

EXHIBIT A
to
DECLARATION OF MARC GUILFORD

UNITED STATES DISTRICT COURT
IN THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

EIGHT MILE STYLE, LLC and
MARTIN AFFILIATED, LLC,

Plaintiffs

vs.

Case No. 2:07-CV-13164
Honorable Anna Diggs Taylor
Magistrate Judge Donald A. Scheer

APPLE COMPUTER, INC. and
AFTERMATH RECORDS d/b/a
AFTERMATH ENTERTAINMENT,

Defendants.

**NOTICE OF ISSUANCE OF SUBPOENA
TO THE HARRY FOX AGENCY, INC.**

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Attorneys for Defendants

PLEASE TAKE NOTICE that, pursuant to Rules 30 and 45 of the Federal Rules of Civil Procedure, Defendants AFTERMATH RECORDS doing business as AFTERMATH ENTERTAINMENT and APPLE INC. are issuing a subpoena to take the deposition of the following witness:

The Harry Fox Agency, Inc.
601 West 26th Street, 5th Floor
New York, NY 10001

The deposition will commence at 9:30 a.m. on July 24, 2009 at Jenner & Block, 919 Third Avenue, 37th Floor, New York, New York 10022-3908. The deposition will continue from day to day, Sundays and holidays excluded, until completed, before a court reporter, notary public, or other person authorized by law to administer oaths. The deposition shall be recorded by stenographic means, on videotape, and by instant visual display of testimony using LiveNote or similar software. The deposition shall be used for discovery purposes and may be used as evidence at trial.

Dated: July 16, 2009



Melinda E. LeMoine
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Attorneys for Defendants

UNITED STATES DISTRICT COURT
for the
SOUTHERN DISTRICT OF NEW YORK

EIGHT MILE STYLE, LLC., et al.
Plaintiff
v.
APPLE COMPUTER, INC., et al.
Defendant

Civil Action No. 2:07-CV-13164

(If the action is pending in another district, state where:
Eastern District of Michigan)

SUBPOENA TO TESTIFY AT A DEPOSITION
OR TO PRODUCE DOCUMENTS IN A CIVIL ACTION

To:

The Harry Fox Agency, Inc.,
601 West 26th Street, 5th Floor, New York, New York 10001

Testimony: YOU ARE COMMANDED to appear at the time, date, and place set forth below to testify at a deposition to be taken in this civil action. If you are an organization that is not a party in this case, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment: Exhibit A

Table with 2 columns: Place (Jenner & Block, 919 Third Avenue, 37th Floor, New York, NY York 10022) and Date and Time (July 24, 2009, 9:00 AM)

The deposition will be recorded by this method: stenographic means, on videotape, and by instant visual display of testimony using LiveNote or similar software

Production: You, or your representatives, must also bring with you to the deposition the following documents, electronically stored information, or objects, and permit their inspection, copying, testing, or sampling of the material: Exhibit A

The provisions of Fed. R. Civ. P. 45(c), relating to your protection as a person subject to a subpoena, and Rule 45 (d) and (e), relating to your duty to respond to this subpoena and the potential consequences of not doing so, are attached.

Date: July 15, 2009

CLERK OF COURT

Signature of Clerk or Deputy Clerk

OR

Handwritten signature of Melinda E. LeMoine

Attorney's signature

Melinda E. LeMoine

The name, address, e-mail, and telephone number of the attorney representing (name of party) Defendants Melinda E. LeMoine Tel: (213) 683-9100, who issues or requests this subpoena, are: Munger, Tolles & Olson, LLP 355 S. Grand Avenue, 35th Floor, Los Angeles, CA 90071

Civil Action No. _____

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

This subpoena for *(name of individual and title, if any)* _____
was received by me on *(date)* _____

I personally served the subpoena on the individual at *(place)* _____
_____ on *(date)* _____; or

I left the subpoena at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____, and mailed a copy to the individual's last known address; or

I served the subpoena on *(name of individual)* _____, who is
designated by law to accept service of process on behalf of *(name of organization)* _____
_____ on *(date)* _____; or

I returned the subpoena unexecuted because _____; or

Other *(specify)*: _____

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also
tendered to the witness fees for one day's attendance, and the mileage allowed by law, in the amount of
\$ _____.

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____.

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

Federal Rule of Civil Procedure 45 (c), (d), and (e) (Effective 12/1/07)

(c) Protecting a Person Subject to a Subpoena.

(1) *Avoiding Undue Burden or Expense; Sanctions.* A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The issuing court must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney's fees — on a party or attorney who fails to comply.

(2) *Command to Produce Materials or Permit Inspection.*

(A) *Appearance Not Required.* A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) *Objections.* A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the issuing court for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) *Quashing or Modifying a Subpoena.*

(A) *When Required.* On timely motion, the issuing court must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;

(ii) requires a person who is neither a party nor a party's officer to travel more than 100 miles from where that person resides, is employed, or regularly transacts business in person — except that, subject to Rule 45(c)(3)(B)(iii), the person may be commanded to attend a trial by traveling from any such place within the state where the trial is held;

(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or

(iv) subjects a person to undue burden.

(B) *When Permitted.* To protect a person subject to or affected by a subpoena, the issuing court may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information;

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party; or

(iii) a person who is neither a party nor a party's officer to incur substantial expense to travel more than 100 miles to attend trial.

