

BULKY DOCUMENTS

(Exceeds 300 pages)

Proceeding/Serial No: 91176791

Filed: 3-19-2009

Title: Declarations and Notice of Reliance

Part 1 of 3





Alexa L. Lewis
Attorney-at-Law
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(310) 231-8413 Fax
all@msk.com

March 19, 2009

VIA EXPRESS MAIL

Trademark Trial and Appeal Board
U.S. Patent and Trademark Office
P.O. Box 1451
Alexandria, VA 22313-1451

Attention: Cheryl Goodman, Esq.

Re: UMG Recordings, Inc., Opposer v. Mattel, Inc., Applicant
Opposition No.: 91176791

Dear Ms. Goodman,

This is box one of two in connection with the above-referenced Opposition. Enclosed please find the following documents:

1. Declaration of Gary Atkinson;
2. Declaration of Deanna Czapla;
3. Declaration of William Schulte;
4. Declaration of Melissa K. Cote;
5. Declaration of Michael Rajna;
6. Declaration of Anton Handal;
7. Declaration of William Waddell;
8. Declaration of Jerry Juste;
9. Notice of Reliance re: U.S. Trademark Registrations and Other Official Documents;
10. Notice of Reliance re: Evidence Filed in *UMG Recordings, Inc. v. O'Rourke*;
11. Notice of Reliance re: Produced Evidence;
12. Notice of Reliance re: Printed Publications;
13. Notice of Reliance re: Discovery Depositions;
14. Notice of Reliance re: Written Discovery Responses; and,
15. UMG Recordings, Inc.'s Motion to File Documents Under Seal.

Please note that we are filing redacted and unredacted (under seal) versions of items number 1 through 7, and items numbered 10 and 13. However, the unredacted versions of (1) the Notice of Reliance re: Evidence Filed in *UMG Recordings, Inc. v. O'Rourke* and (2) the Notice of Reliance re: Discovery Depositions are under separate cover.

Sincerely,



Alexa L. Lewis
MITCHELL SILBERBERG & KNUPP LLP

ALL/kl
Enclosures – As noted.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

TRIAL DECLARATION OF WILLIAM WADDELL

WILLIAM WADDELL declares under penalty of perjury as follows:

1. I am Vice President of Business Affairs of Universal Music Enterprises (“UME”), an unincorporated division of Opposer UMG Recordings, Inc. (“UMG”), with offices at 2220 Colorado Avenue, Santa Monica, California 90404 (UMG and UME are collectively referred to as “UMG”). My responsibilities as Vice President of Business Affairs include overseeing a portion of the business affairs of UMG, including the licensing activities of UMG’s trademarks. Such licensing activity includes licenses pertaining to the Motown recording label (hereinafter “Motown”). I first joined UMG as Associate Director, Business and Legal Affairs of MCA Records in 1999, and was appointed to my present position in 2002. I submit this declaration as testimony in connection with the abovementioned proceeding.

2. I have access to the books and records of UMG relevant to the matters covered herein, including all relevant records pertaining to UMG’s licensing activities



03-19-2009

with respect to Motown. I confirm that the facts and matters set out herein are based on my own knowledge and understanding and/or are from the records and documents of UMG to which I have access.

3. UMG has entered into numerous license agreements with third parties for use of MOTOWN and MOTOWN-formative trademarks referenced in the chart attached hereto as Exhibit I (the "MOTOWN Marks") in connection with a wide variety of goods and services, which have generated significant additional revenue for UMG.

4. In connection with the nationwide sale of toys, games, and playthings in particular, UMG's licensing activity is as follows.

5. On or around December 1, 2001, UMG's predecessor-in-interest entered into a license agreement with CA One Services Inc, for use of MOTOWN Marks and Motown memorabilia in connection with the operation of a Motown Store in the Detroit metropolitan area. A true and correct copy of that license agreement, which is regularly kept in the course of UMG's business, and photographic depictions of some of the licensed merchandise are attached hereto as, respectively, Exhibits J and K.

6. On or around October 31, 2002, UMG entered into a license agreement with Late for the Sky Productions Co., Inc., for use of MOTOWN Marks in connection with a board game. A true and correct copy of that license agreement, which is regularly kept in the course of UMG's business, and photographic depictions of the licensed merchandise are attached hereto as, respectively, Exhibits L and M.

7. On or around February 7, 2003, UMG entered into a license agreement with The Singing Machine Company, Inc., for use of MOTOWN Marks in connection with a karaoke machine and karaoke "CDGs" (CDs with graphics). A true and correct copy of that license agreement, which is regularly kept in the course of UMG's business,

and photographic depictions of the licensed merchandise are attached hereto as, respectively, Exhibits N and O.

8. On or around November 16, 2004, UMG entered into a license agreement with Konami Digital Entertainment, Inc., for use of MOTOWN Marks in connection with a videogame. A true and correct copy of that license agreement, which is regularly kept in the course of UMG's business, and photographic depictions of the licensed merchandise are attached hereto as, respectively, Exhibits P and Q.

9. On or around May 19, 2004, UMG entered into a license agreement with Hasbro, Inc., for use of MOTOWN Marks in connection with a toy known as "HitClips." A true and correct copy of that license agreement, which is regularly kept in the course of UMG's business, and photographic depictions of the licensed merchandise are attached hereto as, respectively, Exhibits R and S. On or around November 6, 2008, UMG also entered into a license relationship with Hasbro, Inc. in connection with a "ToothTunes" musical toothbrush, a photographic depiction of which is attached hereto as Exhibit T.

10. True and correct copies of UMG's business records reflecting royalties in connection with its aforementioned licenses in connection with toys, games, and playthings, which are regularly kept in the course of UMG's business, are attached hereto as Exhibit U, including: (1) "licensing reports" produced by UMG in the course of this Opposition, bates-labeled UMG 106, 108 and 123; (2) correspondence between UMG and its licensing agents produced by UMG in the course of this Opposition, bates-labeled UMG 100, 110, 112, 115 and 121; (3) "quarterly royalty statements" produced by UMG in the course of this Opposition, bates-labeled UMG 82, 83, 89, 95, 97, 103, 109, 113, 114, 126, 130 and 133; (4) copies of checks produced by UMG in the course of this Opposition, bates-labeled UMG74, 81, 88, 93, 96, 98, 101, 104, 105, 107, 116, 117, 120, 124, 127, 128, 131 and 134; (5) a wire transfer statement produced by UMG in the course

of this Opposition, bates-labeled UMG 132; (6) a journal entry produced by UMG in the course of this Opposition, bates-labeled UMG 72; (7) "payment requests" produced by UMG in the course of this Opposition, bates-labeled UMG 76, 87, 92, 94, 99, 102, 111, 125 and 129; (8) a Hasbro report, produced by UMG in the course of this Opposition, bates-labeled UMG 215; (9) documents entitled "Summary of Revenues / Royalties Paid produced by UMG in the course of this Opposition, bates-labeled UMG 207-214.

11. All of the foregoing use of the MOTOWN Marks by third parties is under license from UMG and inures to UMG's benefit.

12. True and correct copies of UMG's U.S Registration Nos. 1075409, 2663608, 2767101, 0881471, 0985976, 0985972, 2516930, and 3073897 for the Motown marks and various related official records, copies of which are regularly kept in the course of UMG's business, are attached hereto as Exhibit V.

13. UMG vigorously enforces its trademark rights against third parties. Attached hereto as Exhibit W is a representative sampling of true and correct copies of enforcement documents sent by UMG to various third parties, copies of which are regularly kept in the course of UMG's business, including: (1) a February 25, 2005 cease and desist letter to Beasley Broadcast Group, Inc.; (2) a July 18, 2005 opposition to Millers Oils Limited; (3) an October 3, 2005 cease and desist letter to SOFA Home Entertainment; (4) an April 6, 2006 cease and desist letter to SonyBMG; (5) an April 18, 2007 cease and desist letter to American Motown.com, LLC; (6) a February 20, 2008 Opposition to Motown Harley-Davidson, Inc.; (7) a May 13, 2008 cease and desist letter to 1 & 1 Internet, Inc. and SJG Productions LLC; (8) a September 10, 2008 cease and desist letter to Peter Brent Promotions.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on March 17, 2009, at Los Angeles, California.

A handwritten signature in cursive script, appearing to read 'Wm Waddell', is written over a horizontal line.

WILLIAM WADDELL

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT I

TO DECLARATION OF WILLIAM WADDELL

Mark

MOTOWN



MOTOWN MUSIC REVIEW

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT J

TO DECLARATION OF WILLIAM WADDELL

EXHIBIT J
FILED UNDER SEAL

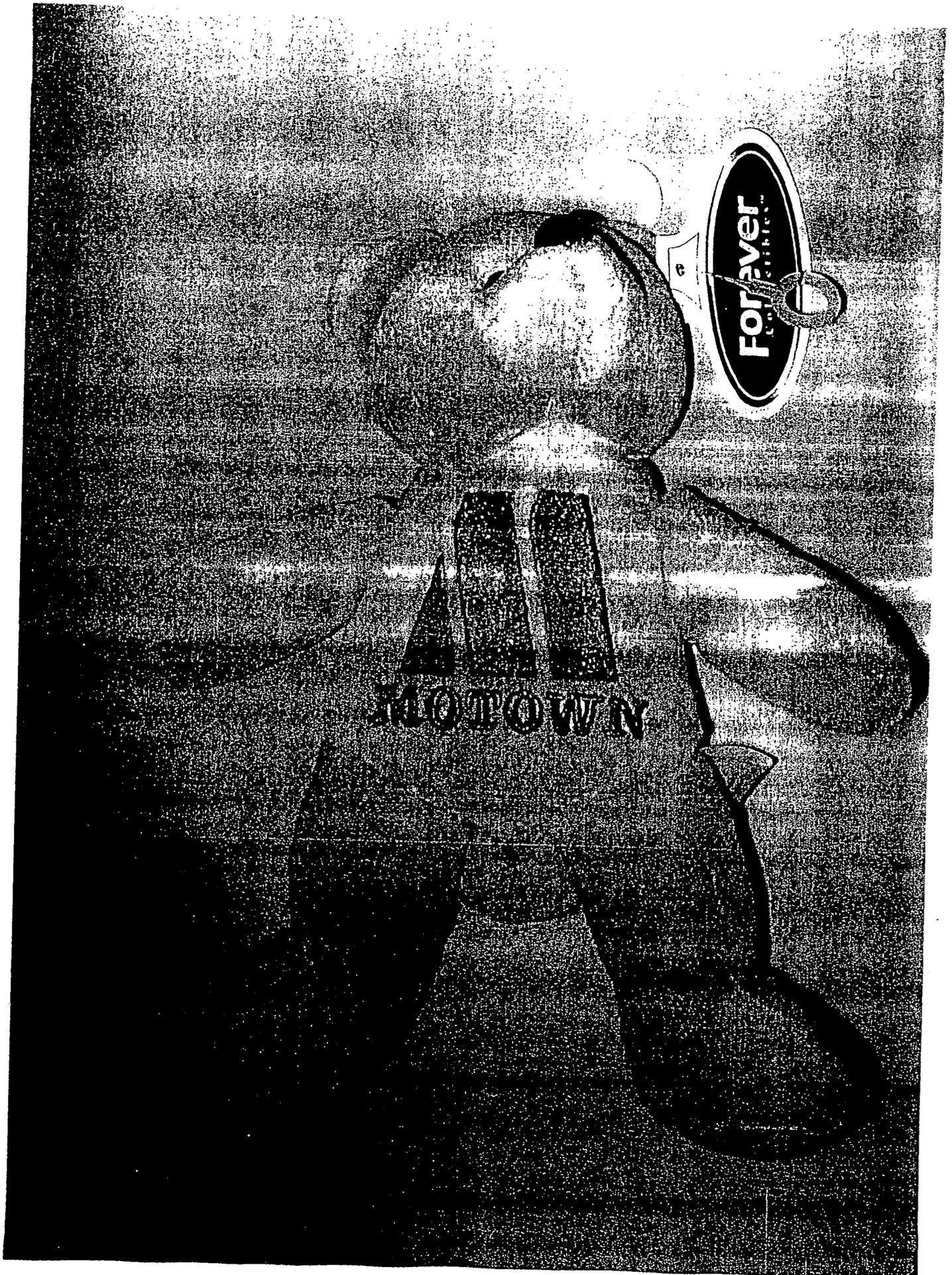
UMG RECORDINGS, INC. v. MATTEL, INC.

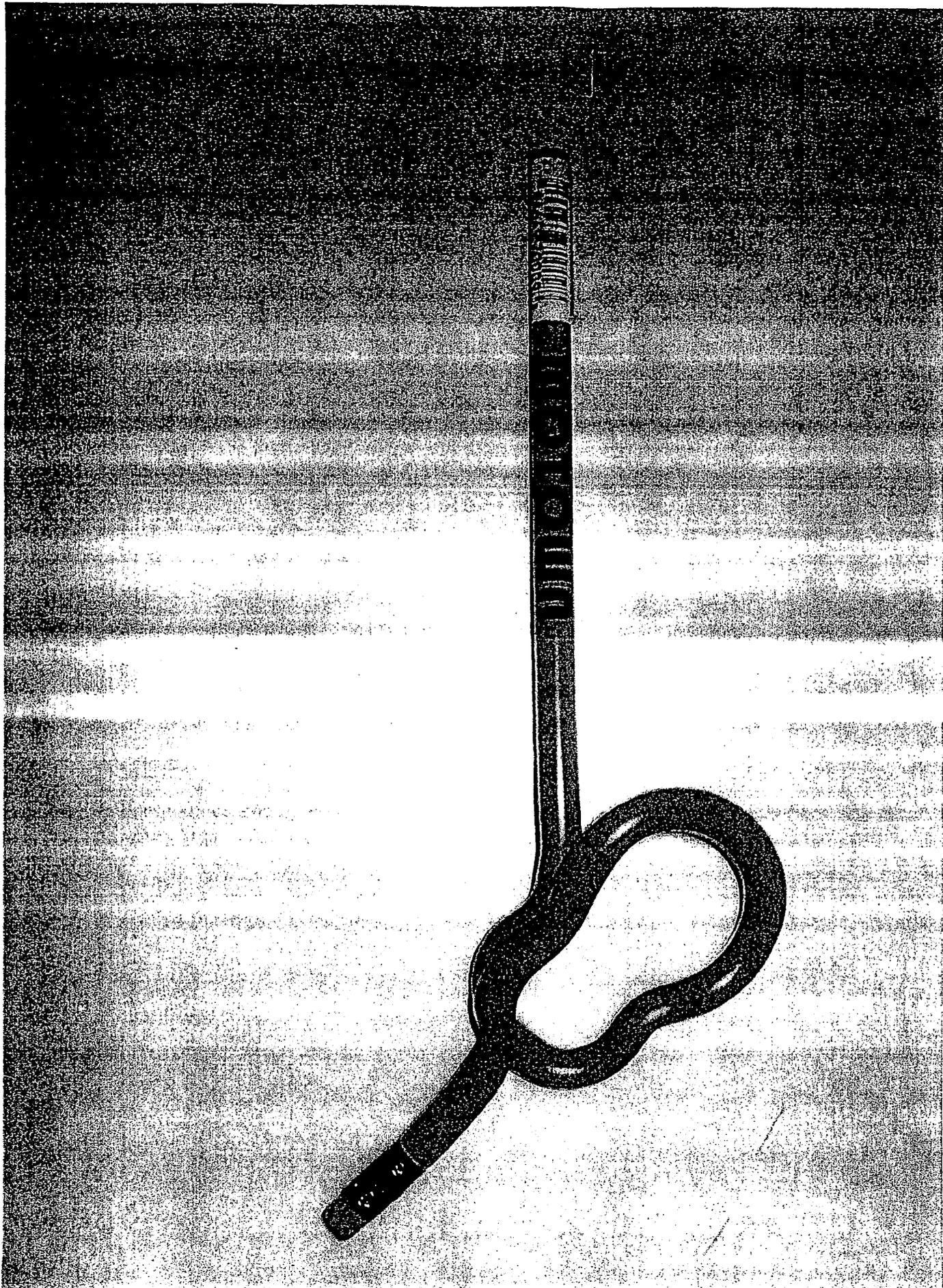
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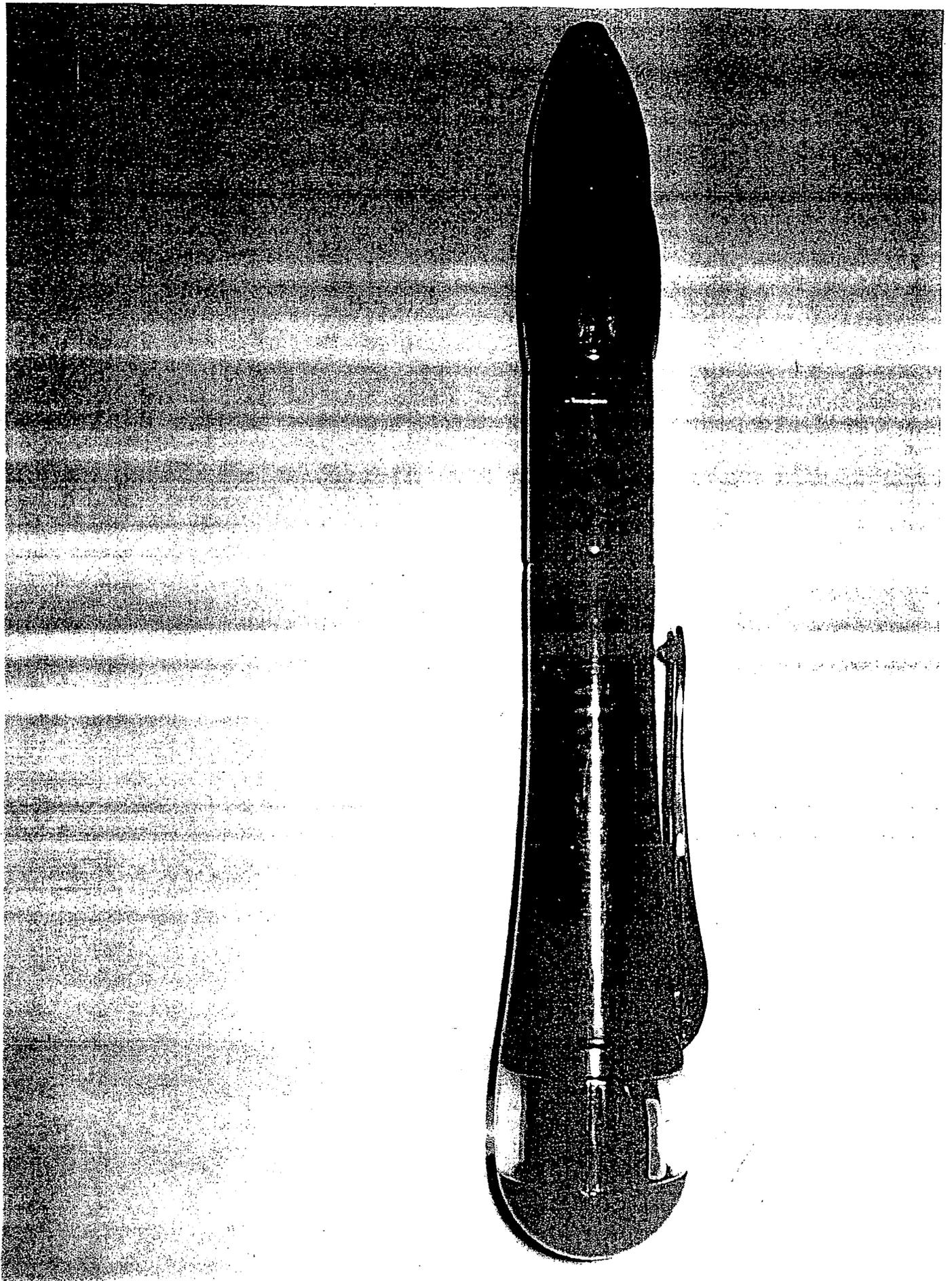
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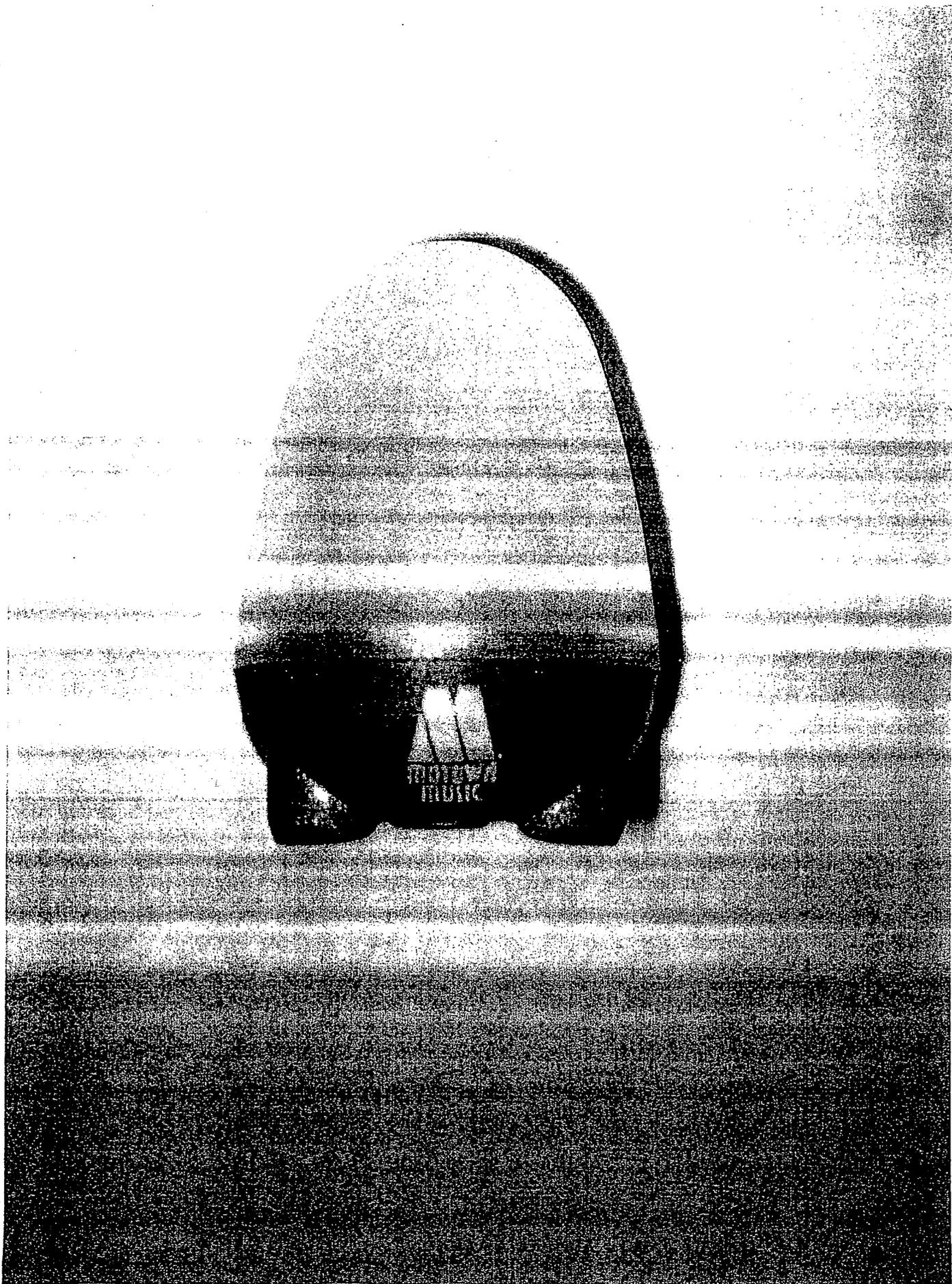
EXHIBIT K

