

EXHIBIT B

TO

DECLARATION OF MARC GUILFORD

DEPOSITION OF RAND HOFFMAN

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UNITED STATES DISTRICT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

F.B.T. PRODUCTIONS, LLC,)
AND EM2M, LLC,)
PLAINTIFFS,) CASE NO.
VS.) CV 07-3314 PSG
(MANX)
AFTERMATH RECORDS DOING)
BUSINESS AS AFTERMATH)
ENTERTAINMENT; INTERSCOPE)
RECORDS; UMG RECORDINGS,)
INC.; AND ARY, INC.,)
DEFENDANTS.)
_____)

30(B)(6) DEPOSITION OF RAND HOFFMAN,
TAKEN ON BEHALF OF THE PLAINTIFFS,
AT 10250 CONSTELLATION BOULEVARD,
19TH FLOOR, LOS ANGELES, CALIFORNIA,
COMMENCING AT 10:39 A.M., THURSDAY,
MAY 22, 2008, BEFORE RENEE A.
PACHECO, RPR, CSR NUMBER 11564.

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15:59:53 1 RECOGNIZE EXHIBIT NUMBER 20?

15:59:55 2 A. I DO.

16:00:01 3 Q. WHAT IS EXHIBIT NUMBER 20?

16:00:06 4 A. IT'S AN AGREEMENT BETWEEN

16:00:18 5 INTERSCOPE AND EIGHT MILE STYLE AND MARTIN

16:00:20 6 AFFILIATED CONCERNING THE RIGHT OF INTERSCOPE TO

16:00:27 7 USE CERTAIN MUSICAL COMPOSITIONS IN CONNECTION

16:00:32 8 WITH THE EXPLOITATION OF CERTAIN MOBILE PRODUCTS.

16:00:34 9 Q. AND THIS IS FOR PUBLISHING

16:00:34 10 ROYALTIES; CORRECT?

16:00:36 11 A. CORRECT. PUBLISHING RIGHTS.

16:00:39 12 Q. PUBLISHING RIGHTS.

16:00:45 13 WHY WAS IT NECESSARY TO ENTER INTO

16:00:48 14 THIS AGREEMENT WITH EIGHT MILE STYLE, IF THE

16:00:52 15 CONTROLLED COMPOSITION CLAUSE IN THE '98 AND 2003

16:00:53 16 AGREEMENT WAS A SELF-EFFECTUATING CONTROLLED

16:00:54 17 COMPOSITION CLAUSE?

16:00:56 18 MR. POMERANTZ: OBJECTION; ASSUMES

16:00:59 19 FACTS NOT IN EVIDENCE. ALSO VAGUE AND AMBIGUOUS

16:00:59 20 AS TO WHAT "SELF-EFFECTUATING" MEANS. AND

16:01:00 21 ARGUMENTATIVE.

16:01:00 22 BUT YOU CAN ANSWER, IF YOU

16:01:02 23 UNDERSTAND.

24 THE DEPONENT: TWO REASONS: ONE

25 WAS THAT WE CONTEMPLATED EXPLOITING PRODUCTS THAT

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16:01:12 1 WERE PROBABLY NOT COVERED BY THE CONTROLLED
16:01:14 2 COMPOSITION AGREEMENT, SPECIFICALLY WHAT ARE
16:01:16 3 CALLED MASTER RINGBACK TONES.

16:01:21 4 AND, SECOND, BECAUSE AT THE TIME
16:01:29 5 THIS AGREEMENT WAS ENTERED INTO -- WELL, WE READ
16:01:33 6 THE STATUTE REGULATIONS TO BE CLEAR THAT THE --
16:01:38 7 THAT MASTERTONE WAS NOT A PHONORECORD AND NOT
16:01:40 8 COVERED BY THE STATUTORY LICENSING PROVISIONS.

16:01:42 9 SOME PUBLISHERS DISAGREED AT THAT
16:01:43 10 TIME, AND IT WAS ONLY SUBSEQUENTLY THAT THAT'S
16:01:44 11 BEEN CLARIFIED.

16:01:45 12 MR. POMERANTZ: I THINK YOU SAID IT
16:01:46 13 IN REVERSE.

16:01:47 14 CAN YOU JUST READ BACK THE ANSWER
16:01:48 15 AND THEN HAVE IT --

16:01:48 16 MR. BUSCH: THAT'S FINE. IF THERE
16:01:00 17 WAS A MISTAKE, YOU CAN DO THAT.