(C) *Specifying Conditions as an Alternative.* In the circumstances described in Rule 45(c)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and

(ii) ensures that the subpoenaed person will be reasonably compensated.

(d) Duties in Responding to a Subpoena.

(1) *Producing Documents or Electronically Stored Information.* These procedures apply to producing documents or electronically stored information:

(A) *Documents.* A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) *Form for Producing Electronically Stored Information Not Specified.* If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) *Electronically Stored Information Produced in Only One Form.* The person responding need not produce the same electronically stored information in more than one form.

(D) *Inaccessible Electronically Stored Information.* The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) *Claiming Privilege or Protection.*

(A) *Information Withheld.* A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

(i) expressly make the claim; and

(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) *Information Produced.* If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information to the court under seal for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(e) **Contempt.** The issuing court may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena. A nonparty's failure to obey must be excused if the subpoena purports to require the nonparty to attend or produce at a place outside the limits of Rule 45(c)(3)(A)(ii).

EXHIBIT A

EXHIBIT A

DEFINITIONS AND INSTRUCTIONS

1. “Eight Mile Style” means Plaintiff Eight Mile Style, LLC and any of its predecessors, successors, parents, subsidiaries, divisions, affiliates, or other entities under common operation or control, and any of their respective present or former officers, directors, employees, agents and advisors.
2. “Martin Affiliated” means Plaintiff Martin Affiliated, LLC and any of its predecessors, successors, parents, subsidiaries, divisions, affiliates, or other entities under common operation or control, and any of their respective present or former officers, directors, employees, agents and advisors.
3. “Eminem” refers to Marshall B. Mathers III and any of his agents, employees, representatives, attorneys, auditors, accountants, or other professionals or experts.
4. “Apple” refers to Apple Inc.
5. “Aftermath” refers to Aftermath Records d/b/a Aftermath Entertainment.
6. “Defendants” refers collectively to Apple and Aftermath.
7. “Eminem Compositions” refer to the works identified by Plaintiffs as the compositions at issue in this litigation, which is provided for Your reference as a Schedule 1 at the end of this Exhibit A.
8. The “Eight Mile Style Litigation” refers to this action pending in the Eastern District of Michigan.
9. “You,” “Your,” or “HFA” refers to the Harry Fox Agency, and any of the Harry Fox Agency’s predecessors, successors, parents, subsidiaries, divisions, affiliates, or other entities within its operation or control, and their respective present or former officers, directors, employees, agents and advisors.
10. “RIAA-NMPA-HFA Agreement” refers to the October 5, 2001 Agreement

between the Recording Industry Association of America, Inc. (RIAA) on the one hand and the National Music Publisher's Association (NMPA) and HFA on the other, related to the licensing of musical compositions for Digital Distribution.

11. "Person" means any natural individual, governmental entity or business entity, including a corporation or partnership, association, joint venture, co-venture, or other entity, or any combination thereof, and all corporations, divisions or entities affiliated with, owned or controlled directly or indirectly by any such entities, as well as the directors, officers, employees, agents, attorneys or other representatives thereof, or third parties retained or employed by any of the above.

12. "Digital Distribution" means any distribution of sound recordings (in whatever form, including but not limited to albums, singles, ringtones, mastertones, etc.) via any electronic means, including the distribution of permanent downloads, conditional downloads, by streaming service or otherwise.

13. Where documents are requested, You are required to produce all documents in the possession, custody or control of You or Your partners, agents, employees, representatives, attorneys, auditors, accountants, or other professionals or experts.

14. A request for a document shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or attachments to such document, in addition to the document.

15. You shall produce responsive documents as they have been kept in the usual course of business or shall organize and label them to correspond to these enumerated requests. In either case, documents contained in file folders, loose-leaf binders and notebooks with tabs or labels identifying such documents are to be produced intact with such file folders, loose-leaf binders, or notebooks. In producing documents, all documents that are physically attached to each other shall be left so attached. Documents that are segregated or separated from other

documents, shall be left so segregated or separated.

16. You shall produce electronically stored information as follows:

a. Email: In single page TIFF images with Optical Character Recognition (“OCR”), and with related, extracted text and associated metadata (for example, but not limited to, date, time, to, from, cc, bcc fields, internal path showing mail "folder" names, and source custodian name) in a Concordance load file format with Opticon image cross reference file, indicating beginning and ending pages of each message and each attachment, with attachments identified so as to enable the undersigned issuing attorneys to electronically identify their parent e-mails and with records for which you request special treatment (such as confidential records) identified with field flags;

b. E-files, such as Microsoft word documents, Adobe Acrobat pdf's, Excel or other spreadsheet files: in single page TIFF images with OCR, and with related, extracted text, with tracked changes, and associated metadata (for example, but not limited to, date last modified, date created, author, file type [e.g., .doc or .xls], full file path, and source custodian name) in a Concordance load file format with Opticon image cross reference file, indicating beginning and ending pages of each document, with records for which you request special treatment (such as confidential records) identified with field flags, and, the same for Excel and spreadsheet files, so long as the image to be produced communicates all essential substance of the spreadsheet workbooks, including but not limited to essential formulas and hidden data, but if such information is not available in the TIFF image, we request native production of Excel and spreadsheet files; and

c. Databases: native format or exported to a standard output file type which preserves data content and is readable by other common applications (e.g., Access or SQL).