TO DECLARATION OF WILLIAM WADDELL



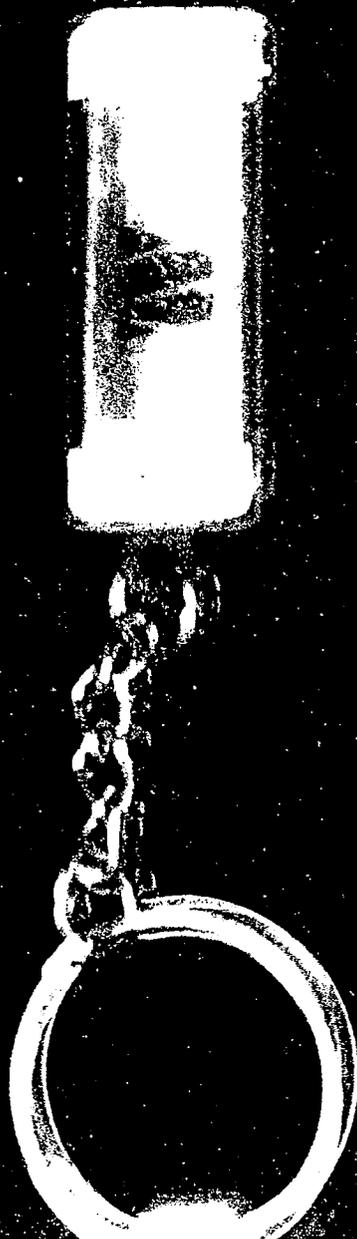








J.W. Brown
DETROIT



UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT L

TO DECLARATION OF WILLIAM WADDELL

EXHIBIT L
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

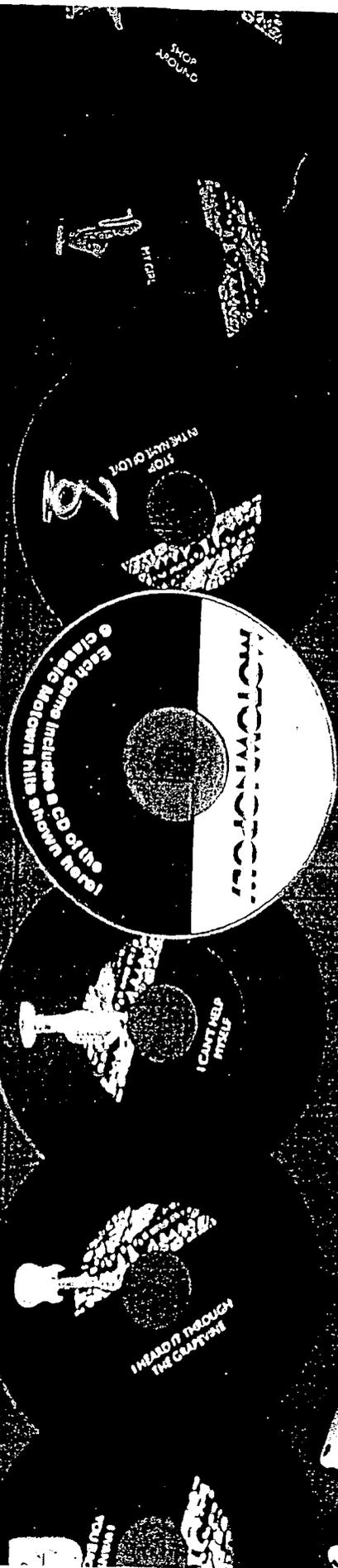
UMG RECORDINGS, INC.

EXHIBIT M

TO DECLARATION OF WILLIAM WADDELL

MOTOWNOPOLY

A game about the music that changed America!





MOTOWNOPOLY

The "Motown Sound" - a mixture of pop, R&B, and Soul - reached across the great racial divide of 1950s America. Its vibrant songs knocked down color barriers in the entertainment industry and connected with black and white music lovers alike. It became known as the "Sound of Young America." It touched hearts and joined hands all over the world. Motown became a style unto itself and produced hits that assembled line regularly like Ford produced cars.

MOTOWNOPOLY celebrates the achievement of classic Motown. It's a property trading game that allows you to own Motown's all time greatest and listen to some of them as you play! So roll the dice and advance to Spin, who knows! You could become the new President of Motown...or you could be going on tour with the Motown Revue! Are you looking for a fun way to experience Motown? Here it is!

MOTOWNOPOLY!

Here's a quick idea of how to play:
 Buy songs, collect recording studios, trade studios for a Gold Record. It sounds easy but lose your voice, get dropped from your label, and your record falls from the charts, and it's a little more difficult and a lot more fun!

Traditional play or one hour version for 2 to 6 players ages 8 and up.



Cincinnati, Ohio



www.therecordcompany.com

UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.
EXHIBIT N
TO DECLARATION OF WILLIAM WADDELL

EXHIBIT N
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

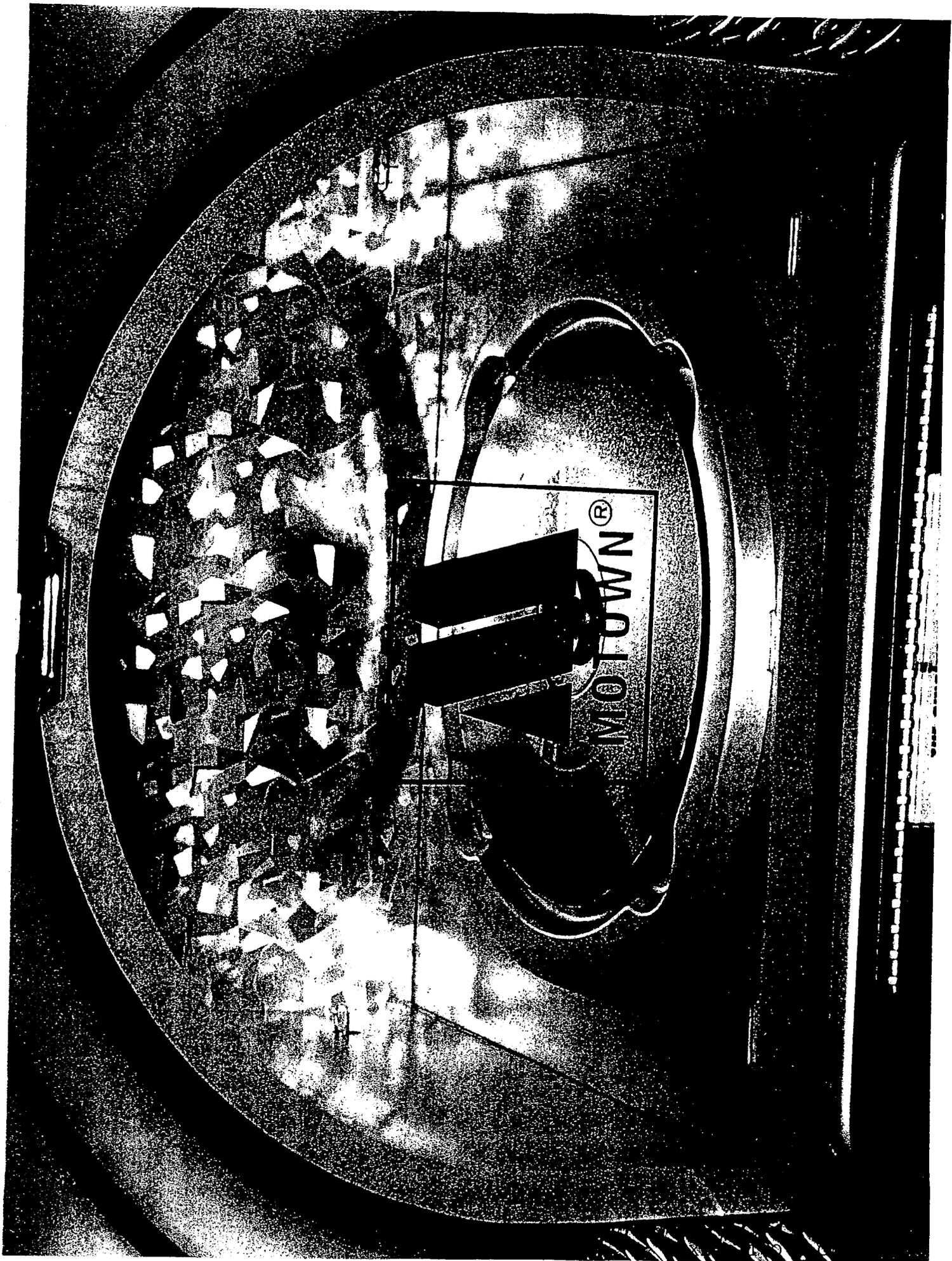
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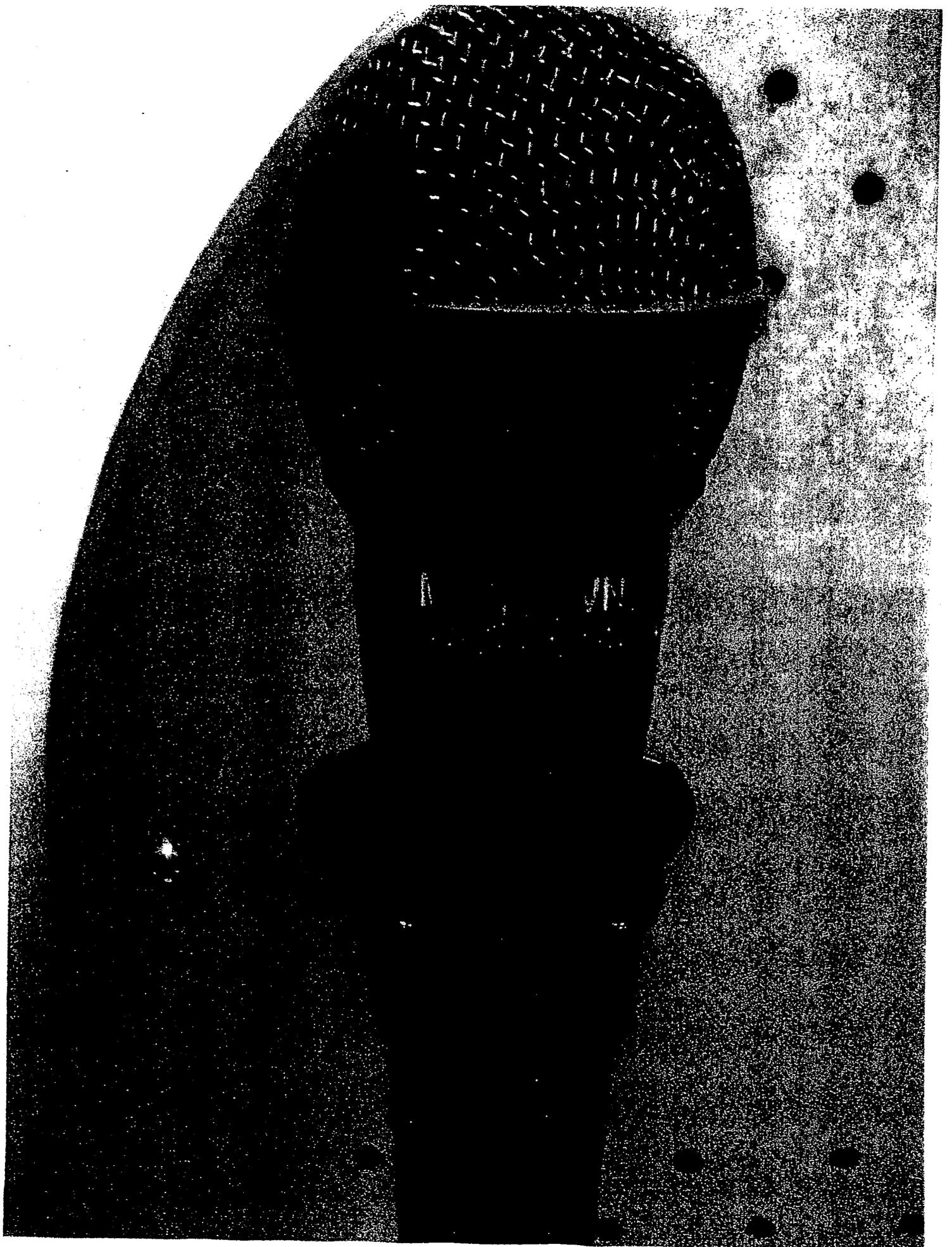
EXHIBIT O

TO DECLARATION OF WILLIAM WADDELL









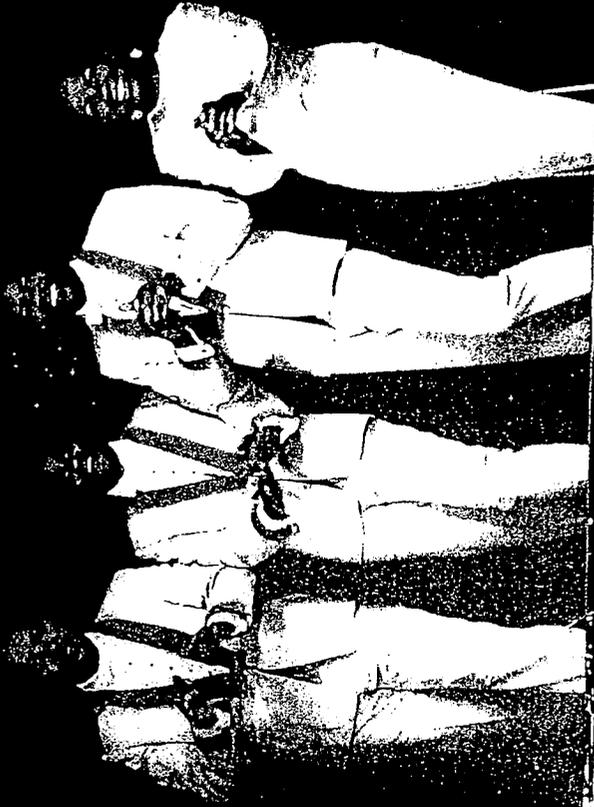
ORIGINAL ARTIST KARAOKE™



K A R A O K E

I HEARD IT THROUGH THE WALLS VOL. 7

- 16 TRACKS
- CD-GRAPHICS
- ON SCREEN LYRICS



THE SINGING MACHINE

K A R A O K E

ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original Artist Karaoke™ means just what it says: The original master recordings remixed and remastered for karaoke and Motown enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machine Company, Inc., in partnership with Motown Records and Universal Music Enterprises, has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs we've all been listening to and loving for more than 45 years.

These special discs come with two versions of every song: the Vocal (MPX) version has the original lead vocals of the famous smash hit recordings, from Motown's "World-Renowned Artists." The Instrumental (INST) version is the same recording, in stereo, without the lead vocal.

Using the Vocal (MPX) version with The Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "My Girl," with David Ruffin as your "Guide Vocal" coach. Or "Dancing in the Street" with Martha Reeves showing you the right melody. Then, when you're ready to jump in and sing it yourself, their lead vocal will magically disappear and yours comes in. Or a traditional home stereo, the Vocal (MPX) version has the original lead singer on the right channel and the original Motown backing music on the left channel. You can use your "Balance" control to adjust the levels of both the lead vocal and accompaniment tracks.

The Original Artist Karaoke™ series will contain 18 titles, with 128 of the world's most-beloved songs - a true American treasure for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE AT:

WWW.SINGINGMACHINE.COM



ORIGINAL ARTIST
KARAOKE™
I HEARD YOU SAY
THE GAY

MULTIPLE USES: YOU CAN USE THIS DISC TO REHEARSE YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK. IT'S PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK. IT'S PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK.

STAY ON TRACK: THE ORIGINAL ARTIST KARAOKE™ DISCS ARE PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK. IT'S PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK.

STAY ON TRACK: THE ORIGINAL ARTIST KARAOKE™ DISCS ARE PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK. IT'S PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK.

STAY ON TRACK: THE ORIGINAL ARTIST KARAOKE™ DISCS ARE PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK. IT'S PERFECT FOR REHEARSING YOUR SONGS AND TO KEEP YOUR VOICE ON TRACK.

THE SINGING MACHINE

CD+GRAPHICS
DII-SCREEN LYRICS
16 TRACKS

ORIGINAL ARTIST HARBORE

I HEARD IT THROUGH THE GRAPEVINE



FROM THE
MOTOWN
SINGING MACHINE
CD SET

MULTI-TEX WITH LEAD VOCALS

- 1 I HEARD IT THROUGH THE GRAPEVINE *MARGARET*
- 2 YOU KEEP ME HANGIN' ON *THE SUPREMES*
- 3 I WANT YOU BACK *THE SUPREMES*
- 4 UPTIGHT (EVERYTHING'S ALRIGHT) *STEVIE WONDER*
- 5 SHOP AROUND *THE BRAYLES*
- 6 FUNCTION AT THE JUNCTION *SHORTY G*
- 7 I CAN'T GET NEXT TO YOU *THE TEMPTATIONS*
- 8 I HEARD IT THROUGH THE GRAPEVINE *GLADYS KNIGHT & THE PIPS*

STEREO WITHOUT LEAD VOCALS

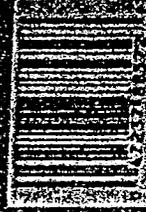
- 9 I HEARD IT THROUGH THE GRAPEVINE
- 10 YOU KEEP ME HANGIN' ON
- 11 I WANT YOU BACK
- 12 UPTIGHT (EVERYTHING'S ALRIGHT)
- 13 SHOP AROUND
- 14 FUNCTION AT THE JUNCTION
- 15 I CAN'T GET NEXT TO YOU
- 16 I HEARD IT THROUGH THE GRAPEVINE

www.singmachine.com • American Stock Exchange Symbol: SHD • THE LEADER IN HOME KARAOKE™

© 2004 by The Singing Machine Company, Inc., 8001 Lyons Road, Englewood, CO 80112
© 2002 Motown Records, a Division of UMG Recordings, Inc., 1735 Broadway, New York, NY 10019
Manufactured by Universal Music Enterprises, a Division of UMG Recordings, Inc., Scottswood, GA 30086
12 songs • 48 minutes • Unabridged • Digitally remastered • A Division of Universal Music



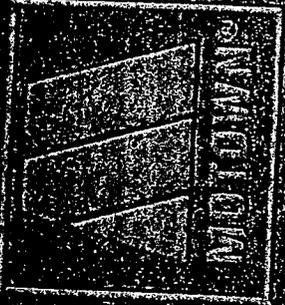
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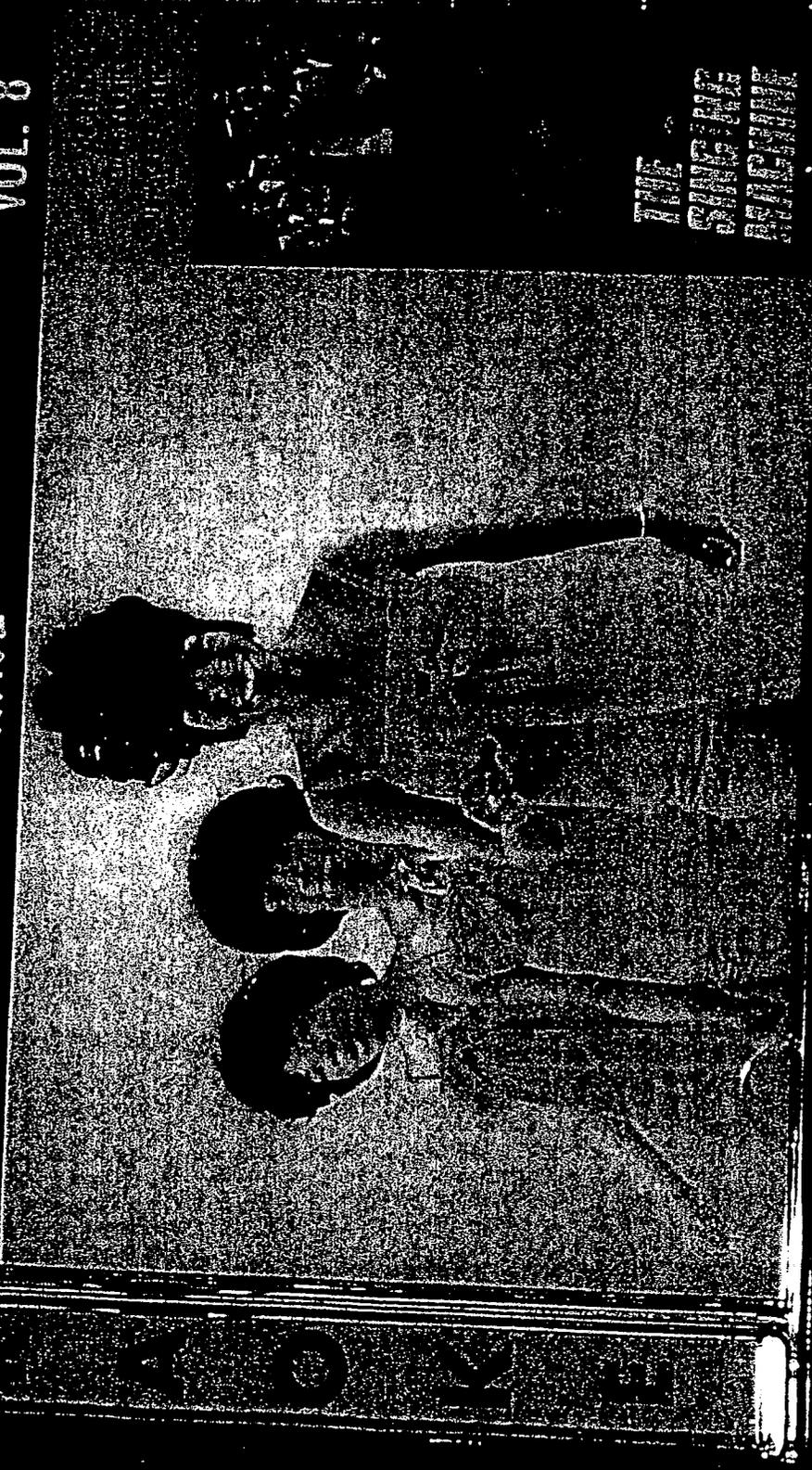
BRITAIN'S

