the simple reason that although we firmly believe that we would prevail in any litigation concerning our use of the song, business practice dictates that a small payment is better than expensive litigation.

At this point, we have recontacted various copyright experts, discussed the matter with management and reached the conclusion that we are willing once and for all to fight this matter in the event you are asking an amount greater than that previously paid by us.

We are willing, however, to once again pay your client the sum of Two Hundred Fifty Dollars (\$250) and, as they say, let the sleeping dog lie. I am sure this would be preferable to you as an alternative to litigation where your client would certainly wind up losing any further rights or claim of rights to this composition.

Very truly yours,

WALT DISNEY PRODUCTIONS

A handwritten signature in dark ink, appearing to read "Robert B. Rosene".
Robert B. Rosene

RBR:js

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