If any electronically stored information is produced in a form that is not reasonably useable by

the undersigned, the undersigned reserves the right to request that such electronically stored information be delivered in different form so that it is reasonably useable, including, but not limited to, native form.

17. The singular form of the word should be interpreted as plural wherever necessary to bring within the scope of the request any information that might otherwise be construed to be outside its scope.

18. The words “and” and “or” should be construed either disjunctively or conjunctively where necessary to bring within the scope of the request any information that might otherwise be construed to be outside its scope.

19. If no documents are responsive to a particular request, You should state that no responsive documents exist.

20. Any document responsive to a request that You do not produce by reason of a claim of privilege or otherwise, shall be identified in writing as follows:

- A. State the general subject matter;
- B. State the date the document was prepared and the date it bears;
- C. Identify each Person who wrote, signed, initialed, dictated, or otherwise participated in the preparation of the document;
- D. Identify each Person to whom the document was addressed and each Person to whom the original or a copy of the document was sent;
- E. Identify each Person who has custody of the original or a copy of the document;
- F. Identify each Person referred to in the immediately preceding subparagraphs C, D, and E by stating his or her full name, job title, and business address, both currently and at the time he or she first had any involvement with the document; and
- G. State the privilege or immunity asserted.

TOPICS ON WHICH TESTIMONY SHALL BE GIVEN

TOPIC NO. 1

Licenses issued by or through HFA for any of the Eminem Compositions, including but not limited to the documents attached hereto as Exhibit B.

TOPIC NO. 2

Communications regarding the Eight Mile Style Litigation between HFA on the one hand, and/or Eight Mile Style, Martin Affiliated, and/or any of their representatives or members, including Joel Martin, Jeff Bass, Mark Bass, Mark Levinsohn, Richard S. Busch, or Marc Guilford.

TOPIC NO. 3

Your particular practices and policies regarding the licensing of musical compositions for Digital Distribution, including but not limited to the licensing of musical compositions embodied in sound recordings distributed in permanent download form.

TOPIC NO. 4

The following excerpt from the HFA website, including but not limited to whether the statement accurately describes the policy of the HFA and, if so, during what time period:

“Q If I receive a mechanical license for a digital configuration from HFA, is that all I need?

A HFA licenses cover the rights to make and distribute recordings of musical compositions. HFA licenses do NOT cover the use of existing sound recordings. Such "master

rights" in existing sound recordings must be directly cleared with the appropriate copyright owner, usually a record company (label).

Additionally, please note that HFA may not represent all of the publishers on a given song. Therefore, the license you receive from HFA will only cover the percentage that is HFA-represented. You will need to obtain a mechanical license directly from any additional publishers that are not represented by HFA.”

See <http://www.harryfox.com/public/infoFAQDigitalLicensing.jsp>

TOPIC NO. 5

The following excerpt from the HFA website, including but not limited to whether the statement accurately describes the policy of the HFA and, if so, during what time period:

“4. The HFA licensing percentage is not 100%. Why? What does that mean?”

This means that HFA does not represent 100% of the rights to this song. HFA may not represent one of the publishers that has partial ownership, or HFA may not be authorized to license this format.

If HFA licenses part of the song, you can complete your licensing transaction through Songfile for the percentage of the song that HFA represents. To obtain a license for the remaining percentage, or for a song that is not represented by HFA for this format, you will need to contact the publisher directly. *It is your responsibility to obtain licenses from each publisher that owns part of the song so that you are licensed for 100% of the song. If you are not licensed for 100% of the song, you could be liable for infringement.*

You can use the Songfile Public Search to find information on this publisher, or use the databases at the following websites:

<http://www.ascap.com>

<http://www.bmi.com>

<http://www.sesac.com>

<http://www.copyright.gov/>”

See <http://www.harryfox.com/songfile/faq.html#faq3>

TOPIC NO. 6

All documents produced in response to this Subpoena.

REQUESTS FOR PRODUCTION

REQUEST NO. 1

Any and all documents referring to, discussing, describing or analyzing the policies or practices of HFA relating to the licensing of musical compositions for Digital Distribution, including but not limited to whether a license for a percentage share of a composition entitles the licensor to distribute the whole.

REQUEST NO. 2

All documents referring to, discussing, describing or analyzing the issues encompassed by the excerpts from the HFA website in Topics 4 and 5 above.

REQUEST NO. 3

All documents referring to the RIAA-NMPA-HFA Agreement, and any change in HFA licensing policy relating to the RIAA-NMPA-HFA Agreement or implemented since the inception or expiration of that agreement.

REQUEST NO. 4

All communications regarding the Eight Mile Style Litigation between HFA on the one hand, and/or Eight Mile Style, Martin Affiliated, and/or any of their representatives or members,

including Joel Martin, Jeff Bass, Mark Bass, Mark Levinsohn, Richard S. Busch, or Marc Guilford.

REQUEST NO. 5

All licenses issued by or through HFA relating to the Eminem Compositions.