WARRIORS™



HEAT WAVE

VOL. 8



THE SANDLOT

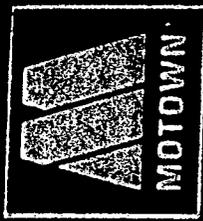
THE SINGING MACHINE

CD+GRAPHICS
ON-SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE

HEAT WAVE



FROM THE MOTOWN
MASTER TAPES
ORIGINAL ARTISTS
ORIGINAL TRACKS
CD+GRAPHICS
ON-SCREEN LYRICS

STEREO WITH LEAD VOCALS

- 1. (G)OVS IS (L)IKE A HEAT WAVE
- 2. COULD YOU BE THERE
- 3. REACH OUT TO ME THERE
- 4. REFLECTIONS
- 5. TWO LOVERS
- 6. TOO MANY FISH IN THE SEA
- 7. (I) KNOW YOU'RE LOSING YOU
- 8. AIN'T THAT PECULIAR

STEREO WITHOUT LEAD VOCALS

- 9. (G)OVS IS (L)IKE A HEAT WAVE
- 10. COULD YOU BE THERE
- 11. REACH OUT TO ME THERE
- 12. REFLECTIONS
- 13. TWO LOVERS
- 14. TOO MANY FISH IN THE SEA
- 15. (I) KNOW YOU'RE LOSING YOU
- 16. AIN'T THAT PECULIAR

www.motown.com

© 2004 by The Singing Machine Company, Inc., 6601 Lyons Road, Bldg. A-7, Coconino Creek, FL 33073.
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Manufactured by Universal Music Enterprises, a Division of UMG Recordings, Inc. Santa Monica, CA 90404.
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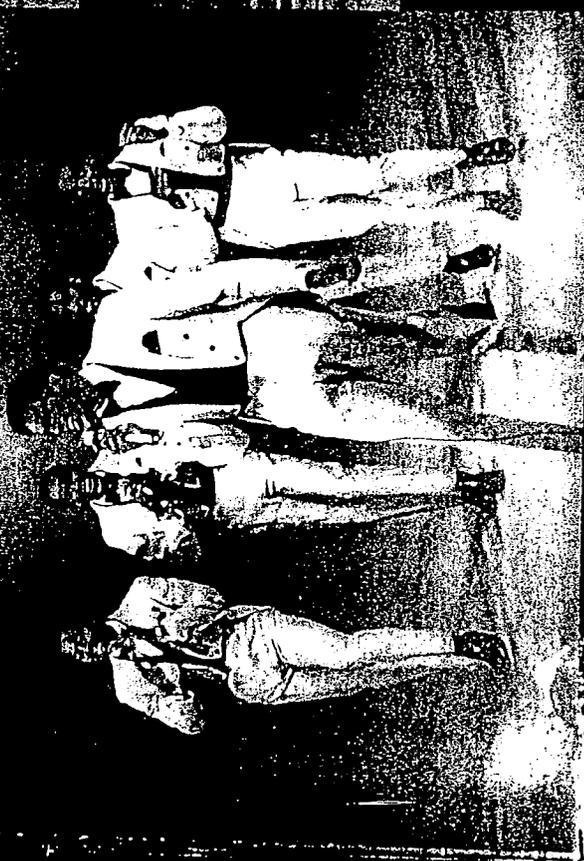
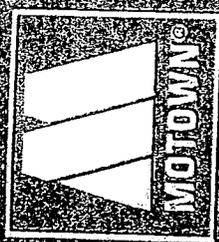
ORIGINAL ARTIST

KARAOKE™

VOL. 9

GET READY

15 TRACKS
OF
ORIGINAL
MUSIC



THE SINGING MACHINE

K A R A O K E

ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original Artist Karaoke™ means just what it says. The original master recordings remixed and remastered for karaoke and hit-love enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machine Company, Inc. in partnership with Polygram Records and Universal Music Enterprises, has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs you've all been listening to and loving for more than 25 years.

These special discs come with two versions of every song: the Vocal (VPT) version has the original lead vocals of the famous artists; the Instrumental (IISTM) version is the same recording, without the lead vocal.

Using the Vocal (VPT) version with the Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "By Your Side" with Usher Bottom as your vocal coach, or "Dancing in the Street" with Martha Reeves showing you the right melody's path. When you're ready to jump in and sing it yourself, their lead vocal will magically disappear and your voice will be the original hit-love star on the Vocal (VPT) version. The original lead singer on the right channel and levels of both the lead vocal and accompaniment tracks.

The Original Artist Karaoke™ series will contain 16 titles, with 120 of the world's most beloved songs - a true American treasure for karaoke and entertainment lovers of all ages and musical tastes. Collect the entire series, and sing on!

ORIGINAL ARTIST KARAOKE™ FROM THE SINGING MACHINE™



K A R A O K E



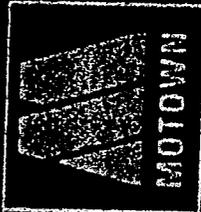
THE SINGING MACHINE

CD+GRAPHICS
ON-SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE

GET READY



FROM THE ORIGINAL
MASTER TAPES
ORIGINAL ARTISTS
ORIGINAL LYRICS
CD+GRAPHICS
ON-SCREEN LYRICS

1. I'M A MAN

2. BE BOP A LULA

3. PROLE SNOOPY

4. BEFORE I WASH MY FACE

5. I'M A MAN

6. I'M A MAN

7. I'M A MAN

8. I'M A MAN

9. I'M A MAN

10. I'M A MAN

11. I'M A MAN

12. I'M A MAN

13. I'M A MAN

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25. I'M A MAN

26. I'M A MAN

27. I'M A MAN

28. I'M A MAN

29. I'M A MAN

30. I'M A MAN

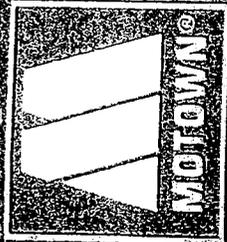


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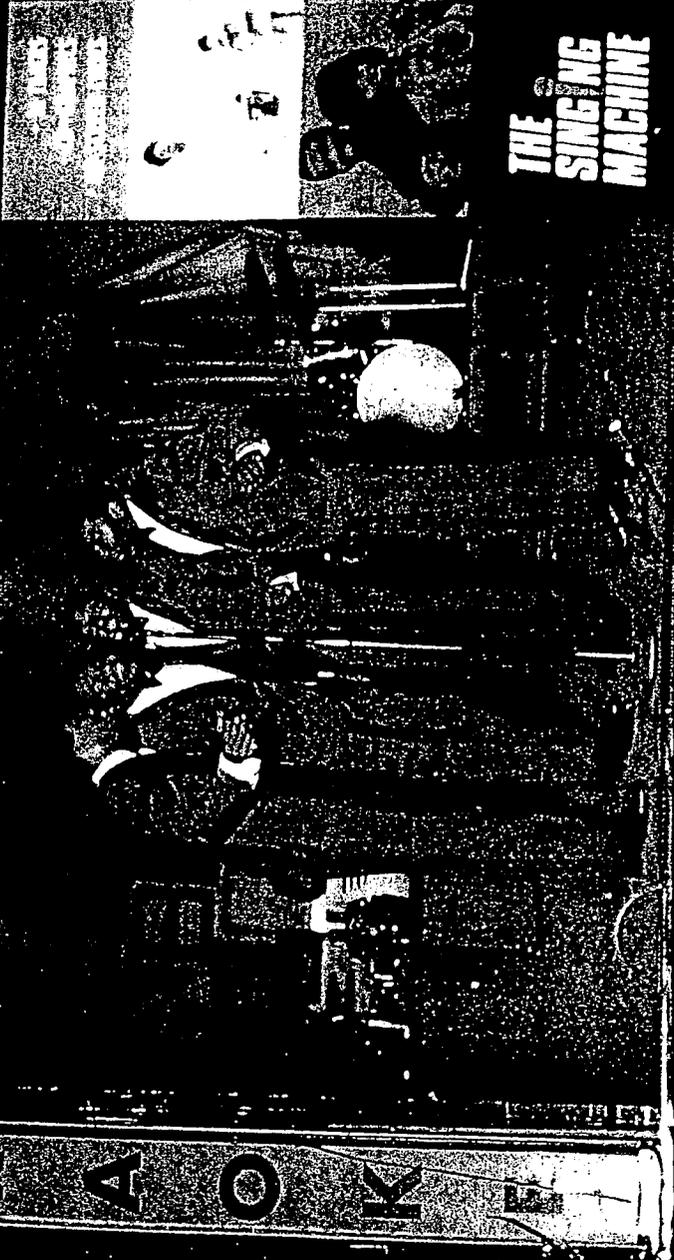
© 1988 Motown Records, Inc. All rights reserved.
Motown Records, Inc., 1755 Broadway, New York, NY 10019-USA
A Division of UMG Recording, Inc., 3000 Music Square, CA 94104
This product is a violation of applicable laws.

06859

ORIGINAL ARTIST KARAOKE™



I CAN'T HELP MYSELF VOL. 10



THE SINGING MACHINE

K A R A O K E

ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original artist karaoke means just what it says: the original master recordings, original and remastered for karaoke and Midtown enthusiasts worldwide.

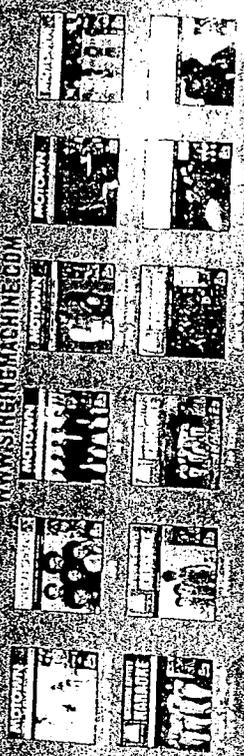
Never in history has such a karaoke product been available. The Singing Machine Company, Inc., in partnership with Midtown Records and Universal Music Enterprises, has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Midtown songs you've all been listening to and joining for more than 45 years.

These special discs come with two versions of every song: the Vocal (VOC) version has the original lead vocals of the famous smash hit recordings from Midtown's World-famous Artists and the Instrumental (INST) version is the same recording, in stereo, without the lead vocal.

Using the Vocal (VOC) version with The Singing Machine's Auto Voice Control technology you will be able to rehearse, for example, "My Girl" with David Jordan's vocal. Control each or "training in the street" with Barbra Streisand's soaring "The First Wives Club" vocal. Ready to jump in and sing it yourself, then let your vocal fill in for the original. You'll have your traditional home stereo, the vocal (VOC) version has the original lead singer on the track and the original Midtown backing music on the left channel. You can use your "blender" control to adjust the levels of both the lead vocal and accompaniment tracks.

The Original Artist Karaoke series will contain 16 discs with 72 of the world's most beloved songs - from American treasures for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, one by one, and sing!

CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE AT
WWW.SINGINGMACHINE.COM



THE SING MACHINE

CD+GRAPHICS
ON-SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE

I CAN'T HELP MYSELF



FROM THE MOTOWN
MASTER TAKES
ORIGINAL ARTISTS
ORIGINAL TRACKS
CD+GRAPHICS
ON-SCREEN LYRICS

MULTI-PLEX WITH LEAD VOCALS

- 1 NOWHERE TO RUN MARTHA & THE VANDELLAS
- 2 I CAN'T HELP MYSELF (SUBARU PIE-HONEY BUNCH) FAYE TOY
- 3 SMILING FACES SOMETIMES UNDISPUTED TRUTH
- 4 DANCING MACHINE JACKSON 5
- 5 CLOUD NINE THE TEMPTATIONS
- 6 AIN'T NO MOUNTAIN HIGH ENOUGH GAIANA ROSS
- 7 I SECOND THAT EMOTION SHIRLEY ROBINSON & THE MIRACLES
- 8 STONED LOVE THE SUPREMACIES

STEREO WITHOUT LEAD VOCALS

- 9 NOWHERE TO RUN
- 10 I CAN'T HELP MYSELF (SUBARU PIE-HONEY BUTCH)
- 11 SMILING FACES SOMETIMES
- 12 DANCING MACHINE
- 13 CLOUD NINE
- 14 AIN'T NO MOUNTAIN-HIGH ENOUGH
- 15 I SECOND THAT EMOTION
- 16 STONED LOVE

www.singmachine.com

© 1997 American Stock Exchange Symbol: SHD THE LEADER IN HOME KARAOKE



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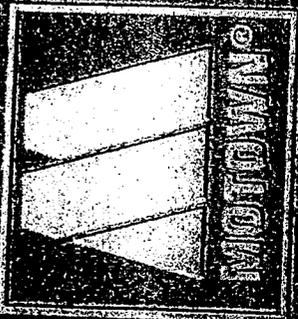


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ORIGINAL ARTIST

KARAOKE™

BABY I NEED YOUR LOVIN' VOL. 11



THE SINGING MACHINE

217 15

K A R A O K E

ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original Artist Karaoke™ means just what it says: the original master recordings remixed and remastered for karaoke and Motown enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machines Company, Inc. in partnership with Motown Records and Universal Music Enterprises has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs we've all been listening to and loving for more than 45 years.

These special discs come with two versions of every song: the vocal (MPX) version has the original lead vocals of the famous smash hit recordings from Motown's World-Recognized Artists. The instrumental (INSTR) version is the same recording, in stereo, without the lead vocal.

Using the Vocal (MPX) version with the Singing Machines™ "Auto-Voice Control" technology, you will be able to rehearse, for example, "The City" with David Thomas as your "Auto-Vocal" coach. Or "Dancing in the Street" with Martha Reeves, showing you the right melody. Then, when you're ready to jump in and sing it yourself, their lead vocal will magically disappear and your version be. Or, a traditional home stereo, the Vocal (MPX) version has the original lead singer in the right channel. Or, a this original Motown backing music on the left channel. You can take your "Belting" control to the next level of both the best vocal and accompaniment tracks.

The Original Artist Karaoke™ series will contain 16 titles, with 32% of the world's most beloved songs - a true American treasure for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

WELCOME TO THESE AND OTHER GREAT SINGING MACHINES RECORDINGS!



THE
SINGING
MACHINE

CD + GRAPHICS
ON-SCREEN LYRICS
16 TRACKS

ORIGINAL ARTIST KARAOKE

BABY I NEED YOUR LOVIN'



FROM THE MOTOWN
ARTIST LINE-UP
ORIGINAL TRACKS
- CD - GRAPHICS
- ON SCREEN LYRICS

MULTI-PLEX WITH BEAD VOCALS

1. BABY I NEED YOUR LOVIN' FOUR TOPS
2. STUBBORN KIND OF FELLOW MARVIN GAYE
3. WHERE DID OUR LOVE GO THE SUPREMES
4. SHOTGUN RAMBLER & THE ALL STARS
5. ROCKIN' ROBIN WICKIE ROBINSON
6. TAKE ME IN YOUR ARMS ROCK ME A LITTLE WHILE THE ISLEY BROTHERS
7. BALL OF CONFUSION (WHAT THE WORLD IS TODAY) THE TEMPTATIONS
8. COME SEE ABOUT ME THE SUPREMES

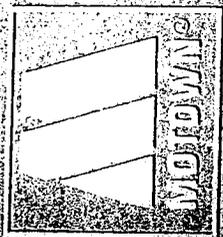
STEREO WITHOUT LEAD VOCALS

9. BABY I NEED YOUR LOVIN'
10. STUBBORN KIND OF FELLOW
11. WHERE DID OUR LOVE GO
12. SHOTGUN
13. ROCKIN' ROBIN
14. TAKE ME IN YOUR ARMS (ROCK ME A LITTLE WHILE)
15. BALL OF CONFUSION (WHAT THE WORLD IS TODAY)
16. COME SEE ABOUT ME

www.singinmachine.com • American Stock Exchange Symbol: SHD • THE LEADER IN HOME KARAOKE



ORIGINAL ARTIST
KARAOKE



IT TAKES TWO: THE DUETS COLLECTION VOL. 12

14 TRACKS
CD-GRAPHICS
ON-SCREEN LYRICS



THE SINGING MACHINE

K A R A O K E

ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original Artist Karaoke™ means that when you sing, the original artist's recordings remain intact and the original artist's performance is yours to enjoy.

With a history that stretches back to the 1950s, Singing Machine Company, Inc. is proud to bring you the most advanced and highest quality Karaoke Machine ever created. The Original Artist Karaoke™ system is the only Karaoke Machine that gives you the original artist's performance when you sing.

The Original Artist Karaoke™ system is the only Karaoke Machine that gives you the original artist's performance when you sing. It features a built-in CD player that plays the original artist's recordings. The Original Artist Karaoke™ system is the only Karaoke Machine that gives you the original artist's performance when you sing. It features a built-in CD player that plays the original artist's recordings.

The Original Artist Karaoke™ series will contain 128 of the world's most beloved songs - a true American treasure for Karaoke and general music lovers of all ages and musical tastes. Collect the entire series, enjoying on

CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE AT
WWW.SINGINGMACHINE.COM



K A R A O K E

Original Artist Karaoke
 IT TAKES TWO TO MAKE THE DIFFERENCE



THE SINGING MACHINE
 THE LEADER IN HOME KARAOKE™
 68862

QUIPLES......
 1. I COULD POUND MY FIST ON MY KNEE AND SAY "I'M A KARAOKE SINGER."
 2. IF YOU LOVE TO SING, YOU SHOULD BE A KARAOKE SINGER.
 3. 41% OF THE PEOPLE WHO BUY KARAOKE MACHINES BUY THEM FOR THEMSELVES.
 4. I'LL GET SOME NEW FRIENDS WHEN I START SINGING.
 5. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 6. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 7. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 8. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 9. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 10. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 11. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.
 12. I'VE BEEN THE PARTNER WITH THE KARAOKE MACHINE FOR YEARS.

THE
SINGING
MACHINE

CD+GRAPHICS
ON-SCREEN LYRICS

16 TRACKS **IT TAKES TWO: THE DUETS COLLECTION**



• FROM THE MOTOWN
MASTER TAPES
ORIGINAL ARTISTS
ORIGINAL TRACKS
• CD+GRAPHICS
• ON-SCREEN LYRICS



ORIGINAL ARTIST HARBORE

MULTI-PLEX WITH LEAD VOCALS

- 1 IT TAKES TWO MARVIN GAYE & TAMMI TERRELL
- 2 IF I COULD BUILD MY WHOLE WORLD AROUND YOU MARVIN GAYE & TAMMI TERRELL
- 3 IF THIS WORLD WERE MINE MARVIN GAYE & TAMMI TERRELL
- 4 I'M GONNA MAKE YOU LOVE ME MARVIN GAYE & TAMMI TERRELL
- 5 I'LL TRY SOMETHING NEW DIANA ROSS & THE SUPREMES AND THE TEMPTATIONS
- 6 DON'T LOOK ANY FURTHER DIANA ROSS & THE SUPREMES AND THE TEMPTATIONS
- 7 WHAT'S THE MATTER WITH YOU DEANIS EDWARDS FEATURING SEIDAM BARRETT
- 8 WITH YOU I'M BORN AGAIN BILLY PRESTON & SYREETA

STEREO: WITHOUT LEAD VOCALS

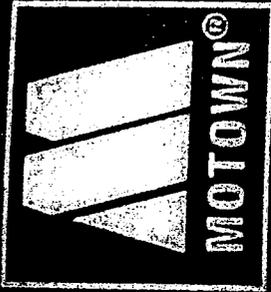
- 9 IT TAKES TWO
- 10 IF I COULD BUILD MY WHOLE WORLD AROUND YOU
- 11 IF THIS WORLD WERE MINE
- 12 I'M GONNA MAKE YOU LOVE ME
- 13 I'LL TRY SOMETHING NEW
- 14 DON'T LOOK ANY FURTHER
- 15 WHAT'S THE MATTER WITH YOU BABY
- 16 WITH YOU I'M BORN AGAIN

www.singinmachine.com • American Stock Exchange Symbol: SMO • THE LEADER IN HOME KARAOKE



68662

ORIGINAL ARTIST™ KARAOKE



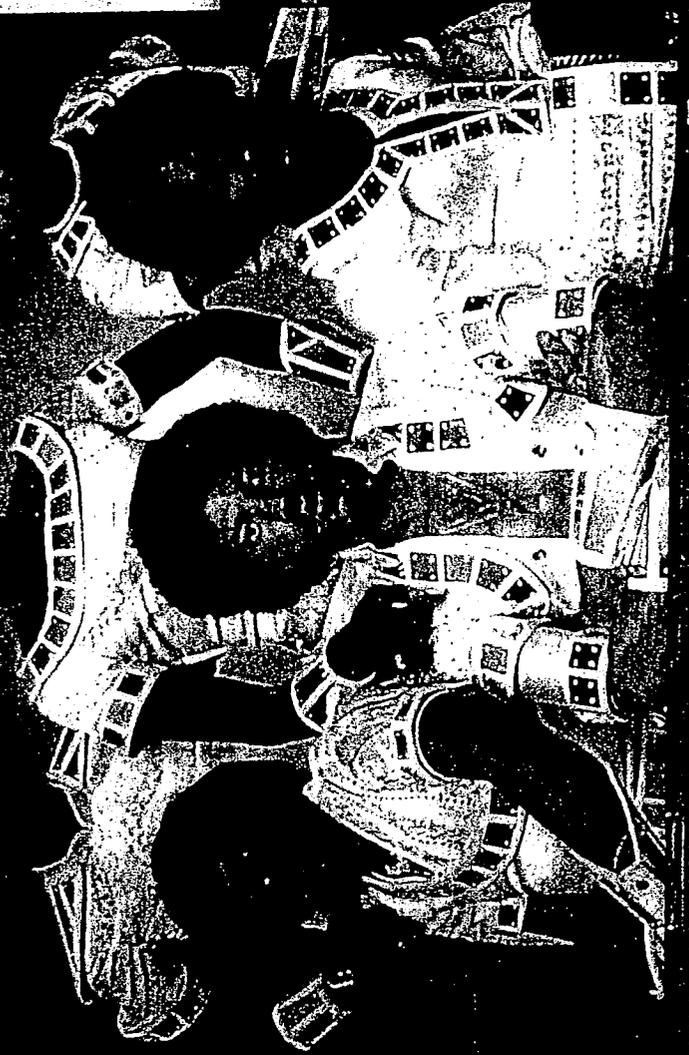
Easy

Vol. 13

- 16 Tracks
- CD + Graphics
- On Screen Lyrics



THE SINGING MACHINE



K A R A O K E

G8863

MOTOWN ORIGINAL ARTIST KARAOKE HAS ARRIVED!

