

**EXHIBIT D**  
**to**  
**DECLARATION OF MARC GUILFORD**

DEPOSITION OF LISA ROGELL

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UNITED STATES DISTRICT  
CENTRAL DISTRICT OF CALIFORNIA

F.B.T. PRODUCTIONS, LLC, )  
AND EM2M, LLC, )  
PLAINTIFFS, )

VS. )

CASE NO.  
CV 07-3314 PSG  
(MANX)

AFTERMATH RECORDS DOING )  
BUSINESS AS AFTERMATH )  
ENTERTAINMENT; INTERSCOPE )  
RECORDS; UMG RECORDINGS, )  
INC.; AND ARY, INC., )  
DEFENDANTS. )

DEPOSITION OF LISA ROGELL, TAKEN  
ON BEHALF OF THE PLAINTIFFS, AT  
10250 CONSTELLATION BOULEVARD,  
LOS ANGELES, CALIFORNIA, COMMENCING  
AT 1:59 P.M., MONDAY, MAY 5, 2008,  
BEFORE JUDITH SAMSON, CSR NUMBER  
6916.

DEPOSITION OF LISA ROGELL

02:57:41 1 ENSURING THAT A LICENSE PROVISION LIKE 4 (C)(V)  
02:57:45 2 WAS IN A SHORT FORM AGREEMENT; RATHER YOU'RE JUST  
02:57:47 3 SAYING THAT MR. ARONSON SAID "IN GENERAL, MAKE  
02:57:52 4 SURE ALL NECESSARY PROVISIONS ARE IN THE  
02:57:52 5 AGREEMENTS YOU DRAFT"?

02:57:53 6 A. CORRECT.

02:57:53 7 Q. OKAY. DID HE EVER GIVE YOU ANY  
02:57:59 8 GUIDANCE AS TO WHAT HE CONSIDERED TO BE A  
02:58:00 9 NECESSARY PROVISION TO BE IN AGREEMENTS THAT YOU  
02:58:03 10 DRAFTED?

02:58:05 11 A. I DON'T RECALL ANYTHING SPECIFIC.

02:58:07 12 Q. DID YOU EVER GET ANY TRAINING FROM  
02:58:09 13 ANYBODY AT INTERSCOPE OR -- ON THAT SUBJECT ABOUT  
02:58:13 14 WHAT IS A NECESSARY PROVISION TO HAVE IN AN  
02:58:15 15 AGREEMENT?

02:58:16 16 A. NOT THAT I RECALL. I ASSUME.

02:58:19 17 Q. WAS IT YOUR IDEA TO INSERT 4 (C)(V)  
02:58:23 18 INTO THIS 1998 AGREEMENT?

02:58:25 19 A. I DON'T RECALL.

02:58:26 20 Q. OKAY. IF YOU WOULD TURN TO THE  
02:59:15 21 MECHANICAL ROYALTY SECTION IN EXHIBIT NUMBER 5

02:59:18 22 PLEASE, IT'S PARAGRAPH 6 (A).

02:59:29 23 A. UH-HUH.

02:59:30 24 Q. AND IT SAYS:

02:59:31 25 "ALL CONTROLLED COMPOSITIONS

DEPOSITION OF LISA ROGELL

02:59:35 1

(I.E. SONGS WRITTEN OR CONTROLLED

02:59:37 2

DIRECTLY OR INDIRECTLY IN WHOLE

02:59:39 3

OR IN PART BY F.B.T., ARTIST, ANY

02:59:43 4

AFFILIATED COMPANY OF F.B.T.,

02:59:45 5

ARTIST, ANY PRODUCER OR ANY

02:59:47 6

AFFILIATED COMPANY OF ANY

02:59:48 7

PRODUCER) WILL BE LICENSED

02:59:52 8

AFTERMATH AND ITS DISTRIBUTORS

02:59:54 9

LICENSEES AND AFTERMATH AND IT'S

02:59:57 10

DISTRIBUTORS, LICENSEES --" SO

02:59:59 11

FORTH AND SO ON.

03:00:00 12

DO YOU SEE THAT PROVISION?

03:00:01 13

A. YES.

03:00:01 14

Q. OKAY. DO YOU KNOW WHO DRAFTED THAT

03:00:03 15

LANGUAGE?

03:00:03 16

A. DO NOT KNOW.

03:00:04 17

Q. OKAY. ARE YOU AWARE OF OTHER -- OF

03:00:11 18

PROVISIONS IN OTHER CONTRACTS THAT WERE PREPARED

03:00:15 19

BY AFTERMATH IN OR AROUND THIS TIME PERIOD THAT

03:00:19 20

SAID THAT THE CONTROLLED COMPOSITIONS ARE HEREBY

03:00:23 21

LICENSED TO AFTERMATH?

03:00:24 22

A. NO.

03:00:26 23

Q. DO YOU KNOW WHETHER THIS PROVISION

03:00:28 24

IS A SELF-EFFECTUATING MECHANICAL PROVISION?

03:00:32 25

MR. POMERANTZ: OBJECTION TO THE

67

DEPOSITION OF LISA ROGELL

03:00:33 1 TERM "SELF-EFFECTUATING" AS VAGUE AND AMBIGUOUS  
03:00:36 2 AND ALSO TO THE EXTENT IT CALLS FOR A LEGAL  
03:00:38 3 CONCLUSION.

03:00:39 4 BY MR. BUSCH:

03:00:39 5 Q. GO AHEAD.

03:00:40 6 A. SO IF IT'S CALLING FOR A LEGAL  
03:00:41 7 CONCLUSION --

03:00:43 8 MR. POMERANTZ: IF YOU UNDERSTAND  
03:00:43 9 THE QUESTION -- I'M NOT INSTRUCTING YOU NOT TO  
03:00:46 10 ANSWER, IF YOU UNDERSTAND THE QUESTION.