SCHEDULE 1 - "EMINEM COMPOSITIONS"

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
40 OZ	D12 WORLD	PA 1-245-114
6 In the Morning	D12 WORLD	PA 1-245-103
8 Mile	8 Mile S/T	PA 1-204-555
8 Miles & Running	8 Mile S/T	PA 1-204-569
American Psycho 2	D12 WORLD	PA 1-325-368
Ass Like That	Encore (Deluxe Version)	PA 1-295-394
Average Man	Cheers	PA 1-245-073
Big Weenie	Encore (Deluxe Version)	PA 1-295-392
Bitch	D12 WORLD	PA 1-245-115
Business	The Eminem Show	PA u 2-696-276
Cheers	Cheers	PA 1-245-074
Cleaning Out My Closet	The Eminem Show	PA 1-073-403
Cleaning Out My Closet	Curtain Call - The Hits (Deluxe Version)	PA 1-073-403 (COHM)
Crazy In Love	Encore (Deluxe Version)	PA 1-295-397
Curtains Close	Encore (Deluxe Version)	PA 1-295-390
Curtains Up	The Eminem Show	PA u 2-673-526
Curtains Up	Encore (Deluxe Version)	PA 1-295-387
Don't Come Down	Cheers	PA 1-245-078
Don't Push Me	Get Rich or Die Trying	PA 1-204-560
Drips	The Eminem Show	PA 1-104-808

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
Dude	D12 WORLD	PA 1-245-084
Em Calls Paul	Encore (Deluxe Version)	PA 1-295-393
Encore	Encore (Deluxe Version)	PA 1-295-406 50
Evil Deeds	Encore (Deluxe Version)	PA 1-295-402
Final Thought	Encore (Deluxe Version)	PA 1-295-389
Follow My Life	Cheers	PA 1-245-107
Gatman And Robbin	The Massacre	PA 1-364-299
Get My Gun	D12 World	PA 1-245-109
Git Up	D12 World	PA 1-245-111
Got Some Teeth	Cheers	PA 1-245-108
Guilty Conscience	Curtain Call - The Hits (Deluxe Version)	PA 954-422 (COHM)
Hailie's Song	The Eminem Show	PA u 2-725-252
Hands On You	Cheers	PA 1-245-080
High All The Time	Get Rich or Die Trying	PA 1-204-559
Hoodrats	Cheers	PA 1-245-106
How Come	D12 World	PA 1-245-112
I'm Supposed To Die Tonight	The Massacre	PA 1-364-300
Just Don't Give a Fuck	Curtain Call - The Hits (Deluxe Version)	PA u 2-333-090
Just Lose It	Encore (Deluxe Version)	PA 1-268-078

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
Keep Talkin'	D12 World	PA 1-245-110
Lady	Cheers	PA 1-245-102
Leave Dat Boy Alone	D12 World	PA 1-245-085
Like Toy Soldiers	Encore (Deluxe Version)	PA 1-295-400
Lose Yourself	8 Mile S/T	PA 1-152-688
Lose Yourself (Parody done by Weird Al "Couch Potato")	Poodle Hat	PA 1-152-688
Love Me	8 Mile S/T	PA 1-204-567
Love You More	Encore (Deluxe Version)	PA 1-295-408
Loyalty	D12 World	PA 1-245-104
Many Men (aka Death Wish)	Get Rich or Die Trying	PA 1-204-558
Mockingbird	Encore (Deluxe Version)	PA 1-295-396
Mosh	Encore (Deluxe Version)	PA 1-295-401
My 1st Single	Encore (Deluxe Version)	PA 1-295-405
My Band	D12 World	PA 1-245-105
My Dad's Gone Crazy	The Eminem Show	PA u 2-697-183
Never Enough	Encore (Deluxe Version)	PA 1-295-403
Never Forget Ya	Cheers	PA 1-245-101
On Fire	Hunger for More	PA 1-256-131

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
One Shot, 2 Shot	Encore (Deluxe Version)	PA 1-295-398
Outro	Cheers	PA 1-245-076
Patiently Waiting	Get Rich or Die Trying	PA 1-204-561
Paul	Encore (Deluxe Version)	PA 1-295-388
Places To Go	8 Mile S/T	PA 1-204-556
Puke	Encore (Deluxe Version)	PA 1-295-404
Rabbit Run	8 Mile S/T	PA 1-204-568
Rain Man	Encore (Deluxe Version)	PA 1-295-391
Rap Game	8 Mile S/T	PA 1-204-570
Ricky Ticky Toc	Encore (Deluxe Version)	PA 1-295-409
Role Model	Curtain Call - The Hits (Deluxe Version)	PA 954-427 (COHM)
Say Goodbye To Hollywood	The Eminem Show	PA 1-104-945 (COHM)
Say What You Say	The Eminem Show	PA 1-073-017
Shit Hit's The Fan	Cheers	PA 1-245-077
Shit On You	Curtain Call - The Hits (Deluxe Version)	PA 1-164-487 (COHM)
Sing For The Moment Again	The Eminem Show	PA 1-104-947 (COHM)
Soldier	The Eminem Show	PA 1-073-064 (COHM)

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
Spend Some Time	Encore (Deluxe Version)	PA 1-295-395
Spit Shine	8 Mile S/T	PA 1-204-557
Spread Yo Shit	Cheers	PA 1-245-081
Square Dance	The Eminem Show	PA 1-073-065 (COHM)
Steve Berman (Skit)	The Eminem Show	PA u 2-697-161
Steve's Coffee House	D12 World	PA 1-245-086
Superman	The Eminem Show	PA 1-073-066
The Kiss	The Eminem Show	PA u 2-782-860
The Real Slim Shady	Curtain Call - The Hits (Deluxe Version)	PA 980-855 (COHM)
Till I Collapse	The Eminem Show	PA u 2-697-181
Till The End	Hunger for More	PA 1-256-130
Warrior part 2	Hunger for More	PA 1-256-133
We All Die One Day	Cheers	PA 1-245-075
We As Americans	Encore (Deluxe Version)	PA 1-295-407
When the Music Stops	The Eminem Show	PA 1-073-063 (COHM)
Without Me	The Eminem Show	PA 1-073-070 (COHM)
Without Me	Curtain Call - The Hits	PA 1-073-070 (COHM)