Original Artist Karaoke™ IM means just what it says: The original master recordings remixed and mastered for Karaoke and Motown enthusiasts worldwide.

Never in history has such a Karaoke product been available. The Singing Machine Company, Inc. in partnership with Motown Records and Universal Music Enterprises, has produced an unprecedented line of Karaoke recordings. Now you can perform with the actual versions of the great Motown songs that have been listening to and loving for more than 45 years.

These special discs come with two versions of every song: the Vocal (VOC) version has the original lead vocals of the famous Motown hit recordings, from Motown's White-Remastered Artists. The Instrumental (INST) version is the same recording, in stereo, without the lead vocal.

Using the Vocal (VOC) version with The Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "My Girl," with David Ruffin as your "Guide Vocal," coach, or "Dancing in the Street" with Martha Reeves showing you the right melody. Then, when you're ready to jump in and sing it yourself, their lead vocal will magically disappear and the original Motown backing music, the vocal (VOC) version has the original lead singer on the right channel and lead vocal and accompaniment tracks.

The Motown Original Artist Karaoke™ IM series will contain 18 Titles, with 144 of the world's most beloved songs - a true American treasure for Karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

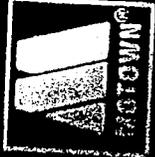
Check out these and other titles available from The Singing Machine at www.singingmachine.com



K A R A O K E



MOTOWN ORIGINAL ARTIST KARAOKE™
Easy Vocals



FROM THE MOTOWN MASTER TAPES ORIGINAL ARTISTS • CD + GUITAR • BY STEVEN LEE



THE SINGING MACHINE COMPANY
10000 W. 16TH AVENUE
DENVER, CO 80202
1-800-877-8777
WWW.SINGINGMACHINE.COM

- 100% ORIGINAL ARTIST KARAOKE™**
- 1 I'VE GOT A FEELING THE TEMPLERS
 - 2 I WASH IT YOURS ROSE ROBERTSON
 - 3 I'VE GOT THE FEELING THE TEMPLERS
 - 4 I'VE GOT THE FEELING THE TEMPLERS
 - 5 I'VE GOT THE FEELING THE TEMPLERS
 - 6 I'VE GOT THE FEELING THE TEMPLERS
 - 7 I'VE GOT THE FEELING THE TEMPLERS
 - 8 I'VE GOT THE FEELING THE TEMPLERS
 - 9 I'VE GOT THE FEELING THE TEMPLERS
 - 10 I'VE GOT THE FEELING THE TEMPLERS
 - 11 I'VE GOT THE FEELING THE TEMPLERS
 - 12 I'VE GOT THE FEELING THE TEMPLERS
 - 13 I'VE GOT THE FEELING THE TEMPLERS
 - 14 I'VE GOT THE FEELING THE TEMPLERS
 - 15 I'VE GOT THE FEELING THE TEMPLERS
 - 16 I'VE GOT THE FEELING THE TEMPLERS
 - 17 I'VE GOT THE FEELING THE TEMPLERS
 - 18 I'VE GOT THE FEELING THE TEMPLERS

THE
SINGERS
MACHINE

10 SINGERS
OF SINGERS

10 TRACKS

Easy Vol. 13

1. Come And Get These Memories (M. J. Kelly)

2. You Can't Run From The Sun (M. J. Kelly)

3. I Wish I Could Be Like You (M. J. Kelly)

4. My Heart Is In The Saddle (M. J. Kelly)

5. My Heart Is In The Saddle (M. J. Kelly)

6. I've Got A Good Woman (M. J. Kelly)

7. Easy (M. J. Kelly)

8. The Busy Business About My Baby (M. J. Kelly)

9. Come And Get These Memories (M. J. Kelly)

10. You Can't Run From The Sun (M. J. Kelly)

11. I Wish I Could Be Like You (M. J. Kelly)

12. My Heart Is In The Saddle (M. J. Kelly)

13. My Heart Is In The Saddle (M. J. Kelly)

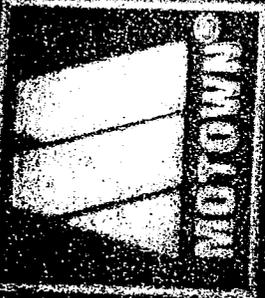
14. I've Got A Good Woman (M. J. Kelly)

15. Easy (M. J. Kelly)

16. The Busy Business About My Baby (M. J. Kelly)

THE SINGERS MACHINE
10 SINGERS OF SINGERS
10 TRACKS
Easy Vol. 13
1. Come And Get These Memories (M. J. Kelly)
2. You Can't Run From The Sun (M. J. Kelly)
3. I Wish I Could Be Like You (M. J. Kelly)
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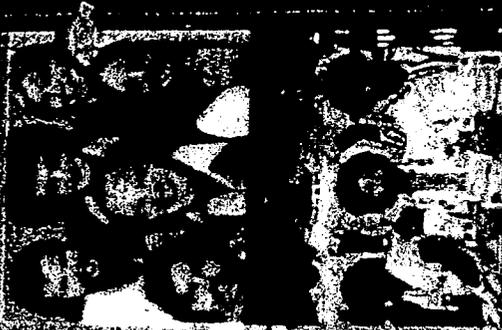
ORIGINAL ARTIST KARAOKE™



I Just Want To Celebrate

Vol. 14

- 18 Tracks
- CD + Graphics
- On Screen Lyrics



THE SINGING
MACHINE

KARAOKE

THE
SINGING
MACHINE

CD GRAPHICS
ON SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE

I Just Want to Celebrate Vol. 14



• FRENCH LYRICS
• INSTRUMENTALS
• ORIGINAL ARTISTS
• CD GRAPHICS
• CD SPEECHES

MULTIPLEX WITH LEAD VOCALS

- 9 I Just Want to Celebrate *Barry Gibb*
- 10 Love Hangover *Dwight Foy*
- 11 Hitch Hike *Marvin Gaye*
- 12 For Once in My Life *Stevie Wonder*
- 13 The Happening *The Supremes*
- 14 Still Water (Love) *Paul Taylor*
- 15 It's a Shame *The Supremes*
- 16 Three Times A Lady *The Supremes*

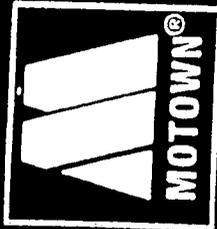
STEREO WITHOUT LEAD VOCALS

- 9 I Just Want to Celebrate
- 10 Love Hangover
- 11 Hitch Hike
- 12 For Once in My Life
- 13 The Happening
- 14 Still Water (Love)
- 15 It's a Shame
- 16 Three Times A Lady

Exchange Symbol 5M0 • THE LEADER IN MUSIC MATTER



ORIGINAL ARTIST KARAOKE™



- 16 Tracks
- CD + Graphics
- On Screen Lyrics



THE
SINGING
MOTOWN

K A R A O K E

MOTOWN ORIGINAL ARTIST KARAOKE HAS ARRIVED!

Original Artist Karaoke™ means just what it says: The original master recordings remastered for karaoke and Motown enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machine Company, Inc., in partnership with Motown Records and Universal Music Enterprises, has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs we've all been listening to and loving for more than 45 years.

These special discs come with two versions of every song: the Vocal (MPX) version has the original lead vocals of the famous smash hit recordings, from Motown's World-Renowned Artists. The Instrumental (INSTY) version is the same recording, but without the lead vocal.

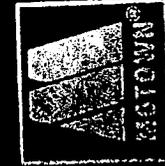
Using the Vocal (MPX) version with The Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "My Girl" with David Ruffin as your "Guide Vocal" coach. Or "Dancing in the Street" with Martha Reeves showing you the right melody. Then when you're ready to jump in and sing it yourself, their lead vocal will magically disappear and you'll be singing in a traditional home stereo. The Vocal (MPX) version has the original lead singer on the right channel and the original Motown backing music on the left channel. You can use your "Balance" control to adjust the levels of both the lead vocal and accompaniment tracks.

The Motown Original Artist Karaoke™ series will contain 16 Titles, with 144 of the world's most beloved songs - a true American treasure for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

Check out these and other titles available from The Singing Machine at www.singingsmachine.com



K A R A O K E



ORIGINAL ARTIST KARAOKE Super Fidelity Vol. 16

FROM THE MOTOWN
MASTER TAPES
ORIGINAL ARTIST
RECORDINGS



THE LEADER IN
HOME KARAOKE
68888

MULTIPLE TRACKS WITH LEAD VOCALS

- 1 THE CORNER GET DOWN
- 2 WHAT'S GOING ON
- 3 YOU'RE A GOOD FRIEND
- 4 DO YOU LOVE ME
- 5 YOU'RE THE ONE
- 6 REASON OUT
- 7 TOUCH (RECORDED BY THE ORIGINAL ARTIST)
- 8 SUPER FREAK

STEREO: WITHOUT LEAD VOCALS

- 9 THE CORNER GET DOWN
- 10 YOU'RE THE ONE
- 11 WHAT'S GOING ON
- 12 DO YOU LOVE ME
- 13 YOU'RE A GOOD FRIEND
- 14 REASON OUT
- 15 TOUCH (RECORDED BY THE ORIGINAL ARTIST)
- 16 SUPER FREAK

© 1988 SINGING MACHINE COMPANY

MADE IN U.S.A.

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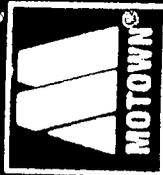
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ORIGINAL ARTIST KARAOKE™



Endless Love

Vol. 17

- 16 Tracks
- CD + Graphics
- On Screen Lyrics



THE SINGING MACHINE

K A R A O K E

Original Artist Karaoke™ means just what it says: The original master recordings (removed are mastered for Karaoke and Modern Enthusiast's endorsement).

None in history has such a Karaoke product been available. The Singing Machine Company, Inc. in partnership with Motown Records and Universal Music Enterprises, has produced an unprecedented line of Karaoke recordings that you can perform with the actual versions of the great Motown songs we've all been listening to and enjoying for more than 45 years.

These special discs come with two versions of every song: the Vocal (MPX) version has the original lead vocals of the famous smash hit recordings, from Motown's Bird-Revolution Artists. The Instrumental (MST) version is the same recording in stereo, without the lead vocal.

Using the Vocal (MPX) version with The Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "My Girl" with David Ruffin as your "Auto Vocal" coach. Or "Dancing in the Street" with Martha Reeves showing you the right melody. Then when you're ready to jump in and sing it yourself, their lead vocal will magically disappear and the original Motown backing musicians will take over. The Vocal (MPX) version has the original lead singer on the right channel and lead vocal and accompaniment tracks on the left channel. You can use your "Balance" control to adjust the levels of both the

The Motown Original Artist Karaoke™ discs will contain 16 Titles, with 144 of the world's most beloved songs - a true American treasure for Karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and Sing on!

Check out these and other titles available from The Singing Machine at www.singingmachine.com



K A R A O K E

ORIGINAL ARTIST
KARAOKE
Engineered by Vol. 17

MULTIPLE LEAD VOCALS
 1. PRESS DOWN ON THE LEFT SIDE OF THE CD TO REVERSE THE LEAD VOCALS
 2. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 3. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 4. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 5. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 6. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 7. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 8. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 9. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 10. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 11. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 12. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS

SINGERS WITHOUT LEAD VOCALS
 1. PRESS DOWN ON THE LEFT SIDE OF THE CD TO REVERSE THE LEAD VOCALS
 2. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 3. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 4. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
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 11. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS
 12. HOLD ANY OF THE KEYS DOWN TO REVERSE THE LEAD VOCALS

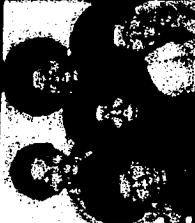
ORIGINAL ARTIST™ KARAOKE



Motown Christmas Classics

Vol. 18

- 16 Tracks
- CD + Graphics
- On Screen Lyrics



THE SINGING MACHINE

K A R A O K E

GAUGE

MOTOWN ORIGINAL ARTIST KARAOKE HAS ARRIVED!

Original Artist Karaoke™ means just what it says: the original master recordings remixed for karaoke and Motown enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machine Company, Inc. in partnership with Motown Records and Universal Music Enterprises has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs we've all been listening to and loving for more than 45 years.

These special discs come with two versions of every song: the Vocal (MP3) version has the original lead vocals of the famous smash hit recordings from Motown's World-Renowned Artists. The Instrumental (MP3) version is the same recording, in stereo, without the lead vocal.

Using the Vocal (MP3) version with The Singing Machine's "Auto Voice Control" technology, you will be able to rehearse, for example, "My Girl," with David Ruffin as your "Cruise Vocal" coach. Or "Dancing in the Streets" with Marita Reeves showing you the right melody. Then, when you're ready to jump in and sing it yourself, just turn the lead vocal track off and the original Motown backing music on the left channel. You can use your "Balance" control to adjust the levels of both the lead vocal and accompaniment tracks.

The Motown Original Artist Karaoke™ series will contain 18 Titles, with 144 of the world's most-loved songs - a true American treasure for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

Check out these and other titles available from The Singing Machine at www.singingmachine.com



K A R A O K E



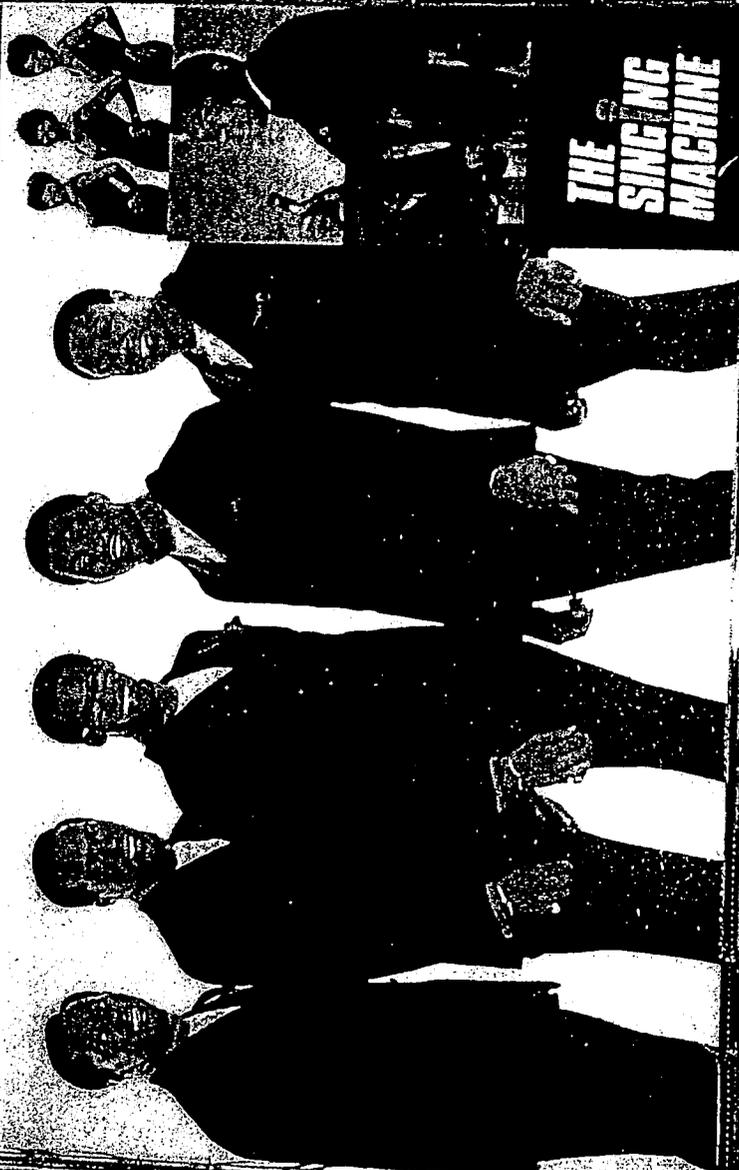
MULTIPLE TRACK LEAD VOCALS
 1. REPRODUCE THE ORIGINAL RECORDING WITH THE ORIGINAL LEAD VOCAL TRACKS TO YOUR CHOICE TO REHEARSE OR TO SING ALONG WITH THE ORIGINAL LEAD VOCALS.
 2. BY REMOVING THE LEAD VOCAL TRACKS, YOU CAN REHEARSE THE INSTRUMENTAL TRACKS AND SING YOUR OWN LEAD VOCALS.
 3. BY REMOVING THE LEAD VOCAL TRACKS AND THE INSTRUMENTAL TRACKS, YOU CAN REHEARSE THE INSTRUMENTAL TRACKS AND SING YOUR OWN LEAD VOCALS AND ACCOMPANIMENT TRACKS.

STEREO: 2 TRACKS / 2 LEAD VOCALS
 1. REPRODUCE THE ORIGINAL RECORDING WITH THE ORIGINAL LEAD VOCAL TRACKS TO YOUR CHOICE TO REHEARSE OR TO SING ALONG WITH THE ORIGINAL LEAD VOCALS.
 2. BY REMOVING THE LEAD VOCAL TRACKS, YOU CAN REHEARSE THE INSTRUMENTAL TRACKS AND SING YOUR OWN LEAD VOCALS.
 3. BY REMOVING THE LEAD VOCAL TRACKS AND THE INSTRUMENTAL TRACKS, YOU CAN REHEARSE THE INSTRUMENTAL TRACKS AND SING YOUR OWN LEAD VOCALS AND ACCOMPANIMENT TRACKS.

MOTOWN MASTER RECORDINGS

ORIGINAL CAST RECORDINGS

MY GIRL



THE
SINGING
MACHINE

THE ORIGINAL CAST RECORDINGS OF
MY GIRL

MOTOWN ORIGINAL ARTIST KARAOKE HAS ARRIVED!

Original Artist Karaoke means just what it says: the original master recordings, remixed and remastered for karaoke and sold to you with no artist's name on the cover.

Never in history has such a trade product been available. The Singing Machine Company, Inc., in partnership with Motown Records and Universal Music Enterprises has produced an unprecedented line of Karaoke recordings. Now, you can perform with the actual versions of the great Motown songs we've all been dreaming to and longing for more than 45 years.

These special discs come with two versions of every song: the Vocal (MPX) version has the original lead vocal of the famous smash hit recordings from Motown's World-Renowned Artists. The Instrumental (I) version is the same recording in stereo, without the lead vocal.

Using the Vocal (MPX) version with the Singing Machine's "Auto-Voice-Control" technology you will be able to rehearse, for example, "My Girl" with David Ruffin as your "Guide Vocal" coach or dancing in "The Street" with Martha Reeves showing you the right melody. Then, when you're ready to perform, just sing your own lead vocal with magical effects appear, and yours comes in. On a traditional home stereo, the Vocal (MPX) version has the original lead singer on the right channel and the original Motown backing music on the left channel. You can use your "Balance" control to adjust the levels of both the lead vocal and accompaniment tracks.

The Motown Original Artist Karaoke series will contain 128 titles, with 128 of the world's most beloved songs - a true American treasure for Karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

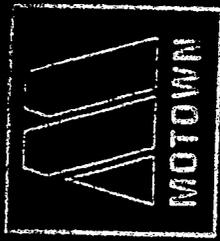
CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE AT:

WWW.SINGINGMACHINE.COM



K A R A O K E

EXH



FROM THE MOTOWN
MASTER TAPES
ORIGINAL ARTISTS
ORIGINAL TRACKS
CD + GRAPHICS
OR SCREEN LYRICS



ORIGINAL ARTIST KARAOKE

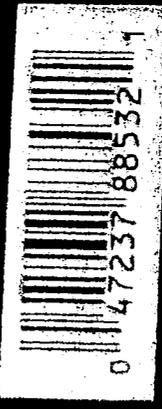
MY GIRL

CD + GRAPHICS
OR SCREEN LYRICS
16 TRACKS

© 2001 by The Singing Machine Company, Inc., 8517 Union Road, Suite 1-7, Roseland, NJ 07068.
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MOTOWN MASTER RECORDINGS

- FROM THE MOTOWN
MASTER TAPES
- ORIGINAL ARTISTS,
ORIGINAL TRACKS
- CD+GRAPHICS
- ON-SCREEN LYRICS

ORIGINAL MOTOWN
LET'S GET IT ON



THE
SINGING
MACHINE

K
A
R
A
O
K

MOTOWN ORIGINAL ARTIST KARAOKE™ HAS ARRIVED!

Original Artist Karaoke™ means just what it says: the original, master recordings, remixed and remastered for karaoke and Motown enthusiasts worldwide.

Never in history has such a karaoke product been available. The Singing Machine Company, in partnership with Motown Records and Universal Music Enterprises, has produced an unprecedented line of karaoke recordings. Now you can perform with the actual versions of the great Motown songs we've all been listening to and loving for more than 45 years.

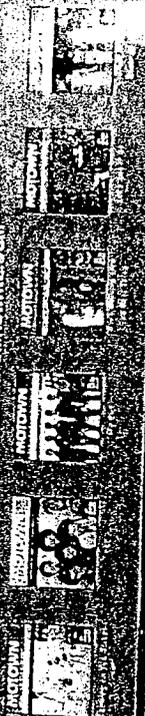
These special discs come with two versions of every song: the Vocal (V) version, less the singing lead (vocals) of the famous "smash" hit recording, and the Instrumental (I/STR) version of the same recording, in stereo, without the lead vocal.

Using the Vocal (V) version with the Singing Machine's Auto-Vocal Coaching technology, you will be able to rehearse, for example, "My Girl" with David Ruffin as your virtual coach. Or "Dancing in the Streets" with Martha Reeves, showing you the right melody, lyrics and how ready to jump in and sing it yourself. Their lead vocal will magically disappear and you'll be in traditional home stereo. The Vocal (V) version has the original lead singer and the instrumental (I/STR) version has the original Motown backing music on the left channel. You can also enjoy "Balance" between the two levels of both the lead vocal and accompaniment tracks.

The Motown Original Artist Karaoke™ series will contain 16 discs, with 120 top hits, which most beloved songs - a true American treasure for karaoke and general music lovers of all ages and musical tastes. Collect the entire series, and sing on!

CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE™

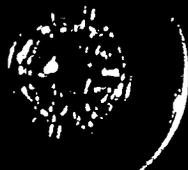
WWW.SINGINGMACHINE.COM



K A R A O K E



ORIGINAL ARTIST
KARAOKE™
LET'S GET IT ON



MULTI TRACK WITH LEAD VOCALS

1 LETS GET IT ON
2 I WANTS THE GIRL NEXT DOOR
3 TICKETS ANYWAY
4 THIS OLD TIME
5 THE WAY YOU DO THE THINGS YOU DO
6 I WANT YOU BACK

STEREO WITHOUT LEAD VOCALS

7 LETS GET IT ON
8 I WANTS THE GIRL NEXT DOOR
9 TICKETS ANYWAY
10 THIS OLD TIME
11 THE WAY YOU DO THE THINGS YOU DO
12 I WANT YOU BACK

THE LEADERS IN
MUSIC KARAOKE

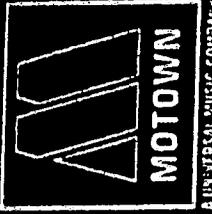
8855

THE SINGING MACHINE

CD + GRAPHICS
ON-SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE



FROM THE MOTOWN
MASTER TAPES
ORIGINAL ARTISTS
ORIGINAL TRACKS
CD + GRAPHICS
ON-SCREEN LYRICS

MULTIPLEX - WITH LEAD VOCALS

1. I Wanna Be Like You **MARVIN GAYE**
2. I Wanna Be Like You **FOUR TOPS**
3. I Wanna Be Like You **JACKSON 5**
4. I Wanna Be Like You **THE MIRACLES**
5. I Wanna Be Like You **THE SUPREMES**
6. I Wanna Be Like You **ISLEY BROTHERS**
7. I Wanna Be Like You **THE TEMPTATIONS**
8. I Wanna Be Like You **EDWIN STARR**

STEREO - WITHOUT LEAD VOCALS

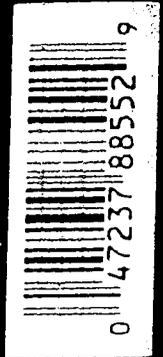
9. I Wanna Be Like You
10. I Wanna Be Like You
11. I Wanna Be Like You
12. I Wanna Be Like You
13. I Wanna Be Like You
14. I Wanna Be Like You
15. I Wanna Be Like You
16. I Wanna Be Like You

www.singingsmachine.com • American Stock Exchange Symbol: SMO • THE LEADER IN HOME KARAOKE

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MOTOWN MASTER RECORDINGS CITYLL PRVIST HARAOHE



THE
GREAT
MUSIC

THE
GREAT
MUSIC

THE SINGING MACHINE

CD+GRAPHICS
ON-SCREEN LYRICS
16 TRACKS



ORIGINAL ARTIST KARAOKE



MOTOWN

© Universal Music Company

- FROM THE MOTOWN MASTER TAPES
- ORIGINAL ARTISTS ORIGINAL TRACKS
- CD+GRAPHICS
- ON-SCREEN LYRICS

MULTIPLY: WITH LEAD VOCALS

1. I Wanna Dance with Somebody **MARTINA & THE ANGELS**
2. I Wanna Take You Home **JACKSON 5**
3. I Wanna Take You Home **FOUR TOPS**
4. I Wanna Take You Home **THE ORIGINALS**
5. I Wanna Take You Home **THE SUPREMACIES**
6. I Wanna Take You Home **THE MARQUETTES**
7. I Wanna Take You Home **THE JACOBS**
8. I Wanna Take You Home **THE BRITTS**

STEREO: WITHOUT LEAD VOCALS

9. I Wanna Take You Home
10. I Wanna Take You Home
11. I Wanna Take You Home
12. I Wanna Take You Home
13. I Wanna Take You Home
14. I Wanna Take You Home
15. I Wanna Take You Home
16. I Wanna Take You Home

www.singingmachine.com • American Book Exchange Symbol 510 • THE LEADER IN HOME KARAOKE

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UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.
EXHIBIT P
TO DECLARATION OF WILLIAM WADDELL

EXHIBIT P
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.
EXHIBIT Q
TO DECLARATION OF WILLIAM WADDELL

XBOX

EXHIBIT

12

LIVE ONLINE ENABLED

Chain o' chain o' main

Don't kn

come

EV o'

INCLUDES
10 MOTOWN
CLASSICS



h o' Girls ju

Hey o' Jem

Karaoke Revolution

TRY
OUT

XBOX
LIVE



Game Experiences May
Change During Online Play

MICROPHONE
INCLUDED

KONAMI

EXHIBIT
13
7-11-11

LIVE ONLINE ENABLED

Chain

Don't kn

EV

Gina

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n • me ar you O •

Karaoke Revolution

INCLUDES
10 MOTOWN
CLASSICS!



EVERYONE
E
ESRB

HEADSET
MICROPHONE
REQUIRED
(Not Included)

Game Experience May
Change During Online Play

KONAMI

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT R

TO DECLARATION OF WILLIAM WADDELL

EXHIBIT R
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.
EXHIBIT S
TO DECLARATION OF WILLIAM WADDELL

hit clips DISCS



WARNING

CHOKING HAZARD- Small parts.
Not for children under 3 years.

MUSIC MULTI PACK

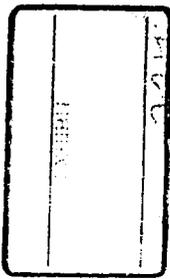
ADVANCED
DISC FORMAY

ADVANCED MICRO MUSIC DISCS
FOR ALL HITCLIPS DISC PLAYERS!

NOW with
up to **twice**
the **music!**

Motown
3 P...

AGES 5+



MUSIC MULTI PACK

ADVANCED DISC FORMAT

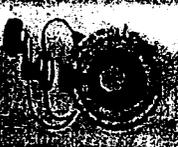
HITCLIPS Micro Music Discs are the stylish way to play today's hottest music!

- 3-pack gives you more music that features more artists!
- Sizzing new players designed to match your lifestyle!

Collect all of these hot HITCLIPS Discs!

- Michelle Branch "Breathe"
- Madonna "Hollywood"
- Nicki Cleary "123"
- Michelle Branch "Are You Happy Now?"
- James Brown "I Feel Good"

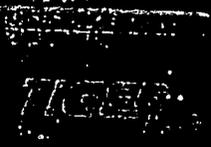
COLLECT THEM ALL!



PERSONAL PLAYER



DELUXE PERSONAL PLAYER



UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT T

TO DECLARATION OF WILLIAM WADDELL



NEW!

TURBO tooth tunes

Enhanced with
**IMPROVED
SOUND
TECHNOLOGY!**

Press button.
Start brushing
after beep.

Sound
vibrations
stream from
the bristles
through your
teeth - so you
hear the
music in
your head!

"I recommend TOOTH TUNES toothbrush I've seen that you brush for 2 minutes. Plus, it encourages better brushing."

- Dr. Ed McLaren, D.D.S.,
UCLA School of Dentistry

Introduce your kids to
classic Motown hits
with "Motown for Kids"



UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT U

TO DECLARATION OF WILLIAM WADDELL



*Custom Board Games
Creative Promotions*

January 23, 2006

Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

RE: Motownopoly, Project No. 2003-00046-MFG

4th Quarter Licensing Report – 2005

Sales

Licensing @

Report submitted by Heidi Hagedorn.

A handwritten signature in cursive script that reads "Heidi Hagedorn".

REDACTED

3000 Robertson Avenue • Cincinnati, Ohio 45209
phone 513 531-4400 • fax 513 458-8484
web www.lateforthesky.com

UMG 00106
CONFIDENTIAL



Custom Board Games
Creative Promotions

October 25, 2005

Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

RE: Motownopoly, Project No. 2003-00046-MFG

3rd Quarter Licensing Report – 2005

Sales \$

Licensing @ \$

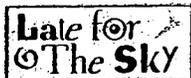
Report submitted by Heidi Hagedorn.

REDACTED

3000 Robertson Avenue • Cincinnati, Ohio 45209
phone 513 531-4400 • fax 513 458-8484 • sales 800 422-3434
web www.lateforthesky.com

**UMG 00108
CONFIDENTIAL**

EXHIBIT U PAGE 073



3000 Robertson Avenue
Cincinnati, Ohio 45209
13 531-4400 • 800 492-3434
fax 513 458-8484
www.lateforthesky.com

April 30, 2004

Mr. Ramin Doustdar
Vice President
Stronghold Group
8484 Wilshire Blvd., Suite 425
Beverly Hills, CA 90211

RE: Motownopoly, Project No. 2003-00046-MFG

1st Quarter Licensing Report – 2004

Sales

Licensing @

Balance of Advance

Balance Due

Report submitted by Heidi Hagedorn.

REDACTED

**UMG 00123
CONFIDENTIAL**



8484 Wilshire Boulevard, Suite 425 Beverly Hills, CA 90211 - Phone 323.951.1890 - Fax 323.951.1891

July 9, 2003

Ashley Culp
Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

Dear Ashley,

Enclosed is your Q2 2003 check from The Singing Machine Company Inc. for the Motown program. We have also enclosed the accompanying detailed royalty statement, which shows the amount that should be remitted back to The Stronghold Group for our commission and approved expense reimbursement.

Please let me know if you have any questions.

Respectfully,

Andrew Richmond

Cc: Ray Doustdar

UMG 00100
CONFIDENTIAL

THE RESULTS GROUP

5848 West Olympic Blvd., Suite 101 - Los Angeles, CA 90036 - Phone 310.283.7293 - Fax 270.568.7984

May 3, 2005

Paul Herskovitz
Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

Dear Paul,

Enclosed is the Royalty Statement and accompanying check from LATE FOR THE SKY for royalties for Q1 2005. If you could please process our commission of _____ and make payable to below or wire the funds, we would appreciate it.

The Results Group LLC
ATTN: Ray Doustdar
5848 West Olympic
Suite 101
Los Angeles, CA 90036

I hope all is well.

Thank you,



Ray Doustdar
President
The Results Group LLC

REDACTED

UMG 00110
CONFIDENTIAL

EXHIBIT U PAGE 076

July 30, 2004

Lori Froeling
Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

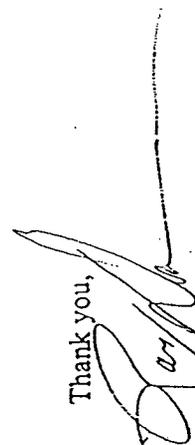
Dear Lori,

Per the email correspondence that was sent to you from Andy, enclosed is the royalty check from The Singing Machine for Q2 2004 in the amount of . If you could please process our commission of , and make payable to below, we would appreciate it.

The Results Group LLC
ATTN: Ray Doustdar
5848 West Olympic
Suite 101
Los Angeles, CA 90036

I hope all is well.

Thank you,



Ray Doustdar

REDACTED

UMG 00112
CONFIDENTIAL

THE RESULTS GROUP

5848 West Olympic Blvd., Suite 101 - Los Angeles, CA 90036 - Phone 310.283.7293 - Fax 270.568.7984

August 3, 2004

Lori Froeling
Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

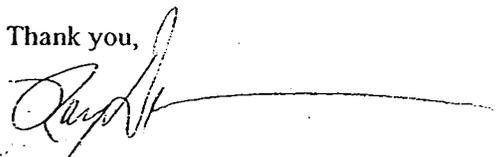
Dear Lori,

Enclosed is the Royalty Statement and accompanying check from LATE FOR THE SKY for royalties for Q2 2004. If you could please process our commission of _____, and make payable to below, we would appreciate it.

The Results Group LLC
ATTN: Ray Doustdar
5848 West Olympic
Suite 101
Los Angeles, CA 90036

I hope all is well.

Thank you,



Ray Doustdar
President
The Results Group LLC

REDACTED

**UMG 00115
CONFIDENTIAL**

EXHIBIT U PAGE 078

THE RESULTS GROUP

5848 West Olympic Blvd., Suite 101 - Los Angeles, CA 90036 - Phone 310.283.7293 - Fax 270.568.7984

June 2, 2004

Lori Froeling
Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404

RECEIVED

JUN 04 2004

LORI J. FROELING
LEGAL DEPARTMENT

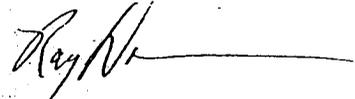
Dear Lori,

Enclosed is the royalty report and accompanying check from Late for the Sky for Q1 2004 Royalties. They have out earned the advance, and therefore from now on, will start generating royalties.

If you could please process our commission on this and send it to me per the enclosed Banking Instructions, I would appreciate it. The amount equals _____, which represents our commission rate.

Please let me know if you have any questions.

Thank you,



Ray Doustdar
President
The Results Group LLC

REDACTED

UMG 00121
CONFIDENTIAL

Copy of Inv

PAYABLE TO RESULTS GROUP, LLC:

PLEASE MAKE PAYMENT TO:
The Results Group, LLC
5848 West Olympic Blvd.
Suite 101
Los Angeles, CA 90036
ATTN: Ray Doudsjar

 THE STRONGHOLD GROUP
entertainment brand management

Quarterly Royalty Statements

Client: Motown/UME
Quarter: September - Q3
Fiscal Year: 2004

UMG 00082
CONFIDENTIAL

REVENUES:

LINE ITEM	PRODUCT	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL	PERCENTAGE	TOTAL TO CLIENT
1	Singing Machine		Karaoke • Royalties			
TOTALS:						

EXPENSES:

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL
TOTALS:			

TOTALS:

Total Commissions to Results Group	
Total Expenses to be reimbursed to Results Group	
TOTALS:	

REDACTED

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Doustdar



TOTAL TO BE PAID TO SHG:

CONFIDENTIAL
UMG 00083

Quarterly Royalty Statements

Client: Motown/UME
Quarter: March - Q1
Fiscal Year: 2004

REVENUES:

LICENSEE	PRODUCT	ADVANCE	TOTAL SHG COMPLETION	TOTAL	PERCENTAGE
Singing Machine	Karaoke - Royalties				
TOTAL REVENUE					

EXPENSES:

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION	EXPENSES	TOTAL EXPENSES
TOTAL EXPENSES				

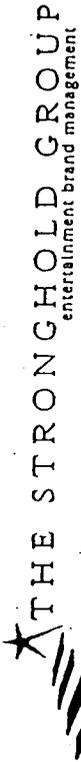
TOTALS:

Total Commissions to Stronghold	
Total Expenses to be reimbursed to Stronghold	\$0
TOTAL TO BE PAID TO STRONGHOLD	

Report Generated: 4/19/2004 11:34 AM

DR. 751.29064.000

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Dousidar



TOTAL TO BE PAID TO SHG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: Oct-Dec Q4
Fiscal Year: 2003

REVENUES:

PRODUCTION ADVANCE TOTAL SHG COMMISSION TOTAL CLIENT
Singing Machine. Karaoke - Royalties

TOTALS

EXPENSES:

EXPENSE TYPE APPROVAL DATE DESCRIPTION OF EXPENSES TOTAL EXPENSES

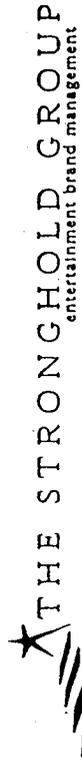
TOTALS

TOTALS:

Total Commissions to Stronghold
Total Expenses to be reimbursed to Stronghold

TOTAL TO BE PAID TO STRONGHOLD \$0

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Doustidar



TOTAL TO BE PAID TO SHG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: September - Q3
Fiscal Year: 2003

REVENUES:

PRODUCT ADVANCE / SINGING MACHINE TOTALS
Karaoke - Royalties

PRODUCT ADVANCE / SINGING MACHINE	TOTALS

EXPENSES:

APPROVAL FEE / REPRODUCTION EXPENSES	TOTAL EXPENSES

TOTALS:

Total Commissions to Stronghold	
Total Expenses to be reimbursed to Stronghold	\$0

Report Generated: 10/1/2003 11:31 AM

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UMG 00095
CONFIDENTIAL

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Doustdar

 THE STRONGHOLD GROUP
entertainment brand management

TOTAL TO BE PAID TO SHG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: June - Q2
Fiscal Year: 2003

REVENUES:

LICENSE FEE: Singing Machine
ADVANCE: Karaoke - Royalties
TOTAL TO CLIENT

TOTALS

EXPENSES:

EXPENSES: AFFILIATE SHARE OF EXPENSES
TOTALS

TOTALS:

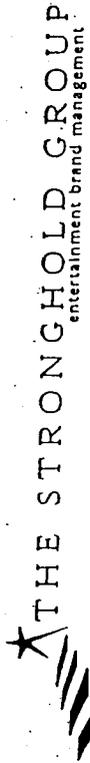
Total Commissions to Stronghold
Total Expenses to be reimbursed to Stronghold
TOTALS

Report Generated: 7/9/2003 4:52 PM

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UMG 00097
CONFIDENTIAL

PLEASE MAKE PAYMENT TO:
 Stronghold Group LLC
 8484 Wilshire Blvd. Suite 425
 Beverly Hills, CA 90211
 ATTN: Ray Doudsar



TOTAL TO BE PAID TO SHG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: Q1
Fiscal Year: 2003

REVENUES:

LICENSEE: The Singing Machine Company Inc. Karaoke Machine and CDGs
PRODUCT: ADVANCE
REPORTING PERIOD: SHG RATE TOTAL SHG COMMISSION TOTAL TO CLIENT

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL EXPENSES
TOTALS:			

EXPENSES:

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL EXPENSES
TOTALS:			

TOTALS:

Total Commissions to Stronghold
 Total Expenses to be reimbursed to Stronghold
 Total to be Paid to Stronghold Group LLC \$0

Report Generated: 2/11/03 12:05 PM

REDACTED

UMG 00103
 CONFIDENTIAL

PLEASE MAKE PAYMENT TO:
The Results Group LLC
5848 West Olympic, Suite 101
LA, CA 90036
ATTN: Ray Doustdar

THE RESULTS GROUP LLC

TOTAL TO BE PAID TO TRG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: Q1-2005
Fiscal Year: 2005

REVENUES:

LICENSEE	PROPERTY	ADVANCE	SIGNAL	TOTAL TRG COMMISSION	TOTAL TRG QUOTE
----------	----------	---------	--------	----------------------	-----------------

Late for the Sky
Royalties - Motownopoly

TOTALS

EXPENSES:

EXPENSE TYPE	APPROXIMATE	DESCRIPTION OF EXPENSES	TOTAL EXPENSES
--------------	-------------	-------------------------	----------------

TOTALS

TOTALS:

Total Commissions to The Results Group LLC
Total Expenses to be reimbursed to The Results Group LLC

UMG 00109
CONFIDENTIAL

Report Generated: 5/3/2005 9:22 AM

REDACTED

PLEASE MAKE PAYMENT TO:
 The Results Group LLC
 5848 West Olympic, Suite 101
 LA, CA 90036
 ATTN: Ray Dousidar

THE RESULTS GROUP LLC

TOTAL TO BE PAID TO TRG:

Quarterly Royalty Statements

Client: Motown/UME
 Quarter: Q2 - AMJ
 Fiscal Year: 2004

REVENUES:

LICENSEE	PRODUCT	ADVANCE	SHGRATE	TOTALSHG	COMMISSION	TOTAL TO CLIENT
Late for the Sky	Royalties - Motownopoly					
The Singing Machine	Royalties - Karaoke					

TOTALS \$

EXPENSES:

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL EXPENSES
--------------	---------------	-------------------------	----------------

TOTALS \$0

TOTALS:

Total Commissions to The Results Group LLC	
Total Expenses to be reimbursed to The Results Group LLC	\$0
Total to be Paid to The Results Group LLC	

Report Generated: 8/9/2004 1:42 PM

REDACTED

PLEASE MAKE PAYMENT TO:
The Results Group LLC
5848 West Olympic, Suite 101
LA, CA 90036
ATTN: Ray Dousidar

THE RESULTS GROUP LLC

TOTAL TO BE PAID TO TRG:

Quarterly Royalty Statements

Client: Motown/UME
Quarter: Q2 - AMJ
Fiscal Year: 2004

REVENUES:

LICENSEE	PRODUCT	APPROVAL DATE	ADVANCE	SHG RATE	TOTAL SHG COMMISSION	TOTAL ADVANCE	TOTAL ROYALTY
Late for the Sky	Royalties - Motownopoly						

TOTALS: \$0

EXPENSES:

EXPENSE TYPE	APPROVAL DATE	DESCRIPTION OF EXPENSES	TOTAL
--------------	---------------	-------------------------	-------

TOTALS: \$0

TOTALS:

Total Commissions to The Results Group LLC
Total Expenses to be reimbursed to The Results Group LLC

\$0

Report Generated: 8/3/2004 12:06 PM

REDACTED

PLEASE MAKE PAYMENT TO:
Stronghold Group, LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Doustdar

 **THE STRONGHOLD GROUP**
brand management
NOV 05 2002

TOTAL TO BE PAID TO SHG:

LORILL FROELING

Quarterly Royalty Statements

Client:

Motown/UME

Quarter:

Q4

Fiscal Year:

2002

RECEIVED

NOV 07 2002

D. CHRISTENSEN

REVENUES:

REVENUE ADVANCE - MOTOWN/UME - INITIAL PERIOD

Late for the Sky Inc.

Motown-opoly

EXPENSES:

EXPENSES - APPROXIMATE DESCRIPTION OF EXPENSES - TOTAL EXPENSES

DOT Graphics

9/18/2002 - Lori Froeling

Creation of mini style guide with new Motown logos and icons

TOTALS:

Total Commissions to Stronghold

Total Expenses to be reimbursed to Stronghold

Vendor 1095511

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Dousidar

 THE STRONGHOLD GROUP
entertainment brand management
NOV 05 2002

TOTAL TO BE PAID TO SHG:

LORLI FROELING

Quarterly Royalty Statement

Client:

Motown/UME

Quarter:

Q4

Fiscal Year:

2002

NOV 07 2002

D. CHURCHILL

REVENUES:

Late for the Sky Inc. Motown-opoly

Motown-opoly

EXPENSES:

DOT Graphics 9/18/2002 - Lorli Froeling Creation of mini style guide with new Motown logos and icons

PLEASE MAKE PAYMENT TO:
Stronghold Group LLC
8484 Wilshire Blvd, Suite 425
Beverly Hills, CA 90211
ATTN: Ray Dousidar

 THE STRONGHOLD GROUP
entertainment brand management
NOV 05 2002

TOTAL TO BE PAID TO SHG:

LORI FROELING

Quarterly Royalty Statement

Client:

Motown/UME

Quarter:

Q4

Fiscal Year:

2002

Prepared

NOV 07 2002

REVENUES:

D. CATERPILLAR

Late for the Sky Inc.