16:01:02 18 (THE RECORD WAS READ AS FOLLOWS:

16:01:05 19 A TWO REASONS: ONE WAS
16:01:08 20 THAT WE CONTEMPLATED EXPLOITING
16:01:09 21 PRODUCTS THAT WERE PROBABLY NOT
16:01:10 22 COVERED BY THE CONTROLLED
16:01:12 23 COMPOSITION AGREEMENT,
24 SPECIFICALLY WHAT ARE CALLED
25 MASTER RINGBACK TONES.

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16:23:52 1 STATUTORY RATE FOR PERMANENT DOWNLOADS HAD BEEN
16:23:52 2 ESTABLISHED BY 2002?

16:23:54 3 MR. POMERANTZ: OBJECTION TO THE
16:23:54 4 EXTENT IT'S ALREADY BEEN ASKED AND ANSWERED.

16:23:55 5 THE DEPONENT: NO, I DON'T.

16:24:01 6 BY MR. BUSCH:

16:24:03 7 Q. OKAY. I WANT TO DIRECT YOUR
16:24:05 8 ATTENTION TO THE THIRD PARAGRAPH. AND I WANT TO
16:24:06 9 DIRECT YOUR ATTENTION TO THE SENTENCE THAT SAYS:

16:24:08 10 "ALTHOUGH" -- "ALTHOUGH YOU
16:24:10 11 AND THE PUBLISHING COMPANIES
16:24:13 12 WHICH YOU MAY ADMINISTER ARE NOT
16:24:14 13 MEMBERS OF N.M.P.A., WE HOPE THAT
16:24:17 14 YOU WILL AGREE, AS HAS THE
16:24:19 15 N.M.P.A., TO GRANT US A LICENSE
16:24:21 16 FOR THE USE OF THE COMPOSITIONS
16:24:23 17 LISTED ON SCHEDULE A IN
16:24:25 18 SUBSCRIPTION OFFERINGS AND FOR
16:24:26 19 PERMANENT DOWNLOADS."

16:24:26 20 DO YOU SEE THAT?

16:24:28 21 A. YES.

16:24:30 22 Q. DO YOU KNOW WHY IF -- IF THE
16:24:34 23 CONTROLLED COMPOSITION CLAUSE THAT IS IN THE '98
24 AND 2003 -- I GUESS THIS IS 2002. SO LET ME
25 STRIKE THAT.

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16:24:41 1 IF THE CONTROLLED COMPOSITION
16:24:44 2 CLAUSE IN 1998 AGREEMENT WAS SELF-EFFECTUATING
16:24:48 3 FOR -- AND IT ENCOMPASSED PERMANENT DOWNLOADS, DO
16:24:50 4 YOU KNOW WHY CHAD GARY OF UNIVERSAL WOULD HAVE
16:24:51 5 WRITTEN A LETTER SAYING "WE HOPE THAT YOU WILL
16:24:54 6 ASSIGN US" -- "WE HOPE THAT YOU WILL AGREE TO
16:24:55 7 GRANT US A LICENSE FOR PERMANENT DOWNLOADS"?

16:24:58 8 A. WELL, THIS LOOKS LIKE A FORM LETTER
16:25:02 9 THAT WOULD HAVE BEEN SENT TO PUBLISHERS WHETHER
16:25:06 10 THEY HAD -- WHETHER THEY REPRESENTED SONGS WRITTEN
16:25:06 11 BY ARTISTS OR REPRESENTED SONGS NOT WRITTEN BY
16:25:08 12 ARTISTS.

16:25:14 13 AND CHAD WOULD NOT BE AT A LEVEL
16:25:23 14 WHERE HE COULD MAKE CHANGES TO THIS LETTER, AND
16:25:24 15 CHAD PROBABLY JUST SENT THE THING OUT.

16:25:28 16 Q. DO YOU KNOW WHETHER THERE WAS ANY
16:25:30 17 DISCUSSION INTERNALLY AT UNIVERSAL ABOUT WHETHER
16:25:31 18 THIS LETTER SHOULD GO TO EIGHT MILE STYLE?

16:25:36 19 A. I DON'T KNOW. I HAVE NO KNOWLEDGE.

16:25:37 20 Q. OKAY. DO YOU KNOW WHAT HAPPENED IN
16:25:37 21 RESPONSE TO THIS LETTER?

16:25:47 22 A. NO.

16:26:15 23 Q. TURN TO THE NEXT PAGE OF THIS. AND
24 PLEASE READ THE LICENSE THAT IS ATTACHED.

25 (DOCUMENT REVIEWED BY THE DEPONENT.)