COMPOSITION TITLE	ALBUM TITLE	REGISTRATION NUMBER
	(Deluxe Version)	
Without Me	Curtain Call - The Hits (Deluxe Version)	PA 1-153-337 (COHM)
Yellow Brick Road	Encore (Deluxe Version)	PA 1-295-399

EXHIBIT B

“Cleaning Out My Closet”

**Mechanical license for permanent download configuration by
Famous Music LLC**



Song Search
License Request

License Search

Contact HFA
& User Manual

Log Out

Welcome Albert Vega (UNIVERSAL MUSIC GROUP)
Saved Requests | Most Recent License Requests

License/License Request Summary

Note: This is a summary of information only and is not a license.

You are not licensed with respect to digitally signed license requests until the license is confirmed as "Signed" in HFA's systems. For manually executed licenses, you are not licensed unless and until you have executed and returned all required copies of the license form and they are received by HFA. Licenses for digital configurations, such as DPDs, are effective upon being confirmed as "issued" in HFA's systems.

Song Information

Song Title: CLEANING OUT MY CLOSET A.K.A. CLEANING OUT MY CLOSET HFA Song Code: CS6163
Song Writer: BASS-MATHERS

Publisher

FAMOUS MUSIC LLC OBO
FAMOUS MUSIC LLC

License Information

Request #: 40024389
TRX #: 4593411

License#: 1030789907

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (CLEAN VERSION)

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Additional Provisions

THE AUTHORITY HEREUNDER IS LIMITED TO THE MANUFACTURE AND DISTRIBUTION OF PHONORECORDS SOLELY IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS AND NOT ELSEWHERE.

CREDIT: IN REGARD TO ALL PHONORECORDS MANUFACTURED, DISTRIBUTED AND/OR SOLD HEREUNDER, YOU SHALL USE YOUR BEST EFFORTS TO INCLUDE IN THE LABEL COPY OF ALL SUCH PHONORECORDS, OR ON THE PERMANENT CONTAINERS OF ALL SUCH PHONORECORDS, PRINTED WRITER/PUBLISHER CREDIT IN THE FORM OF THE NAMES OF THE WRITER(S) AND THE PUBLISHER(S) OF THE COPYRIGHTED WORK.

Split: 50.0000
Representation: HFA Represented
50.0000 HFA Represented

Request Date: 10/10/03
License Date: 10/10/03

License Status: ISSUED

Label: UMG

ISRC: USIR10211111

Advance Pay:

Test Units:

Record#: 694932922

Song Play Time: 4 Min. 57 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

UPC

606949329228



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Song Information

Song Title: **CLEANING OUT MY CLOSET A.K.A. CLEANING OUT MY CLOSET** HFA Song Code: **C56153**

Song Writer: **BASS-MATHERS**

Publisher

**FAMOUS MUSIC LLC OBO
FAMOUS MUSIC LLC**

License Information

Request #: **40024375**

TRX #: **4593404**

License#: **1030789900**

Licensee: **UNIVERSAL MUSIC GROUP**

Artist(s): **EMINEM**

Album(s): **THE EMINEM SHOW (EXPLICIT VERSION)**

Royalty Rate: **STATUTORY**

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: **Digital**

Additional Provisions

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Split
50.0000 HFA Represented
50.0000 HFA Represented

Request Date: **10/10/03**
License Date: **10/10/03**

License Status: **ISSUED**

Label: **UMG**

ISRC: **USIR10211054**

Advance Pay:

Test Units:

Record#
694932902

Song Play Time: **4 Min. 11 Sec.**

Release Date: **5/02**

Guaranteed Units:

Guaranteed Years:

UPC
606949329020

“Got Some Teeth”

**Mechanical license for permanent download configuration by
Ensign Music**



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Song Information

Song Title: GOT SOME TEETH (SAMPLES: "WITHOUT ME") A.K.A. GOT SOME TEETH
(SAMPLES: "WITHOUT ME")

Song Writer: OBIE TRICE, STEVE KING, ; LUIS RESTO, JEFFREY BASS, ; MARSHALL MATHERS, ;
TREVOR HORN, ; KEVIN BELL, ; MALCOLM MCLAREN, ;

Publisher

UNIVERSAL - POLYGRAM
ENSIGN MUSIC OBO
BUG MUSIC INC OBO
ALMO MUSIC CORP.
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License Information

Request #: 76029

TRX #: 6555561

License#: 1050003417

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): OBIE TRICE

Album(s): CHEERS

HFA Song Code: G0840U

Split	Representation
1.6700	HFA Represented for DIGITAL only
8.4400	HFA Represented
1.6600	HFA Represented
35.0000	HFA Represented for DIGITAL only
53.2300	Non-HFA Represented

Request Date: 12/20/04

License Date: 1/04/05

License Status: ISSUED

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (ALBUM)

License Type: Digital

Label: IGA (SHADY RECO

ISRC: USIR10312074

Advance Pay:

Test Units:

Record#

USIR10312074

Song Play Time: 3 Min. 47 Sec.