Motown-opoly

EXPENSES:

DOT Graphics

9/18/2002 - Lori Froeling

Creation of mini style guide with new Motown logos and icons

TOTALS:

Total Commissions to Stronghold

Total Expenses to be reimbursed to Stronghold

REDACTED

UMG 00133
CONFIDENTIAL
EXHIBIT U PAGE 091

Report Generated: 11/5/02 10:54 AM

Universal Music Group

1095511

Stronghold Group, LLC

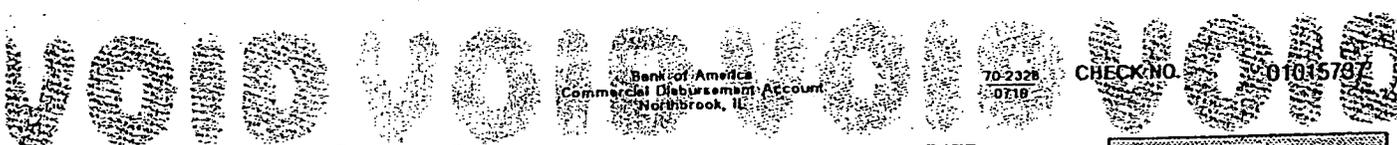
CHECK NO:
CHECK DATE:
Stub 1 of 1

1015737
06/01/03

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
MOT042903	04/29/03	APRIL 2003 LICENSING PROCEED			
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing



Bank of America
Commercial Disbursement Account
Northbrook, IL

70-2328
0218

CHECK NO. 01015737

Universal Music Group, Inc.

Pay on behalf of: UMG Recordings, Inc.
1625 S. Congress Ave
Delray Beach, FL 33445

DATE
05/01/03

AMOUNT
\$***

PAY

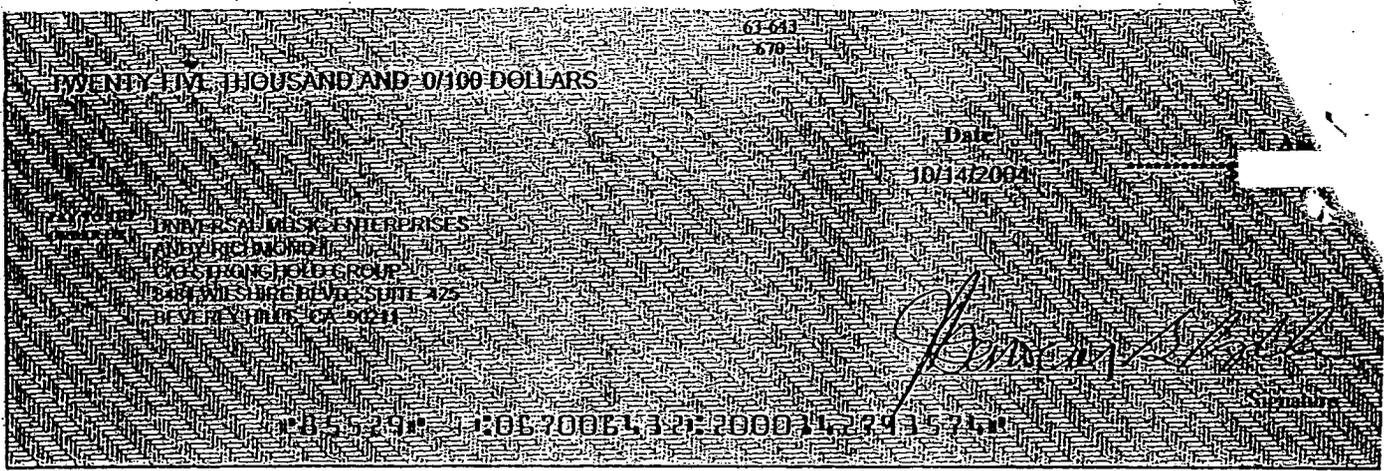
REDACTED

TO THE
ORDER OF

Stronghold Group, LLC
Attn: Ray Doustdar
8484 Wilshire Blvd, Ste 425
Beverly Hills, CA 90211

MNH

0001015737 01015737 01015737



VENDOR	30920	UNIVERSAL MUSIC ENTERPRISES	Check No	85529	
DATE	9/30/2004	INVOICE NUMBER	AMOUNT DUE	DISCOUNT TAKEN	NET AMOUNT DUE
		093004ROYALTY		0.00	
ACCT NO					
10/14/2004		TOTAL		0.00	

01000 cash to 751 29064 (100)

REDACTED

UMG 00081
CONFIDENTIAL

31 616

Universal Music Group

1095511

Stronghold Group, LLC

CHECK NO:
CHECK DATE:
Stub 1 of 1

1101876
01/22/04

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
SHGDEC03	01/21/04	Q4 2003 COMMISSION			
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing

VOID VOID VOID VOID VOID VOID VOID VOID VOID VOID VOID

Bank of America
Commercial Disbursement Account
Northbrook, IL 60062

CHECK NO. 1101876

DATE 01/22/04

AMOUNT \$

Universal Music Group, Inc.
Payable to: UMG Recordings, Inc.
P.O. Box 11756
Charlotte, NC 28234-1756

PAY

TO THE ORDER OF: Stronghold Group, LLC
Attn: Ray Doudstar
8484 Wilshire Blvd, Ste 425
Beverly Hills, CA 90211

MNH

REDACTED

⑈001101876⑈ ⑆071923284⑆ 7765201123⑈

Universal Music Group
 1095511 Stronghold Group, LLC

CHECK NO: 1049494
 CHECK DATE: 08/14/03
 Stub 1 of 1

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
MOT082003	08/13/03	07/2003 MOTOWN LIC. PROCEEDS			
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing

Bank of America
 Commercial Disbursement Account
 Northbrook, IL

70-2328
 0719

CHECK NO. 01049494

Universal Music Group, Inc.

Pay on behalf of: UMG Recordings, Inc.
 1625 S. Congress Ave
 Delray Beach, FL 33445

DATE
 08/14/03

AMOUNT
\$**

PAY

REDACTED

TO THE
 ORDER OF

Stronghold Group, LLC
 Attn: Ray Doustdar
 8484 Wilshire Blvd, Ste 425
 Beverly Hills CA 90211

MNH

UMG 00096
 CONFIDENTIAL

⑈001049494⑈ ⑆071923284⑆ 77652001123⑈

751.29064.000

The Singing Machine Co. Inc.
6601 Lyons Road Bldg A 7
Coconut Creek, FL 33073 USA

LaSalle Bank N.A.
135 South LaSalle Street
Chicago, IL 60603
3129047272

15433

70-2302
719

Date

7/8/2003

Amount

TAX TO THE
ORDY 2003
UNIVERSAL MUSIC ENTERPRISES
ANDY RICHMOND
C/O STRONGHOLD GROUP
8484 WESHIRE BLVD SUITE 425
BEVERLY HILLS, CA 90211



Signature

⑆15433⑆ ⑆071923022⑆ 5590043237⑆

VENDOR 30920 UNIVERSAL MUSIC ENTERPRISES

Check No 15433

6/30/2003 063003

0.00

ACCT NO

7/8/2003

TOTAL

0.00

REDACTED

UMG 00098
CONFIDENTIAL

Universal Music Group

1095511

Stronghold Group, LLC

CHECK NO:
CHECK DATE:
Stub 1 of 1

993062
03/04/03

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
MOT22603	02/26/03	FEB 2003 LICENSING PROCEEDS			
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing

VOID

Bank of America
Commercial Disbursement Account
Northbrook, IL

702320
0740

CHECK NO. 993062

Universal Music Group, Inc.
Pay on behalf of: UMG Recordings, Inc.
1625 S. Congress Ave.
Dorsey Beach, FL 33445

DATE
03/04/03

AMOUNT
\$

PAY

TO THE ORDER OF
Stronghold Group, LLC
Attn: Ray Doustdar
8484 Wilshire Blvd, Ste 425
Beverly Hills, CA 90211

MNH

REDACTED

UMG 00101
CONFIDENTIAL

THE SINGING MACHINE CO., INC.
30820

UNIVERSAL MUSIC ENTERPRISES

013987

012203 LICENSE 01/22/03 0.00 0.00

Code to

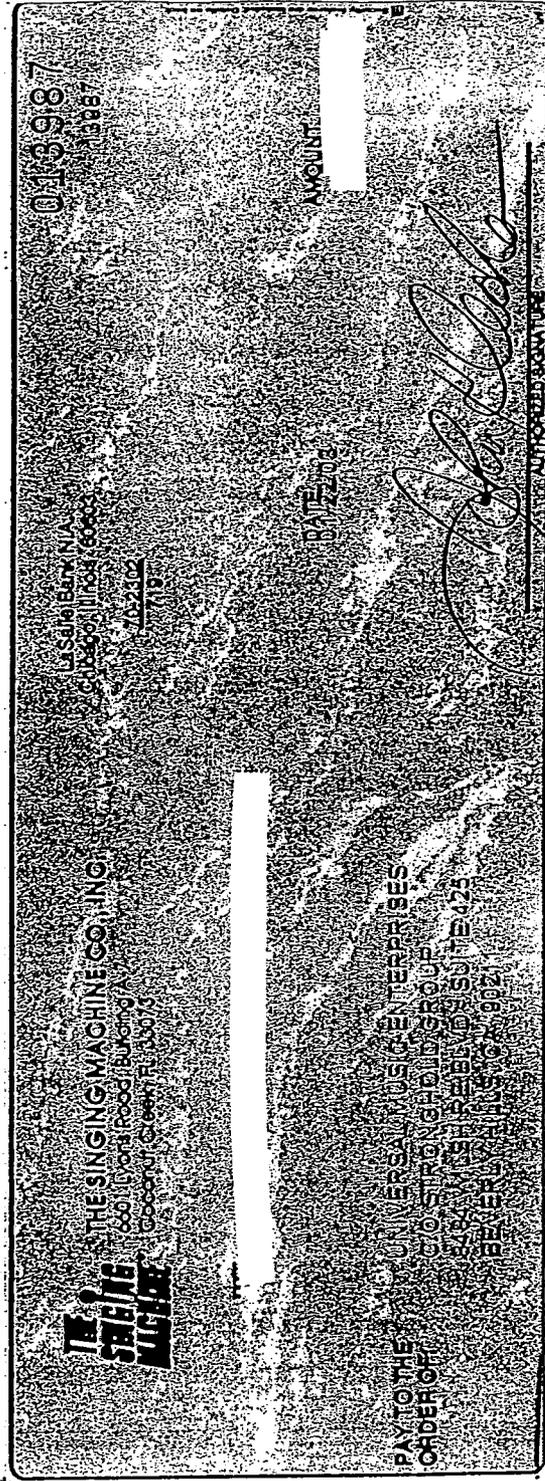
751.291664.000

(Acct: 10100-100)

Check Date 01/22/03

Total

\$25000



REDACTED

UMG 00104
CONFIDENTIAL

31202

LATE FOR THE SKY PRODUCTION CO.
3000 ROBERTSON AVENUE PH. 513-531-4400
CINCINNATI, OH 45209

KEY BANK NATIONAL ASSOCIATION
6-103-410

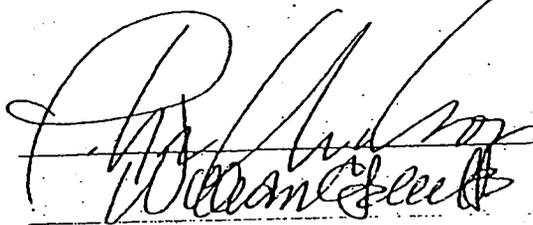
1/26/2006

PAY TO THE ORDER OF Universal Music Enterprises

\$

DOLLARS

Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404



MEMO

⑈031202⑈ ⑆041001039⑆ 359081057853⑈

LATE FOR THE SKY PRODUCTION CO.
Universal Music Enterprises
Date Type Reference
12/31/05 Bill

		1/26/2006	31202
Original Amt.	Balance Due	Discount	Payment
		Check Amount	

RECEIVED
JAN 31 2006
Cliff Van Koppenhagen
UMe Finance

102.0 Cash (Key Ba

REDACTED

UMG 00105
CONFIDENTIAL

30818

LATE FOR THE SKY PRODUCTION CO.
3000 ROBERTSON AVENUE PH. 513-531-4400
CINCINNATI, OH 45209

KEY BANK NATIONAL ASSOCIATION
6-103-410

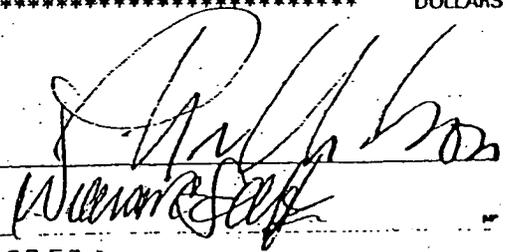
10/27/2005

PAY TO THE ORDER OF Universal Music Enterprises

\$ *

***** DOLLARS

Universal Music Enterprises
2220 Colorado Avenue
Santa Monica, CA 90404



AEMO

⑈030818⑈ ⑆041001039⑆ 359081057853⑈

LATE FOR THE SKY PRODUCTION CO.

Universal Music Enterprises
Date Type Reference
09/30/05 Bill

Original Amt.	Balance Due	10/27/2005 Discount	30818 Payment
			Check Amount

RECEIVED

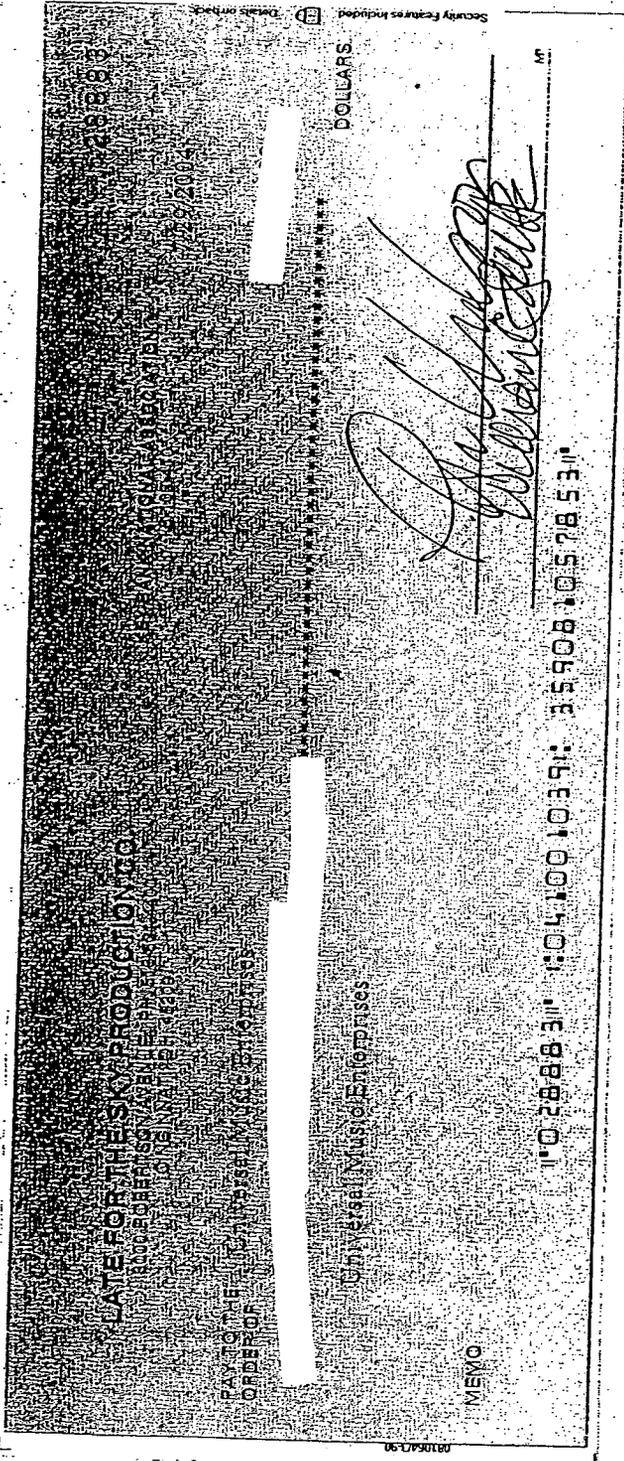
NOV 01 2005

Cliff Van Koppenhagen
UMe Finance

102.0 Cash (Key Ba

REDACTED

UMG 00107
CONFIDENTIAL



REDACTED

UMG 00116
CONFIDENTIAL

The Singing Machine Co., Inc.
6801 Lyons Road, Bldg. A-7
Coconut Creek, FL 33073 USA

7400 W. Camino Real
Boca Raton, FL 33433
9545454336

515645
670

PAY TO THE ORDER OF
UNIVERSAL MUSIC ENTERPRISES
ANDY RICHMOND
C/O STRONGHOLD GROUP
8484 WILSHIRE BLVD., SUITE 425
BEVERLY HILLS, CA 90211

Amount

Date
7/29/2004

[Handwritten Signature]
Signature

⑈85048⑈ ⑆067006432⑆ 2000142793574⑈

VENDOR	30920	UNIVERSAL MUSIC ENTERPRISES	Check No	85048
7/29/2004	072904		0.00	
ACCT NO				
7/29/2004		TOTAL	0.00	

code to: 751.29064000

REDACTED

UMG 00117
CONFIDENTIAL

Universal Music Group

1095511

Stronghold Group, LLC

CHECK NO:
CHECK DATE:
Stub 1 of 1

967535
12/16/02

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
10T121102	12/11/02	NOV 2002 LICENSING PROCEEDS			
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing

Bank of America
Commercial Disbursement Account
Northbrook, IL

70-2328
0718

CHECK NO. 00967535

Universal Music Group, Inc.

Pay on behalf of: UMG Recordings, Inc.
1625 S. Congress Ave
Delray Beach, FL 33445

DATE
12/16/02

AMOUNT
\$***

BY

REDACTED

THE
ORDER OF

Stronghold Group, LLC
Attn: Ray Doustdar
8484 Wilshire Blvd, Ste 425
Beverly Hills CA 90211

UMG 00124
CONFIDENTIAL

⑈000967535⑈ ⑆071923284⑆ 77652⑈01123⑈

EXHIBIT U PAGE 105

0810570-20

LATE FOR THE SKY PRODUCTION CO.
3000 ROBERTSON AVENUE PH. 513-531-4400
CINCINNATI, OH 45209

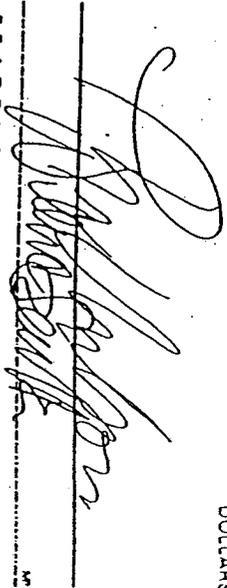
PAY TO THE ORDER OF Universal Music Enterprises

Universal Music Enterprises

MEMO

⑈025641⑈ ⑈042000013⑈

823186432⑈



USBANK
13-1-420

10/31/2002

25641

\$

DOLLARS

Security Features Included.  Details on back.

REDACTED

UMG 00127
CONFIDENTIAL

Universal Music Group

1095511

Stronghold Group, LLC

CHECK NO:

964506

CHECK DATE:

12/09/02

Stub 1 of 1

Invoice		Description	Gross	Discounts	Amount Paid
Number	Date				
MOT120302	12/03/02	NOV 2002 LICENSING PROCEEDS			
<p style="font-size: 2em; opacity: 0.5;">VOID</p>					
TOTALS:				0.00	

CUSTOMER SERVICE INQUIRIES: (877) 804-2230

Detach Before Cashing

VOID

Bank of America
Commercial Disbursement Account
Northbrook, IL

70-2328
0710

CHECK NO. 00964506

DATE 12/09/02

AMOUNT \$**

PAY

TO THE ORDER OF: Stronghold Group, LLC
Attn: Ray Doustdar
8484 Wilshire Blvd, Ste 425
Beverly Hills CA 90211

REDACTED

MNH

000001508 021922286 7765201123

UMG 00128
CONFIDENTIAL
EXHIBIT U PAGE 107

08/2/90180

LATE FOR THE SKY PRODUCTION CO.
3000 ROBERTSON AVENUE PH. 513-631-4400
CINCINNATI, OH 45209

USBANK
13-1-420

10/31/2002

25641

PAY TO THE ORDER OF Universal Music Enterprises

Universal Music Enterprises

\$ **

DOLLARS

MEMO

⑆025641⑆ ⑆042000013⑆

823185432⑆



MP

Security Features Included. Details on back.

REDACTED

UMG 00131
CONFIDENTIAL

LATE FOR THE SKY PRODUCTION CO.
3000 ROBERTSON AVENUE PH. 513-531-4400
CINCINNATI, OH 45209

USBANK
33-1-420

10/31/2002

25641

PAY TO THE ORDER OF Universal Music Enterprises

Universal Music Enterprises

\$

DOLLARS

[Handwritten Signature]

MEMO

8231864321

⑈025641⑈ ⑈0420000131⑈

Security Features Included. Death on back.

REDACTED

UMG 00134
CONFIDENTIAL

Bank of America



From: Bank of America, Wire Transfer Services
Wire Transfer Advice
Date: 20-NOV-2002, Account:

UNIVERSAL MUSIC GROUP INC.
MUSIC AND RECORDS SUB CONCENTRATION
3800 BARHAM BLVD. SUITE 100
LOS ANGELES CA 90068

Direct inquiries to the Customer Service number listed on your bank statement.
Thank you for using Bank of America Wire Transfer Services.

This transaction was credited today in the amount of

Transaction Ref:
Sender's Ref:
Pedref/Seq:

Originator:

Originator's Bnk:

Sending Bnk:

Beneficiary:
Payment Details:

NNNN

EAGLE ROCK ENTERTAINMENT L
IMITED - USD A/C
COUTTS AND COMPANY
INT'L. BANKING DIVISION
73 LEHMAN STR, EASTGATE HSE, 3RD FL
LONDON E1 8EG, ENGLAND
BANK OF NEW YORK
NEW YORK, NEW YORK
UNIVERSAL MUSIC GROUP UNIT 2650
PAYMENT NO 166

SHG's
share.

