



**AFFIDAVIT
OF HUNG TIK**

I, Hung Tik of 6th Floor, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong, MAKE OATH AND SAY:

1. I am the Managing Director of Universal Music Limited (the "Company"), and as such I have knowledge of the matters referred to herein.
2. The Company, either directly or through its subsidiary labels, owns and has exclusive legal control of all worldwide copyright interests in the karaoke audio-visual works listed in Schedules "A" and "B" to my affidavit (the "Videos").
3. The Company is a party to an agreement with TC Worldwide Ltd. ("TCW"), dated 1st March, 2003 (the "Master Licence Agreement"). Any capitalized defined words or phrases used in my affidavit shall have the same meaning as provided in the Master Licence Agreement, unless otherwise defined herein.
4. Pursuant to the Master Licence Agreement, the Company granted to TCW, among other rights, the exclusive rights to reproduce and use, and authorize third parties to reproduce and commercially use, the Videos in karaoke outlets in the United States of America and Canada, and to collect licence fees in respect of such reproduction and use.
5. The Videos listed in Schedule "A" to my affidavit constitute the Company's Back Catalogs as of 30th November 2002, and shall form Attachment 1 to the Master Licence Agreement.
6. The Videos listed in Schedule "B" to my affidavit constitute the Company's Control Catalogs as of 30th November 2003, and shall form Attachment 2 to the Master Licence Agreement.
7. The Company has approved TCW's assignment of its rights pursuant to the Master Licence Agreement:
 - a. to its affiliate, Entral Group International LLC, in respect of the territory of the United States; and
 - b. to its affiliate, Entral Group International Inc., in respect of the territory of Canada.
8. The Company has authorized TCW and its authorized affiliates to file and maintain copyright registrations in respect of the Videos in the United States and Canada as in our name on our behalf.
9. I swear this affidavit in support of the Proceedings brought by Entral Group International Inc against Take One Studio.

**UNIVERSAL MUSIC
UNIVERSAL MUSIC LIMITED**
 6TH FLOOR, RAILWAY PLAZA, 39 CHATHAM ROAD SOUTH, TSIMSHATSUI, KOWLOON, HONG KONG TEL: (852) 230-5888 FAX: (852) 230-2028
 ACCOUNTS DEPT. 23RD FLOOR, WESTIN CENTRE, 38 HUNG TO ROAD, KWUN TONG, EDWILLOON, HONG KONG TEL: (852) 2796-5412 FAX: (852) 2796-8287
 WAREHOUSE DEPT. 2RD FLOOR, WESTIN CENTRE, 38 HUNG TO ROAD, KWUN TONG, KOWLOON, HONG KONG TEL: (852) 2796-3492 FAX: (852) 2796-7509




10. I declare under penalty of perjury under the laws of Canada and the United States of America that the foregoing is true and correct.

SWORN BEFORE ME at the City of Hong Kong, on 17 December 2003.



HUNG TIK



YEE OI KWAN