Release Date: 9/03

Guaranteed Units:

Guaranteed Years:

UPC

00602498607558

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CONFIGURATION NOTE: THIS IS FOR A PERMANENT DOWNLOAD

RATE: STATUTORY
UPC: 00602498607558
ISRC: USIR10312074



“Guilty Conscience”

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Song information

Song Title: GUILTY CONSCIENCE (SAMPLES: "PIG GO HOME") A.K.A. GUILTY
HFA Song Code: G07301
Song Writer: MARSHALL MATHERS, ; ANDRE R. YOUNG, ; RONALD STEIN

Publisher
SCREEN GEMS-EMI MUSIC INC
ENSIGN MUSIC OBO
ENSIGN MUSIC
WB MUSIC CORP. O/B/O AIN'T
WB MUSIC CORP

Split Representation
50.0000 HFA Represented
0.0000 HFA Represented
25.0000 HFA Represented
0.0000 HFA Represented
25.0000 HFA Represented

License Information

TRX #: 70302418
License#: 1060430482
Request Date: 4/20/06
License Date: 4/20/06
Submitted By: Albert Vega
License Status: ISSUED

Licensee: UNIVERSAL MUSIC GROUP
Artist(s): EMINEM
Album(s): CURTAIN CALL

Label: IGA [Aftermath]
ISRC: USUM70506390
Song Play Time: 3 Min. 19 Sec.
Release Date: 12/05

Royalty Rate: STATUTORY
% of Stat
\$ per Unit
Advance Pay:
Test Units:
Guaranteed Units:
Guaranteed Years:
UPC

Configuration
DIGITAL PERMANENT DOWNLOAD (DPD) (ALBUM)
License Type: Digital
Record#
00602498878934

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“Hailie’s Song”

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Song Information

Song Title: HAILIE'S SONG A.K.A. HAILIE'S SONG
Song Writer: LUIS RESTO, MARSHALL MATHERS

Publisher

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License Information

TRX #: 6363291

License#: 1071563135

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (EXPLICIT VERSION)

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

HFA Song Code: H2135W

Split	Representation
45-0000	Non-HFA Represented
55-0000	HFA Represented

Request Date: 10/08/04

License Date: 3/13/07

License Status: ISSUED

Label:

ISRC: USIR10211063

Advance Pay:

Test Units:

Record#

694932902

Song Play Time: 5 Min. 23 Sec.

Release Date: 6/02

Guaranteed Units:

Guaranteed Years:

UPC

606949329020

Additional Provisions

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“The Real Slim Shady”

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Song Information

Song Title: THE REAL SLIM SHADY A.K.A. THE REAL SLIM SHADY
Song Writer: ANDRE YOUNG, MIKE ELIZONDO, ; MARSHALL MATHERS
HFA Song Code: R09045

Publisher

ENSIGN MUSIC OBO
BUG MUSIC O/B/O
MUSIC OF WINDSWEPT
MUSIC OF WINDSWEPT O/B/O
WB MUSIC CORP. O/B/O AIN'T
WB MUSIC CORP

Split Representation
50.0000 HFA Represented
20.0000 HFA Represented
20.0000 HFA Represented
0.0000 HFA Represented
0.0000 HFA Represented
10.0000 HFA Represented

License Information

TRX #: 70302426
License#: 1060430493
Request Date: 4/20/06
License Date: 4/20/06
Submitted By: Albert Vega
License Status: ISSUED

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): CURTAIN CALL

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (ALBUM)

License Type: Digital

Label: IGA [Aftermath]

ISRC: USIR10000448

Advance Pay:

Test Units:

Song Play Time: 4 Min. 44 Sec.

Release Date: 12/05

Guaranteed Units:

Guaranteed Years:

UPC

Record#

00602498878934

Additional Provisions

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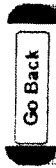
<http://emech.harryfox.com/CGI-BIN/LANSA.WEB?WEBEVEN+L2E97958A8CD40000408E010+PRD+ENG>

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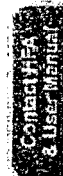
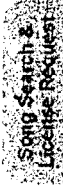
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“Sing For The Moment”

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Song Information

Song Title: SING FOR THE MOMENT A.K.A. SING FOR THE MOMENT
Song Writer: JEFF BASS, STEVEN TYLER, ; MARSHALL MATHERS
HFA Song Code: S0624N

Publisher

EMINEM MUSIC OBO

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License Information

Request #: 40024394

TRX #: 4593413

License#: 103078999

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (CLEAN VERSION)

Split Representation

12.5000 HFA Represented

87.5000 Non-HFA Represented

Request Date: 10/10/03

License Date: 10/10/03

License Status: ISSUED

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Label: UMG

ISRC: USIR10211118

Advance Pay:

Test Units:

Record#

894932922

Song Play Time: 5 Min. 39 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

UPC

606949329228

Additional Provisions

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Song Information

HFA Song Code: S0624N

Song Title: SING FOR THE MOMENT A.K.A. SING FOR THE MOMENT

Song Writer: JEFF BASS, STEVEN TYLER, ; MARSHALL MATHERS

Publisher

ENSGN MUSIC OBO
COPYRIGHT CONTROL (NON-HFA)

License Information

Request #: 40024380

TRX #: 4593407

License#: 1030789903

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (EXPLICIT VERSION)