751.29064.000

cc: David Lee

Marveen 2000

25,000.00

UMG 00132
CONFIDENTIAL

PAYMENT REQUEST  **UNIVERSAL MUSIC GROUP**

Issue Check To: Stronghold Group LLC	Date 4/29/2003	Company UME	Pay Co. 100	Vendor No. 1095511
8484 Wilshire Blvd, Suite 425 Beverly Hills, CA 90211	Requesting Finance	Alt. Payee		
Attn: Ray Doustar	Requested By: David Lee			
	Check To: David Lee x5-5662 / Santa Monica			
Alternate Payee Name:	FID / SSN:	Recipient Code	1999/1042 Type	Tax Rate
	Tax Name:	Income Type	Exemption	Country Code
Pay Req Date 4/29/2003	Pay Req # MOT042903	TAX INFORMATION ONLY		
Amount				
Enter Dollar Amount in Words				

OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDQZ / CTS #
2 9 0 6 4	0 0 0		
ARTIST NAME / PROJECT DESCRIPTION			
SHG Motown Licensing Proceeds			
RECEIVED			
APR 29 2003			
Cliff Van Koppenhagen			
AMOUNT			

Business Unit	Check Remarks
Departmental <input checked="" type="checkbox"/> 6	April 2003 Licensing Proceeds
Frontline Projects <input checked="" type="checkbox"/> 11	
Catalog Projects <input type="checkbox"/> 12	
Department Head Approval	Executive Approval
	
Payment Request (2003-03-04)	GLEN SANATAR, CFO UNIVERSAL MUSIC ENTERPRISES
Accounting Executive Approval	Accounts Payable

UMG 00076
CONFIDENTIAL

PAYMENT REQUEST UNIVERSAL MUSIC GROUP

Issue Check To: PAYEE NAME and ADDRESS		Company	Pay Co.	Due Date	Payee Vendor No.
Stronghold Group LLC		Universal Music Enterprises	100	4/20/04	1095511
8484 Wilshire Blvd STE 425		Finance	Original Payee Name		
Beverly Hills, CA 90211		Requested By: Paul Herskovitz	Original Payee Vendor Number		
Check To:		Paul Herskovitz 5-9162 - SMO 1	1042-S Foreign Royalties/ Personal Services Income Type		12 - Royalties
FID / SSN:			592-B CA Franchise Tax		16 - Personal Services
Tax Name:					2 digit state code where services were provided

Pay Req Date	Pay Req #	Amount	Enter Dollar Amount in Words		
4/19/04	SHGMar04				
BUSINESS UNIT					
7 5 1			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
1 2 3 4 5 6 7 8 9 10 11 12			2 9 0 6 4	0 0 0	
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
1 2 3 4 5 6 7 8 9 10 11 12			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
1 2 3 4 5 6 7 8 9 10 11 12			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
1 2 3 4 5 6 7 8 9 10 11 12			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
1 2 3 4 5 6 7 8 9 10 11 12			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					

Business Unit Digits		Check Remarks	
Departmental <input checked="" type="checkbox"/> 6	Frontline Projects <input type="checkbox"/> 11	Q1-2004 Commission	
Catalog Projects <input type="checkbox"/> 12	Description		
Requestor Signature Paul Herskovitz	Department Head Approval Chris Butler	Executive Approval Bruce Resnikoff	Accounting Executive Approval Glen Sanatar

UMG 00087
CONFIDENTIAL

UNIVERSAL MUSIC GROUP

PAYMENT REQUEST

Issue Check To: PAYEE NAME and ADDRESS		Company	Pay Co.	Due Date	Payee Vendor No.
Stronghold Group LLC		Universal Music Enterprises	100	1/21/04	1095511
8484 Wilshire Blvd STE 425		Requesting Department	Original Payee Name		
Beverly Hills, CA 90211		Finance	Paul Herskovitz		
		Requested By:	Original Payee Vendor Number		
		Check To:	1042-S Foreign Royalties/ Personal Services Income Type	12 - Royalties	
		FID / SSN:	592-B CA Franchise Tax	16 - Personal Services	
		Tax Name:		2 digit state code where services were provided	

Pay Req Date	Pay Req #	Amount	Enter Dollar Amount in Words	
1/21/04	SHGDec03			
BUSINESS UNIT				
7	5	1	OBJECT ACCOUNT	SUB ACCT
1	2	3	4	5
6	7	8	9	10
11	12		0	0
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION				
BUSINESS UNIT				
1	2	3	4	5
6	7	8	9	10
11	12			
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION				
BUSINESS UNIT				
1	2	3	4	5
6	7	8	9	10
11	12			
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION				
BUSINESS UNIT				
1	2	3	4	5
6	7	8	9	10
11	12			
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION				

Requestor Signature Paul Herskovitz	Department Head Approval Chris Butler	Executive Approval Bruce Resnikoff	Accounting Executive Approval Glan Senst
--	--	---------------------------------------	---

PAYMENT REQUEST

UNIVERSAL MUSIC GROUP

Issue Check To:		Date	Company	Pay Co.	Due Date	Vendor No.
StrongHold Group, LLC		10/1/2003	UME	100	10/10/2003	1095511
8484 Wilshire Blvd., Suite 425		Requesting Department:	Finance	Alt. Payee Vendor No.		
Beverly Hills, CA 90211		Requested By:	David Lee			
Attn: Ray Doustar		Check To:	David Lee x5-5662/ Santa Monica	TAX INFORMATION ONLY		
Alternate Payee Name:		FID / SSN:		1099/1042 Type	Auth	Tax Rate
		Tax Name:		Income Type	Exemption	Country Code
Pay Req Date		Pay Req #	Amount	Enter Dollar Amount in Words		
10/1/2003		MOT092003				

7 5 1	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
	SHG Motown Licensing Proceeds			
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT

Business Unit	Check Remarks	Description
Departmental 6	Sept 2003 Licensing Proceeds	
Frontline Projects 11		
Catalog Projects 12		
Department Head Approval	Executive Approval	Accounts Payable

UMG 00094
CONFIDENTIAL

PAYMENT REQUEST UNIVERSAL **UNIVERSAL MUSIC GROUP**

V2USH

Issue Check To: Stronghold Group, LLC		Date 8/4/2003	Company UME	Pay Co. 100	Due Date 8/15/2003	Vendor No. 1095511																																																																																																																																
8484 Wilshire Blvd., Suite 425 Beverly Hills, CA 90211		Requesting Department: Finance		Alt. Payee Vendor No.																																																																																																																																		
Attn: Ray Doustdar		By: David Lee		Tax Information Only																																																																																																																																		
Alternate Payee Name:		Check To: David Lee x5-5662 / Santa Monica		Recipient Code Income Type	1099/1042 Type Auth Exemption	Tax Rate Country Code																																																																																																																																
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Department Head Approval:	Executive Approval:	Accounting Executive Approval:	Accounts Payable
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UMG 00099
CONFIDENTIAL

GLEN SANATAR, CFO
UNIVERSAL MUSIC ENTERPRISES

PAYMENT REQUEST UNIVERSAL **UNIVERSAL MUSIC GROUP**

Issue Check To: Stronghold Group LLC	Date 2/26/2003	Company UME	Pay Co. 100	Due Date 3/1/2003	Vendor No. 1095511
8484 Wilshire Blvd. Suite 425 Beverly Hills, CA 90211	Requesting Finance	Requested By: David Lee	Alt. Payee		
Attn: Ray Dousidar	Check To: D. Lee 5-5662/ Santa Monica				
Alternate Payee Name:	FID / SSN:	Tax Name:	TAX INFORMATION ONLY Resident: 1099, 1042, Tax Code: 1099, Tax Income TYPE: AUTH, Country Code:		
Pay Req Date 2/26/2003	Pay Req # MOT22603	Amount			

7 5 1	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION	0 0 0 0		AMOUNT
INV #:	SHG Motown Licensing Proceeds			
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				

Business Unit Details Departmental <input checked="" type="checkbox"/> 6 Frontline Projects <input type="checkbox"/> 11 Catalog Projects <input type="checkbox"/> 12	Check Remarks Feb. 2003 Licensing Proceeds	Description
Department Head Approval 	Executive Approval 	Accounting Executive Approval
Payment Request (2000-03) 50		Accounts Payable

UMG 00102
CONFIDENTIAL

PAYMENT REQUEST



UNIVERSAL MUSIC GROUP

Issue Check To: PAYEE NAME and ADDRESS		Company	Pay Co.	Due Date	Payee Vendor No.
The Results Group		Universal Music Enterprises	100	8/13/04	1107207
5848 West Olympic Suite 101		Requesting Department	Original Payee Name		
Los Angeles, CA 90036		Finance	Paul Herskovitz		
		Requested By:	Original Payee Vendor Number		
		Paul Herskovitz	1042-S Foreign Royalties/ Personal Services Income Type	12 - Royalties	
		Check To:	1042-S Foreign Royalties/ Personal Services Income Type	16 - Personal Services	
		FID / SSN:	592-B CA Franchise Tax	2 digit state code where services were provided	
		Tax Name:			

Pay Req Date	Pay Req #	Amount	Enter Dollar Amount in Words		
8/12/04	SHGQ2-04				
BUSINESS UNIT					
7	5	1	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #
			2 9 0 6 4	0 0 0	
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
OBJECT ACCOUNT					
SUB ACCT					
PROJECT / EMPLOYEE #					
SOUND BIZ / CTS #					
AMOUNT					
BUSINESS UNIT					
1	2	3	4	5	6
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
OBJECT ACCOUNT					
SUB ACCT					
PROJECT / EMPLOYEE #					
SOUND BIZ / CTS #					
AMOUNT					
BUSINESS UNIT					
1	2	3	4	5	6
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					
BUSINESS UNIT					
OBJECT ACCOUNT					
SUB ACCT					
PROJECT / EMPLOYEE #					
SOUND BIZ / CTS #					
AMOUNT					
BUSINESS UNIT					
1	2	3	4	5	6
G/L DESCRIPTION / ARTIST NAME / PROJECT DESCRIPTION					
AMOUNT					

Business Unit Details		Check Remarks	
Departmental	<input checked="" type="checkbox"/> 6	Q2 2004 Commissions	
Frontline Projects	<input type="checkbox"/> 11	Description - For Singing Machine and Late for the Sky	
Catalog Projects	<input type="checkbox"/> 12	UMG 00111 CONFIDENTIAL	
Requestor Signature Paul Herskovitz		Accounting Executive Approval Glen Sarata	
Department Head Approval Chris Butler		Executive Approval Bruce Resnikoff	

PAYMENT REQUEST UNIVERSAL MUSIC GROUP

Issue Check To:	Date:	Company:	Pay Co.:	Due Date:	Vendor No.:
Stronghold Group LLC	12/9/2002	UME	100	12/12/2002	1095511
8484 Wilshire Blvd. Suite 425	Requesting Department:	Finance			
Beverly Hills, CA 90211	Requested By:	David Lee			
Attn: Ray Doustdar	Check To:	D. Lee 5-5662/ Santa Monica			
	FID / SSN:				
	Tax Name:				
Alternate Payee Name:					
Pay Req Date	Pay Req #	Amount			
12/11/2002	MOT121102				

BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
7 5 1	2 9 0 6 4	0 0 0		
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:	SHG Motown Licensing Proceeds			- 0
BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				
BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ / CTS #
1 2 3 4 5 6	ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
INV #:				

Business Unit Details	Check Remarks
Departmental <input checked="" type="checkbox"/> 6	Nov. 2002 Licensing Proceeds
Frontline Projects <input checked="" type="checkbox"/> 11	
Catalog Projects <input type="checkbox"/> 12	
Department Head Approval	Executive Approval
Payment Request 02/03/03	Accounts Payable

RFN SANATAR. CFO

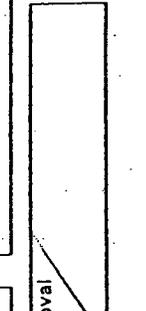
UNIVERSAL
UNIVERSAL MUSIC GROUP

PAYMENT REQUEST

Issue Check To: Stronghold Group LLC	Date 12/3/2002	Company UME	Pay Co. 100	Due Date 12/6/2002	Vendor No. 1095511
8484 Wilshire Blvd, Suite 425 Beverly Hills, CA 90211	Requesting Department: Finance	Requested By: David Lee	Alt. Payee Vendor No.		
Atn: Ray Doudstar	Check To: D. Lee 5-5662/ Santa Monica	FID / SSN:	TAX INFORMATION ONLY		
Alternate Payee Name:	Tax Name:		Recipient Code 1099/042	Type	Tax Rate
			Income Type	Auth Exemption	Country Code

Enter Dollar Amount in Words

Pay Req Date	Pay Req #	Amount	BUSINESS UNIT	OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ /CTS #
12/3/2002	MOT120302			2 9 0 6 4	0 0 0		
7 5 1				ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	DATE: 12/3/2002			SHG Motown Licensing Proceeds			
1 2 3 4 5 6	DATE:			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ /CTS #
1 2 3 4 5 6	DATE:			ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	DATE:			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ /CTS #
1 2 3 4 5 6	DATE:			ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	DATE:			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ /CTS #
1 2 3 4 5 6	DATE:			ARTIST NAME / PROJECT DESCRIPTION			AMOUNT
1 2 3 4 5 6	DATE:			OBJECT ACCOUNT	SUB ACCT	PROJECT / EMPLOYEE #	SOUNDBIZ /CTS #
1 2 3 4 5 6	DATE:			ARTIST NAME / PROJECT DESCRIPTION			AMOUNT

Check Remarks Nov. 2002 Licensing Proceeds	Description
Business Unit Details Departmental <input checked="" type="checkbox"/> 6 Frontline Projects <input type="checkbox"/> 11 Catalog Projects <input type="checkbox"/> 12	Executive Approval  David Newman
Department Head Approval 	Accounting Executive Approval Accounts Payable

REDACTED

Control Seq#	Proj No	Prod Co	Proj Name	Arist	Track	CR Amount	Total SM Liability	Mo Proc
42852	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Hit Clips (Motown)	Jackson 5	I Want You Back			09/01/04
42851	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Hit Clips (Motown)	The Supremes	Love			09/01/04
42850	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Hit Clips (Motown)	The Temptations	My Girl			09/01/04
48986	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Contract # 9288	Jackson 5	I Want You Back			05/01/05
48987	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Contract # 9288	The Supremes ***	Love			09/01/05
48988	00017560	Hasbro, Inc. (Formerly Tiger Electronics, A Divisi	Contract # 9288	The Temptations	My Girl			05/01/05

REDACTED

TRADE SECRET/
COMMERCIALY
SENSITIVE

UMG 00215

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2002 - December 2002**

	<u>Sales</u>	<u>Rent Paid</u>
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	\$
Total YTD Rent Due	\$
Less: Actual Rent Paid	\$
Rent Adjustment Due	\$ (0.00)

**TRADE SECRET/
COMMERCIALY
SENSITIVE**

UMG 00207

**REDACTED
EXHIBIT U PAGE 122**

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2002 - December 2002**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	\$
Total YTD Rent Due	\$
Less: Actual Rent Paid	\$
Rent Adjustment Due	\$ (0.00)

TRADE SECRET/
COMMERCIALY
SENSITIVE

UMG 00208

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2003 - December 2003**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	_____
Total YTD Rent Due	\$
Less: Actual Rent Paid	_____
Rent Adjustment Due	\$

**TRADE SECRET/
COMMERCIALY
SENSITIVE**

UMG 00209

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2004 - December 2004**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales	\$
Sales @	
Total YTD Rent Due	\$
Less: Actual Rent Paid	
Rent Adjustment Due	\$

TRADE SECRET/
COMMERCIALY
SENSITIVE

UMG 00210

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2005 - December 2005**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	_____
Total YTD Rent Due	\$
Less: Actual Rent Paid	_____
Rent Adjustment Due	\$

**TRADE SECRET/
COMMERCIALY
SENSITIVE**

UMG 00211

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2006 - December 2006**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	_____
Total YTD Rent Due	\$
Less: Actual Rent Paid	_____
Rent Adjustment Due	\$

TRADE SECRET/
COMMERCIALY
SENSITIVE

UMG 00212

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2007 - December 2007**

	Sales	Rent Paid
January	\$	\$
February		
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	_____
Total YTD Rent Due	\$
Less: Actual Rent Paid	_____
Rent Adjustment Due	\$

**TRADE SECRET/
COMMERCIALY
SENSITIVE**

UMG 00213

REDACTED

**MOTOWN MUSIC REVIEW
SUMMARY OF REVENUES / ROYALTIES PAID
January 2008 - YTD**

	Sales	Rent Paid
January	\$	\$
February	\$	
March		
April		
May		
June		
July		
August		
September		
October		
November		
December		
Total	\$	\$

Rent Due Calculation:

Sales @	\$
Sales @	_____
Total YTD Rent Due	\$
Less: Actual Rent Paid	_____
Rent Adjustment Due	\$

SECRET
COMMERCIALLY
SENSITIVE

UMG 00214

UMG RECORDINGS, INC. v. MATTEL, INC.

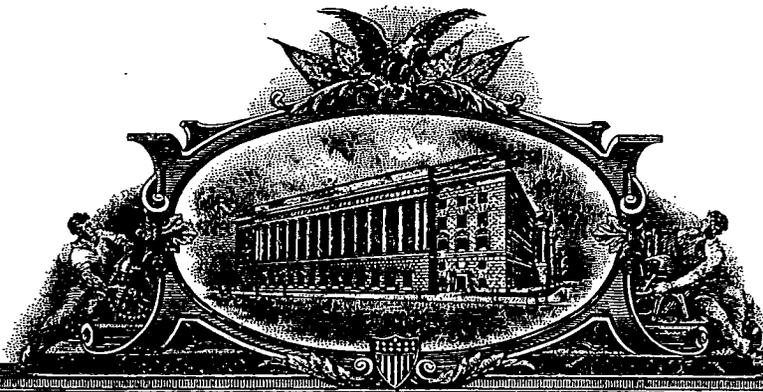
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT V

TO DECLARATION OF WILLIAM WADDELL

7174744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 881,471 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *November 25, 1969*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *November 25, 1999*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.

A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN
Certifying Officer



Int. Cl.: 41.

Prior U.S. Cl.: 107

United States Patent and Trademark Office

10 Year Renewal

Reg. No. 881,471

Registered Nov. 25, 1969

Renewal Approved Jan. 31, 1990

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN

MOTOWN RECORD COMPANY, L.P.
(DELAWARE LIMITED PARTNER-
SHIP)

70 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608, ASSIGNEE
BY ASSIGNMENT MOTOWN RECORD
CORPORATION (MICHIGAN CORPO-
RATION) DETROIT, MI

OWNER OF U.S. REG. NOS. 800,977
AND 858,961.

FOR: PROVIDING POPULAR MUSI-
CAL ENTERTAINMENT, IN CLASS 107
(INT. CL. 41).

FIRST USE 10-16-1966; IN COMMERCE
10-16-1966.

SER. NO. 72-281,609, FILED 10-2-1967.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Mar. 13, 1990.*

COMMISSIONER OF PATENTS AND TRADEMARKS

United States Patent Office — **881,471**
Registered Nov. 25, 1969

PRINCIPAL REGISTER
Service Mark

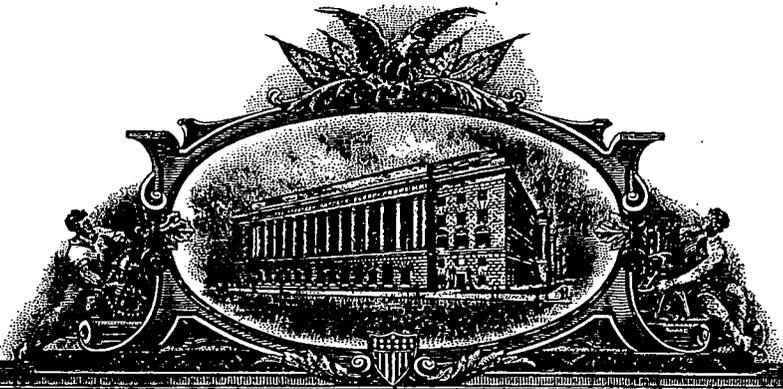
Ser. No. 231,609, filed Oct. 2, 1967

MOTOWN

Motown Record Corporation (Michigan corporation)
2648 W. Grand Blvd.
Detroit, Mich. 48208

For: PROVIDING POPULAR MUSICAL ENTERTAINMENT, in CLASS 107. (INT. CL. 41).
First use Oct. 16, 1966; in commerce Oct. 16, 1966.
Owner of Reg. Nos. 800,977 and 858,961.

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,767,101 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *September 23, 2003*

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.

A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN
Certifying Officer



Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office

Reg. No. 2,767,101
Registered Sep. 23, 2003

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN

MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)
1755 BROADWAY, 6TH FLOOR
NEW YORK, NY 10019

OWNER OF U.S. REG. NOS. 881,471, 2,040,824,
AND OTHERS.

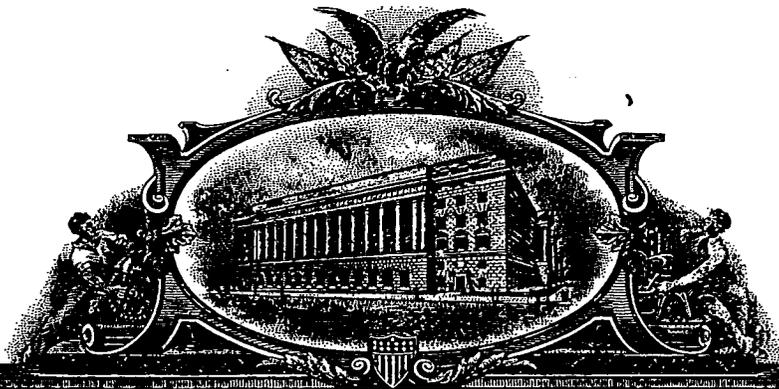
FOR: RESTAURANT SERVICES, IN CLASS 42
(U.S. CLS. 100 AND 101).

SN 75-866,346, FILED 12-7-1999.

FIRST USE 3-22-1999; IN COMMERCE 3-22-1999.

JACQUELINE A. LAVINE, EXAMINING ATTORNEY

7174744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 1,075,409 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *October 18, 1977*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *October 18, 2007*

SECTION 8 & 15

AMENDMENT/CORRECTION/NEW CERT(SEC7) ISSUED

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.

A DELAWARE CORPORATION

By Authority of the

Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN

Certifying Officer



Certificate of Correction

Registered October 18, 1977

Registration No. 1,075,409

Motown Record Corporation

It is hereby certified that the above identified registration is in error requiring correction as follows:

In the statement, column 2, line 8, "985,977" should be deleted and 985,976 should be inserted.

The said registration should be read as corrected above.
Signed and sealed this 9th day of May 1978.

[SEAL]

Attest:

JANIE COOKSEY,
Attesting Officer.

LUTRELLE F. PARKER,
Commissioner.

