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9	Interim Lead Class Counsel for Plaintiffs and Proposed Class				
10	[Additional Counsel Appear on Signature Page]				
11					
12	UNITED STATES DISTRICT COURT				
13	CENTRAL DISTRICT OF CALIFORNIA				
14	WESTERN DIVISION				
15					
16	GOOD MORNING TO YOU PRODUCTIONS CORP., <i>et al.</i> ,) Lead Case No. CV 13-04460-GHK (MRWx)			
17) DECLARATION OF BETSY C.			
18	Plaintiffs,	 MANIFOLD IN SUPPORT OF PLAINTIFFS' OPPOSITION TO 			
19	V.) DEFENDANTS' MOTION TO DISMISS			
20) SECOND AMENDED COMPLAINT			
21	WARNER/CHAPPELL MUSIC, INC., <i>et al.</i> ,) Date: September 30, 2013			
22) Time: 9:30 a.m.			
23	Defendants.) Room: 650 (Roybal)			
24) Judge: Hon. George H. King, Chief Judge			
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I, Betsy C. Manifold, hereby declare as follows:

1. I am an attorney duly licensed to practice law in the States of California, New York, and Wisconsin, and before this Court. I am a partner with the law firm Wolf Haldenstein Adler Freeman & Herz LLP, interim lead class counsel for plaintiffs and the class. I have personal knowledge of the following facts, and if called upon to do so, I could and would competently testify as to them. I submit this declaration in support of Plaintiffs' Opposition To Defendants' Motion To Dismiss Second Amended Complaint ("Plaintiffs' Opposition") and concurrently filed Request For Judicial Notice In Support of Plaintiffs' Opposition.

2. A true and correct copy of the relevant portions of defendant Waner/Chappell Music, Inc.'s parent company, Warner Music Group Corp.'s, Annual Report filed with Securities Exchange Commission, commonly referred to as an "SEC Form 10-K," for the years 2008 to 2012, are attached hereto as follows:

14			
15	Ex. No.	DESCRIPTION OF DOCUMENT	
16	1.	Warner Music Group Corp., Annual Report (SEC Form 10-K) (Nov. 25,	
17		2008), at 11-16 (identifying Happy Birthday To You as revenue	
18		generating asset of nearly \$2 million per annum)	
19	2.	Warner Music Group Corp., Annual Report (SEC Form 10-K) (Nov. 24,	
20		2009) at 11-15 (identifying Happy Birthday To You as revenue	
21		generating asset of nearly \$2 million per annum)	
22	3.	Warner Music Group Corp., Annual Report (SEC Form 10-K) (Nov. 17,	
23		2010) at 11-15 (identifying Happy Birthday To You as revenue	
24		generating asset)	
25	4.	Warner Music Group Corp., Annual Report (SEC Form 10-K) (Dec. 18,	
26		2011) at 12-16 (identifying Happy Birthday To You as revenue	
27		generating asset)	
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1	5.	Warner Music Group Corp., Annual Report (SEC Form 10-K) (Nov. 13,	
2		2012) at 12-16 (identifying Happy Birthday To You as revenue	
3		generating asset)	
4	3.	A true and correct copy of the "Order re Defendants' Motion to Dismiss	
5	Complaint	(Dkt. No. 5)," Hill v. US Bank, N.A., et al., Case No. CV 12-6586-GHK	
6	(JCx) (Dkt No. 13) (C.D. Cal. Nov. 26, 2012) is attached hereto as Exhibit 6.		
7	4. Plaintiffs separately request the Court take judicial notice of the		
8	foregoing exhibits 1 to 5 in their concurrently filed Request for Judicial Notice In		
9	Support of Plaintiffs' Opposition.		
10	I de	eclare under penalty of perjury that the foregoing is true and correct.	
11	Exe	cuted this 9th day of September 2013, in the City of San Diego, State of	
12	California.		
13		By:/s/Betsy C. Manifold BETSY C. MANIFOLD	
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