Royalty Rate: STATUTORY

% of Stat

\$ per Unit

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Additional Provisions

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Split

12.5000 HFA Represented

87.5000 Non-HFA Represented

Representation

HFA Represented

Non-HFA Represented

Request Date: 10/10/03

License Date: 10/10/03

License Status: ISSUED

Label: UMG

ISRC: USIR10211061

Advance Pay:

Test Units:

Record#
694932902

Song Play Time: 5 Min, 39 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

UPC
606949329020

“Soldier”

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Song Information

Song Title: SOLDIER A.K.A. SOLDIER
Song Writer: LUIS RESTO, MARSHALL MATHERS

HFA Song Code: S2560H

Publisher

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Representation

Non-HFA Represented

ENSIGN MUSIC OBO

Split

25.0000

HFA Represented

75.0000

License Information

TRX #: 6363295

License#: 1071563138

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (CLEAN VERSION)

Request Date: 10/08/04

License Date: 3/13/07

License Status: ISSUED

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit

Label:

ISRC: USIR10211120

Advance Pay:

Song Play Time: 3 Min. 46 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Record#

694932922

UPC

606949329228

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Song Information

HFA Song Code: S2560H

Song Title: SOLDIER A.K.A. SOLDIER

Song Writer: LUIS RESTO, MARSHALL MATHERS

Publisher

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ENSGN MUSIC OBO

License Information

TRX #: 6363289

License#: 1071563134

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (EXPLICIT VERSION)

Request Date: 10/08/04

License Date: 3/13/07

License Status: ISSUED

Label:

ISRC: USIR10211057

Song Play Time: 3 Min. 46 Sec.

Release Date: 5/02

Advance Pay:

Test Units:

Guaranteed Units:

Guaranteed Years:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Record#

694932902

UPC

606949329020

Additional Provisions

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4/30/2008

“Square Dance”

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Song Information

Song Title: **SQUARE DANCE A.K.A. SQUARE DANCE** HFA Song Code: **S2560G**

Song Writer: **JEFFREY BASS, LUIS RESTO, ; MARSHALL MATHERS**

Publisher

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License Information

TRX #: **6363294**

License#: **1071563137**

Licensee: **UNIVERSAL MUSIC GROUP**

Artist(s): **EMINEM**

Album(s): **THE EMINEM SHOW (CLEAN VERSION)**

Royalty Rate: **STATUTORY**

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: **Digital**

Additional Provisions

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Split Representation
30.0000 Non-HFA Represented
70.0000 HFA Represented

Request Date: 10/08/04
License Date: 3/13/07
License Status: **ISSUED**

Label: ISRC: **USIR10211121**
Advance Pay:
Test Units:
Song Play Time: **5 Min. 23 Sec.**
Release Date: **5/02**
Guaranteed Units:
Guaranteed Years:
UPC
606949329228



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Song Information

Song Title: **SQUARE DANCE A.K.A. SQUARE DANCE**
 Song Writer: **JEFFREY BASS, LUIS RESTO, ; MARSHALL MATHERS**

Publisher
COPYRIGHT CONTROL (NON-HFA)
ENSGN MUSIC OBO

License Information

TRX # **6363288**
 License# **1071563133**
 Licensee: **UNIVERSAL MUSIC GROUP**
 Artist(s): **EMINEM**
 Album(s): **THE EMINEM SHOW (EXPLICIT VERSION)**

Request Date: **10/08/04**
 License Date: **3/13/07**

HFA Song Code: **S2560G**

Split Representation
30.0000 Non-HFA Represented
70.0000 HFA Represented

License Status: **ISSUED**

Royalty Rate: **STATUTORY**

% of Stat
 \$ per Unit

Label: **ISRC: USIR10211055**
 Advance Pay:
 Test Units: **Record# 694932902**

Song Play Time: **5 Min. 12 Sec.**

Release Date: **5/02**

Guaranteed Units:

Guaranteed Years:

UPC

606949329020

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: **Digital**

Additional Provisions

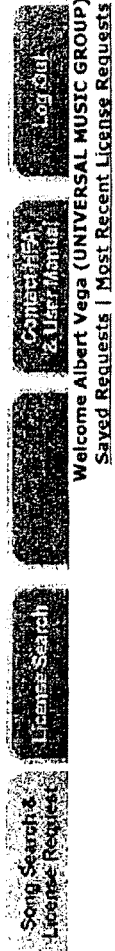
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“Superman”

**Mechanical license for permanent download configuration by
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Song Information

Song Title: SUPERMAN A.K.A. SUPERMAN
Song Writer: BASS, MATHERS, KING

Publisher: COPYRIGHT CONTROL (NON-HFA)
ENSIGN MUSIC OBO

License Information

TRX #: 6363296

License#: 1060604756

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (CLEAN VERSION)

HFA Song Code: S0702Z

Split Representation: 30,0000 Non-HFA Represented, 70,0000 HFA Represented

Request Date: 10/08/04
License Date: 6/08/06

License Status: ISSUED

Royalty Rate: STATUTORY

% of Stat

\$ per Unit

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Label:

ISRC: USIR10211123

Advance Pay:

Test Units:

Record#: 684932922

Song Play Time: 5 Min. 50 Sec.