03:00:46 11 THE DEPONENT: I THINK THAT IT'S  
03:00:28 12 SELF-EFFECTUATING.

03:00:28 13 BY MR. BUSCH:

03:00:49 14 Q. YOU THINK IT IS?

03:00:50 15 A. YES.

03:00:50 16 Q. LET ME SHOW WHAT I'VE MARKED AS  
03:00:52 17 EXHIBIT NUMBER 6 AT A PREVIOUS DEPOSITION. IT IS  
03:00:55 18 A JUNE 12, 1998 AFTERMATH AGREEMENT.

03:01:03 19 MR. POMERANTZ: COULD YOU JUST  
03:01:05 20 STAPLE IT OVER THERE.

03:01:06 21 MR. BUSCH: YEAH.

03:01:06 22 BY MR. BUSCH:

03:01:13 23 Q. AND I WANT YOU TO TURN YOUR  
03:01:15 24 ATTENTION TO THE SAME PROVISION. IT'S PARAGRAPH  
03:01:19 25 10 IN THIS AGREEMENT. TAKE A LOOK AT IT.

DEPOSITION OF LISA ROGELL

03:02:08 1

Q. DIFFERENT WORDS.

03:02:09 2

WORDS ARE IMPORTANT, AREN'T THEY?

03:02:11 3

MR. POMERANTZ: OBJECTION;

03:02:12 4

ARGUMENTATIVE, ALSO VAGUE AND OUT OF CONTEXT.

03:02:12 5

BY MR. BUSCH:

03:02:14 6

Q. ARE WORDS IMPORTANT IN CONTRACTS?

03:02:17 7

A. WORDS ARE IMPORTANT.

03:02:18 8

Q. OKAY. AND IT SAYS:

03:02:19 9

"YOU WILL LICENSE TO

03:02:21 10

AFTERMATH AND ITS DISTRIBUTORS,

03:02:24 11

LICENSEES."

03:02:26 12

DO YOU SEE THAT?

03:02:27 13

A. I SEE THOSE WORDS, YEAH.

03:02:28 14

Q. OKAY. AND MY QUESTION IS: FIRST

03:02:30 15

OF ALL, DO YOU KNOW WHY THE LANGUAGE IS DIFFERENT?

03:02:33 16

A. NO.

03:02:34 17

Q. WERE THERE ANY DISCUSSIONS OR

03:02:35 18

CONVERSATIONS ABOUT THAT LANGUAGE BEING DIFFERENT?

03:02:38 19

A. NO, NOT TO MY RECOLLECTION.

03:02:40 20

Q. DO YOU KNOW WHO SUGGESTED THAT THAT

03:02:42 21

LANGUAGE -- WAS THAT LANGUAGE SUGGESTED BY THE OR

03:02:46 22

PUT IN THERE BY THE AFTERMATH INTERSCOPE PEOPLE,

03:02:48 23

OR WAS IT SUGGESTED OR PUT IN BY THE F.B.T. EMINEM

03:02:54 24

SIDE?

03:02:54 25

A. DON'T KNOW.

DEPOSITION OF LISA ROGELL

04:11:21 1 FAMILIARIZE YOURSELF. YOU DON'T NEED TO READ IT  
04:11:24 2 ALL, JUST FLIP THROUGH THE PAGES.

04:11:26 3 THE DEPONENT: I KNOW, I KNOW.

04:11:39 4 (DOCUMENT REVIEWED BY DEPONENT.)

04:11:39 5 THE DEPONENT: YEAH, YES.

04:11:39 6 BY MR. BUSCH:

04:11:41 7 Q. THIS IS A JULY 2ND, 2003 AGREEMENT  
04:11:43 8 BETWEEN AFTERMATH, INTERSCOPE, EMINEM AND F.B.T.;  
04:11:49 9 CORRECT?

04:11:50 10 A. YES.

04:11:51 11 Q. OKAY. AND CAN YOU TELL ME WHETHER  
04:11:55 12 THOSE DIGITAL PROVISIONS THAT WE JUST LOOKED AT IN  
04:12:01 13 THE INTERSCOPE DOCUMENT THAT WAS CREATED IN MARCH  
04:12:04 14 2003 IS IN THIS AGREEMENT.

04:12:04 15 (DOCUMENT REVIEWED BY DEPONENT.)

04:12:04 16 THE DEPONENT: NO, IT'S NOT.

04:12:27 17 BY MR. BUSCH:

04:12:27 18 Q. YOU WORKED ON THIS AGREEMENT;  
04:12:29 19 RIGHT?

04:12:29 20 A. UH-HUH.

04:12:30 21 Q. AND YOU EDITED IT AND MADE  
04:12:32 22 SUGGESTIONS AND CHANGES BEFORE IT WAS FINALIZED;  
04:12:32 23 RIGHT?

04:12:36 24 A. UH-HUH.

04:12:36 25 Q. WHY DID YOU NOT PUT IN THE DIGITAL

DEPOSITION OF LISA ROGELL

1 STATE OF CALIFORNIA )  
2 COUNTY OF LOS ANGELES ) SS

3  
4  
5  
6 DEPONENT'S DECLARATION

7  
8  
9 I CERTIFY UNDER PENALTY OF PERJURY THAT  
10 THE FOREGOING IS TRUE AND CORRECT.

11  
12  
13  
14  
15 EXECUTED AT \_\_\_\_\_ ON \_\_\_\_\_.

16  
17  
18  
19 \_\_\_\_\_  
20 (SIGNATURE OF DEPONENT)