Release Date: 5/02

Guaranteed Units:

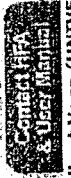
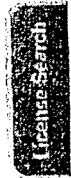
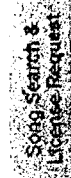
Guaranteed Years:

UPC: 606949329228

Additional Provisions

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Song Information

Song Title: SUPERMAN A.K.A. SUPERMAN

Song Writer: BASS, MATHERS, KING

Publisher

COPYRIGHT CONTROL (NON-HFA)

ENSIGN MUSIC OBO

License Information

TRX #: 6363290

License#: 1060604754

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (EXPLICIT VERSION)

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

HFA Song Code: S0702Z

Representation

Non-HFA Represented

HFA Represented

Split

30.0000

70.0000

Request Date: 10/08/04

License Date: 6/06/06

License Status: ISSUED

Label:

ISRC: USIR10211062

Song Play Time: 5 Min. 31 Sec.

Release Date: 5/02

Advance Pay:

Test Units:

Guaranteed Units:

Guaranteed Years:

Record#

694932902

UPC

606949329020

Additional Provisions

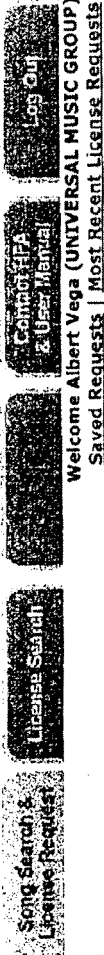
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“Without Me”

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Song Information

Song Title: "WITHOUT ME (SAMPLES: "BUFFALO GALS") A.K.A. WITHOUT ME (SAMPLES: HFA Song Code: W43669)

Song Writer: ANNE DUDLEY, ; KEVIN BELL
MARSHALL MATHERS, ; JEFFREY BASS, ; MALCOLM MC LAREN, ; TREVOR HORN, ;

Publisher
ENSIGN MUSIC
ENSIGN MUSIC OBO
BUG MUSIC INC OBO
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Split Representation
33.7500 HFA Represented
0.0000 HFA Represented
6.6600 HFA Represented
6.6700 HFA Represented
52.9200 Non-HFA Represented

License Information

Request #: 40024393
TRX #: 4593412
License#: 1030789908
Licensee: UNIVERSAL MUSIC GROUP
Artist(s): EMINEM
Album(s): THE EMINEM SHOW (CLEAN VERSION)

Request Date: 10/10/03
License Date: 10/10/03

License Status: ISSUED

Royalty Rate: STATUTORY
% of Stat:

\$ per Unit:

Configuration
DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Song Play Time: 4 Min. 50 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

UPC
606948329228

Label: UMG

ISRC: USIR10211127

Advance Pay:

Test Units:

Record#
694932922

Additional Provisions

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4/30/2008



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Song Information

HFA Song Code: W43869

Song Title: "WITHOUT ME (SAMPLES: "BUFFALO GALLS") A.K.A. WITHOUT ME (SAMPLES: "BUFFALO GALLS")

Song Writer: MARSHALL MATHERS, ; JEFFREY BASS, ; MALCOLM MC LAREN, ; TREVOR HORN, ; ANNE DUDLEY, ; KEVIN BELL

Publisher	Split	Representation
ENSIGN MUSIC	33.7500	HFA Represented
ENSIGN MUSIC OBO	0.0000	HFA Represented
BUG MUSIC INC OBO	6.6600	HFA Represented
UNIVERSAL - POLYGRAM	6.6700	HFA Represented
COPYRIGHT CONTROL (NON-HFA)	52.9200	Non-HFA Represented

License Information

Request #: 40024379

TRX #: 4593406

License#: 1030789902

Licensee: UNIVERSAL MUSIC GROUP

Artist(s): EMINEM

Album(s): THE EMINEM SHOW (EXPLICIT VERSION)

Request Date: 10/10/03

License Date: 10/10/03

License Status: ISSUED

Royalty Rate: STATUTORY

% of Stat:

\$ per Unit:

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (SINGLE)

License Type: Digital

Label: UMG

ISRC: USIR10211038

Advance Pay:

Test Units:

Record#

694932902

Song Play Time: 4 Min. 50 Sec.

Release Date: 5/02

Guaranteed Units:

Guaranteed Years:

UPC

606949329020

Additional Provisions

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Song Search & License Request

License Search

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Song Information

Song Title: **WITHOUT ME (SAMPLES: "BUFFALO GALS") A.K.A. WITHOUT ME (SAMPLES: "BUFFALO GALS")**
HFA Song Code: **W43669**
Song Writer: **MARSHALL MATHERS, ; JEFFREY BASS, ; MALCOLM MC LAREN, ; TREVOR HORN, ; ANNE DUDLEY, ; KEVIN BELL**

Publisher

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ENSIGN MUSIC**

License Information

TRX #: **70302428**
License#: **1060430496**

Licensee: **UNIVERSAL MUSIC GROUP**

Artist(s): **EMINEM**

Album(s): **CURTAIN CALL**

Request Date: **4/20/06**
License Date: **4/20/06**
Submitted By: **Albert Vega**

License Status: **ISSUED**

Royalty Rate: **STATUTORY**

% of Stat:

\$ per Unit

Configuration

DIGITAL PERMANENT DOWNLOAD (DPD) (ALBUM)

License Type: **Digital**

Label: **IGA [Aftermath]**

ISRC: **USIR10211038**

Advance Pay:

Test Units:

Record#

00602498878934

Song Play Time: **4 Min. 50 Sec.**

Release Date: **12/05**

Guaranteed Units:

Guaranteed Years:

UPC

Additional Provisions

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