Int. Cl.: 9

Prior U.S. Cl.: 36

Reg. No. 1,075,409

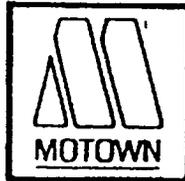
United States Patent and Trademark Office

Registered Oct. 18, 1977

10 Year Renewal

Renewal Term Begins Oct. 18, 1997

TRADEMARK
PRINCIPAL REGISTER



MOTOWN RECORD COMPANY, L.P.
(CALIFORNIA LIMITED PARTNER-
SHIP)

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019, BY ASSIGN-
MENT, ASSIGNMENT AND CHANGE
OF NAME FROM MOTOWN RECORD
CORPORATION (MICHIGAN CORPO-
RATION) LOS ANGELES, CA

OWNER OF U.S. REG. NOS. 800,977,
983,972 AND 985,977.

FOR: RECORDS, TAPES, CASSETTES,
CARTRIDGES AND AUDIO VIDEO RE-
PRODUCING DEVICES IN THE FORM
OF TAPES, CASSETTES, DISKS AND
CARTRIDGES, IN CLASS 9 (U.S. CL. 36).
FIRST USE 12-0-1964; IN COMMERCE
12-0-1964.

SER. NO. 73-095,605, FILED 8-4-1976.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Mar. 31, 1998.*

COMMISSIONER OF PATENTS AND TRADEMARKS

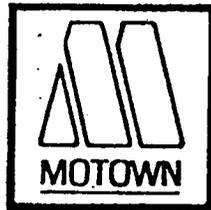
Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent Office

Reg. No. 1,075,409
Registered Oct. 18, 1977

TRADEMARK
Principal Register



Motown Record Corporation (Michigan corporation)
6255 Sunset Blvd.
Los Angeles, Calif. 90028

For: RECORDS, TAPES, CASSETTES, CARTRIDGES AND AUDIO VIDEO REPRODUCING DEVICES IN THE FORM OF TAPES, CASSETTES, DISKS AND CARTRIDGES, in CLASS 9 (U.S. CL. 36).

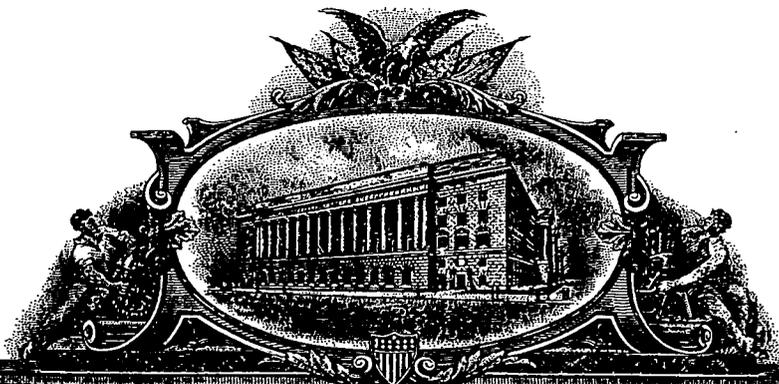
First use December 1964; in commerce December 1964.

Owner of Reg. Nos. 800,977, 985,972, and 985,977.

Ser. No. 95,605, filed Aug. 4, 1976.

CHARLES R. FOWLER, Supervisory Examiner
DAVID H. COOPER, Examiner

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,663,608 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *December 17, 2002*

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN
Certifying Officer



Int. Cl.: 16

Prior U.S. Cls.: 2, 5, 22, 23, 29, 37, 38, and 50

United States Patent and Trademark Office

Reg. No. 2,663,608

Registered Dec. 17, 2002

**TRADEMARK
PRINCIPAL REGISTER**



MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)

6255 SUNSET BOULEVARD

LOS ANGELES, CA 90028

FOR: PRINTED MATTER, NAMELY, BOOKLETS, BOOKS, BROCHURES, MAGAZINES, PROGRAMS AND PAMPHLETS IN THE FIELDS OF MUSIC AND ENTERTAINMENT; MOUNTED AND UNMOUNTED PHOTOGRAPHS; SHEET MUSIC; CALEN-

DARS; PICTURES; PLAYING CARDS;, IN CLASS 16 (U.S. CLS. 2, 5, 22, 23, 29, 37, 38 AND 50).

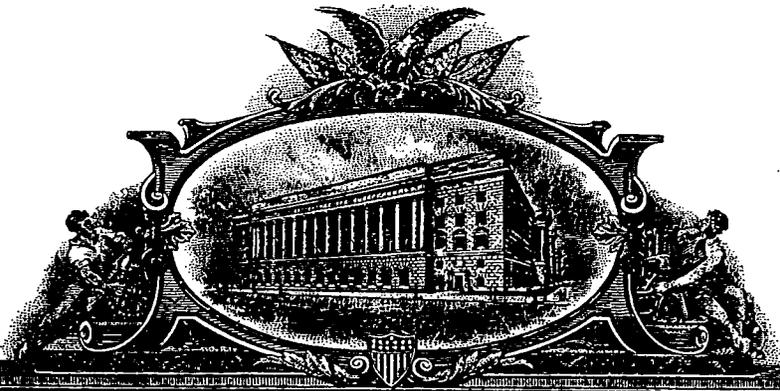
FIRST USE 6-0-1968; IN COMMERCE 6-0-1968.

OWNER OF U.S. REG. NOS. 800,977, 1,829,466, AND OTHERS.

SN 75-646,055, FILED 2-22-1999.

ELISSA GARBER KON, EXAMINING ATTORNEY

7274744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

March 13, 2009

**THE ATTACHED U.S. TRADEMARK REGISTRATION 985,976 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

**REGISTERED FOR A TERM OF 20 YEARS FROM *June 11, 1974*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *June 11, 2004*
SECTION 8 & 15**

SAID RECORDS SHOW TITLE TO BE IN:

***UMG RECORDINGS, INC.*
*A DELAWARE CORPORATION***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**

**P. SWAIN
Certifying Officer**



Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent and Trademark Office
10 Year Renewal

Reg. No. 985,976
Registered June 11, 1974
Renewal Term Begins June 11, 1994

TRADEMARK
PRINCIPAL REGISTER



MOTOWN RECORD COMPANY, L.P.
(CALIFORNIA LIMITED PARTNER-
SHIP)
6255 SUNSET BOULEVARD
LOS ANGELES, CA 90028, BY ASSIGN-
MENT, ASSIGNMENT AND CHANGE
OF NAME FROM MOTOWN RECORD
CORPORATION (MICHIGAN CORPO-
RATION) DETROIT, MI

OWNER OF U.S. REG. NOS. 800,977,
858,961 AND 881,471.

APPLICANT DISCLAIMS ANY
RIGHTS TO THE REPRESENTATION

OF THE MAP APART FROM THE
MARK AS A WHOLE.

THE DRAWING IS LINED FOR THE
COLORS RED, YELLOW AND BLUE
AND THESE COLORS ARE CLAIMED
AS A FEATURE OF THE MARK.

FOR: PHONOGRAPH RECORDS,
TAPES AND CASSETTES, IN CLASS 36
(INT. CL. 9).

FIRST USE 4-30-1960; IN COMMERCE
4-30-1960.

SER. NO. 72-427,385, FILED 6-15-1972.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Aug. 8, 1995.*

COMMISSIONER OF PATENTS AND TRADEMARKS.

Int. Cl.: 9

Prior U.S. Cl.: 36

Reg. No. 985,976

Registered June 11, 1974

United States Patent Office

TRADEMARK

Principal Register



Motown Record Corporation (Michigan corporation)
2457 Woodward Ave.
Detroit, Mich. 48201

For: PHONOGRAPH RECORDS, TAPES AND
CASSETTES, in CLASS 36 (INT. CL. 9).

First use Apr. 30, 1960; in commerce Apr. 30, 1960.

Applicant disclaims any rights to the representation
of the map apart from the mark as a whole.

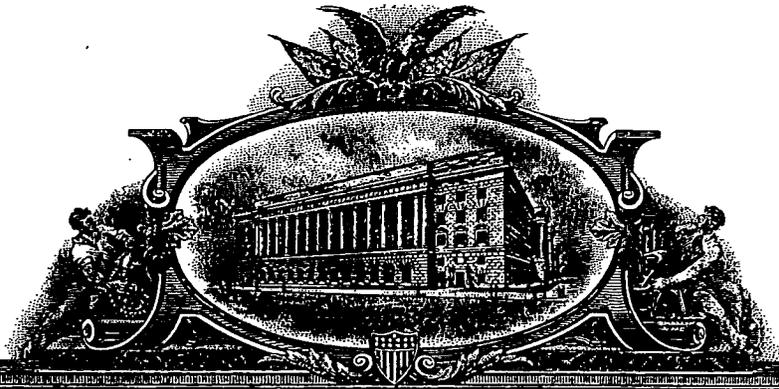
The drawing is lined for the colors red, yellow and
blue and these colors are claimed as a feature of the mark.

Owner of Reg. Nos. 858,961, 800,977, and 881,471.

Ser. No. 427,385, filed June 15, 1972.

B. C. WASHINGTON, Examiner

7174744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 985,972 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *June 11, 1974*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *June 11, 2004*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:
UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN
Certifying Officer



Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent and Trademark Office
10 Year Renewal

Reg. No. 985,972

Registered June 11, 1974

Renewal Term Begins June 11, 1994

TRADEMARK
PRINCIPAL REGISTER

MOTOWN

MOTOWN RECORD COMPANY, L.P.
(CALIFORNIA LIMITED PARTNER-
SHIP)

6255 SUNSET BOULEVARD
LOS ANGELES, CA 90028, ASSIGNEE
OF MOTOWN RECORD CORPORA-
TION (MICHIGAN CORPORATION)
DETROIT, MI

OWNER OF U.S. REG. NOS. 800,977
AND 858,961.

THE DRAWING IS LINED FOR THE
COLORS RED, YELLOW AND BLUE
AND THESE ARE THE COLORS
CLAIMED AS A FEATURE OF THE
MARK.

FOR: PHONOGRAPH RECORDS,
TAPES AND CASSETTES, IN CLASS 36
(INT. CL. 9).

FIRST USE 4-30-1960; IN COMMERCE
4-30-1960.

SER. NO. 72-427,376, FILED 6-15-1972.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on June 13, 1995.*

COMMISSIONER OF PATENTS AND TRADEMARKS

Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent Office

Reg. No. 985,972
Registered June 11, 1974

TRADEMARK

Principal Register

MOTOWN

Motown Record Corporation (Michigan corporation)
2457 Woodward Ave.
Detroit, Mich. 48201

For: PHONOGRAPH RECORDS, TAPES AND CASSETTES, in CLASS 36 (INT. CL. 9).

First use Apr. 30, 1960; in commerce Apr. 30, 1960.

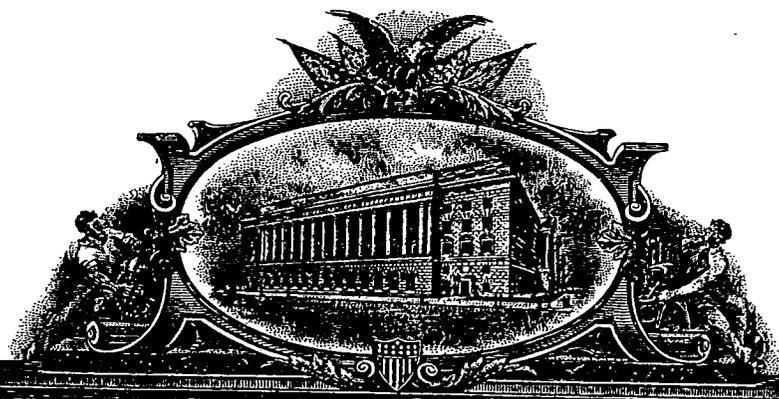
The drawing is lined for the colors red, yellow and blue and these are the colors claimed as a feature of the mark.

Owner of Reg. Nos. 800,977 and 858,961.

Ser. No. 427,376, filed June 15, 1972.

B. C. WASHINGTON, Examiner

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,516,930 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *December 11, 2001* SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**

P. SWAIN
Certifying Officer



Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36 and 38

United States Patent and Trademark Office

Reg. No. 2,516,930

Registered Dec. 11, 2001

**TRADEMARK
PRINCIPAL REGISTER**



MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)
825 EIGHTH AVENUE
WORLDWIDE PLAZA
NEW YORK, NY 10019

FOR: MUSICAL SOUND RECORDINGS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 8-0-1993; IN COMMERCE 8-0-1993.

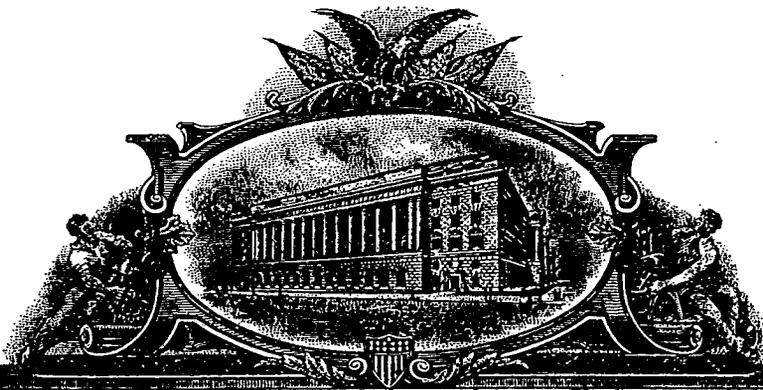
OWNER OF U.S. REG. NOS. 800,977, 1,851,323 AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "SERIES", APART FROM THE MARK AS SHOWN.

SER. NO. 76-117,868, FILED 8-29-2000.

JOANNA DUKOVIC, EXAMINING ATTORNEY

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

**THE ATTACHED U.S. TRADEMARK REGISTRATION 3,073,897 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

REGISTERED FOR A TERM OF 10 YEARS FROM *March 28, 2006*

SAID RECORDS SHOW TITLE TO BE IN:

***UMG RECORDINGS, INC.
A DELAWARE CORPORATION***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**

**P. SWAIN
Certifying Officer**



Int. Cl.: 35

Prior U.S. Cls.: 100, 101, and 102

United States Patent and Trademark Office

Reg. No. 3,073,897
Registered Mar. 28, 2006

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN MUSIC REVIEW

UMG RECORDINGS, INC. (DELAWARE CORPORATION)
2220 COLORADO AVENUE
SANTA MONICA, CA 90404

FOR: RETAIL GIFT STORE FEATURING MUSIC,
CLOTHING, READING MATERIALS AND SOUVENIRS,
IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 7-23-2005; IN COMMERCE 7-23-2005.

OWNER OF U.S. REG. NOS. 800,977, 985,976, AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE MUSIC, APART FROM THE MARK AS SHOWN.

SN 76-327,773, FILED 10-22-2001.

CAROLINE WEIMER, EXAMINING ATTORNEY

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT W

TO DECLARATION OF WILLIAM WADDELL



February 25, 2005

**VIA FACSIMILE (239) 263-5000
& CERTIFIED MAIL (RETURN RECEIPT REQUESTED)**

Beasley Broadcast Group, Inc.
3033 Riviera Drive, Suite 200
Naples, Florida 34103

(individually and collectively referred
to herein as "you")

Re: **MOTOWN RECORDS, A DIVISION OF UMG RECORDINGS, INC. /
TRADEMARK INFRINGEMENT - CEASE & DESIST NOTICE**

Gentlepersons:

It has come to the attention of Motown Records, a division of UMG Recordings, Inc. ("Motown") that you recently registered the trademark "Motown Soul Great Rock and Roll" under the state laws of North Carolina.

Please be advised that Motown is the exclusive owner of the Motown name and trademark (the "Motown Trademark") and Motown is entitled to all of the exclusive rights associated therewith.

Motown hereby demands that you cease and desist with any and all exploitation of the Motown Trademark in any manner. Motown has not authorized any use of the Motown Trademark, by you or any related person and consequently, your present and continued use constitutes an infringement of Motown's exclusive rights to the Motown Trademark.

In the event that Motown does not receive within one (1) business day from the date hereof, a written affirmation that you have ceased all such infringing and tortuous activity, including without limitation, verification of your having rescinded the "Motown Soul Great Rock and Roll" trademark. Motown will take all steps necessary to protect its rights and/or remedies available under applicable laws.

It is our hope to resolve this matter amicably without resort to formal legal process. However, your continued use of the "Motown Soul Great Rock and Roll" trademark may give rise to a cause of action in law and/or equity.

This letter is not intended to be a complete statement of the facts or of the law relevant to this matter, nor of Motown's legal and equitable rights and remedies and nothing hereinabove set forth or omitted shall be deemed a waiver or limitation of any right,

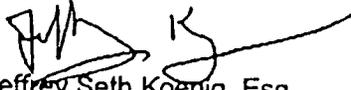
UMG 00201

1755 BROADWAY SIXTH FLOOR NEW YORK NY 10019 TEL 212 373 0600 FAX 212 373 0676

Motown C&D letter
February 25, 2005
Page 2 of 2

remedy or cause of action of any kind whatsoever, all of which are hereby expressly reserved.

Very truly yours,



Jeffrey Seth Koenig, Esq.
Associate Director, Business & Legal Affairs
Phone: (212) 841-8656
Fax: (212) 373-0676

cc: Mel Lewinter,
Lori Froeling, Esq.
Michael Reinert, Esq.
Mary Mulligan, Esq.
DeAnne Ozaki, Esq.

UMG 00202

IN THE MATTER of Trade Marks
Ordinance Cap.559 of The Laws of Hong
Kong

and

IN THE MATTER of Application No.
300353538 for Registration of the Trade

Mark "" in Classes 1, 3 and 4 in
the name of MILLERS OILS LIMITED
("the Applicant")

and

OPPOSITION THERETO by MOTOWN
RECORD COMPANY, L.P. ("the
Opponent")

GROUNDS OF OPPOSITION

1. The Opponent is a limited partnership organised and existing under the laws of the state of California in the United States of America with its address at 2220 Colorado Boulevard, Santa Monica, California 90404, United States of America.

UMG 00176



2. The Opponent is, inter alia, the owner of the trade marks “” and ” together with their variants (collectively, “the Opponent’s Marks”) which are extensively used on and in relation to, inter alia, records, tapes, cassettes, cartridges, discs, audio video reproducing devices in the form of tapes, cassettes, disks and cartridges, compact discs, scientific, nautical, surveying and electrical apparatus and instruments (including wireless), photographic and cinematographic apparatus and instruments, sound recordings, clothing, footwear and/or headgear (the “Opponent’s Goods”) and/or musical entertainment services (vocal and/or orchestral), production of sound and/or video recordings, rental of films and sound and/or video recordings, discotheque services, production of films, organisation of musical events, music studio services, orchestra services, amusement park services, production of radio and television programmes, theatre productions services, music publishing, copyright management and exploitation, restaurant and bar services, cafe services and/or hotel (the “Opponent’s Services”) and goods and services of similar description since at least as early as 14 February 1992 in Hong Kong and 1 December 1964 anywhere.
3. The Opponent’s Marks originated with the adoption by the Opponent and/or its affiliated/associated companies or their predecessors-in-interest as trade marks to promote the Opponent’s Goods and/or the Opponent’s Services.
4. On 12 April 2000, the Opponent assigned and transferred to UMG RECORDINGS, INC., a corporation organised and existing under the laws of the state of Delaware in the United States of America, all rights, titles and interests in and to intellectual property related to or used in its business and activities, including without limitation the Opponents’ Marks and all applications for registrations and registrations therefor throughout the United States of America and all foreign countries, including Hong Kong, but specifically excluding all copyrights in or to

sound recordings (collectively, the "Intellectual Property") together with, inter alia, the goodwill of the business associated therewith and all common law and statutory rights, titles and interests in and to the Intellectual Property, all rights of registrations, maintenance, renewal and protection thereof, the right to create derivative work and all rights or recovery and of legal action for past infringements and of opposition, interference, interference and/or cancellation proceedings for protection of the Intellectual Property.

5. For decades, the Opponent and/or its affiliated/associated companies or their predecessors-in-interest and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) has/have dealt in the Opponent's Goods and/or the Opponent's Services under the Opponent's Marks throughout the world, including but not limited to Hong Kong, China and Taiwan. The Opponent and/or its affiliated/associated companies and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) has/have invested significant advertising and promotional expenses to promote the Opponent's Goods and/or the Opponent's Services under the Opponent's Marks and substantial sales have been achieved.

6. The Opponent and/or its affiliated/associated companies or their predecessors-in-interest and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) has/have also engaged a lot of efforts and has/have incurred substantial costs in applying for, maintaining and policing registrations of the Opponent's Marks. The Opponent and/or its successor-in-title has/have obtained a number of registrations for the Opponent's Marks in numerous countries throughout the world, including but not limited to the following:

<u>Country</u>	<u>Registration No.</u>	<u>Trade Mark</u>	<u>Class</u>	<u>Goods</u>
U.S.A.	2663608		16	Printed Matter, namely, booklets, books, brochures, magazines, programs and pamphlets in the fields of music and entertainment, mounted and unmounted photographs, sheet music, calendars, pictures, playing cards.
U.S.A.	2242932		25	Shirts, pants, hats, caps, jackets, and shorts.
U.S.A.	1075409		9	Records, tapes, cassettes, cartridges and audio video reproducing devices in the form of tapes, cassettes, disks and cartridges.
U.K.	A 1102831		9	Sound and video recording and reproducing apparatus and instruments; gramophone records; discs and magnetic tape, all for or bearing sound and video recordings, and cassettes and cartridges for use therewith; and parts and fittings included in Class 9 for all the aforesaid goods.
U.K.	1494178		25	T-shirts, shirts, tops, blouses, shorts, skirts, swimwear, exercise wear, sportswear; pants, jeans, sweatshirts, jumpers, jumpsuits; sweaters, vests, jackets, coats, raincoats, nightgowns, pajamas; undergarments; hats, caps,

<u>Country</u>	<u>Registration No.</u>	<u>Trade Mark</u>	<u>Class</u>	<u>Goods</u>
				scarves, mufflers, shawls, nappies, bibs, neckties; aprons, gloves; neckbands, armbands, headbands; sandals, slippers, shoes, tennis shoes, sport shoes, lounge shoes; socks, stockings; belts; all included in Class 25.
U.K.	1494179		28	Games, toys and playthings; all included in Class 28.
U.K.	1494180		41	(Services) Entertainment information; rental of cine-films; discotheque services; organization of exhibitions; presentation of live performances; orchestra services; production of radio and television programmes and of shows; radio and television entertainment; audio and video recording studio services; rental of stage and show scenery, radio and television sets, sound recordings and of stadium facilities; video tape film production; all included in Class 41.

<u>Country</u>	<u>Registration No.</u>	<u>Trade Mark</u>	<u>Class</u>	<u>Goods</u>
China	780546		9	Gramophone records, music cassettes, music tapes, compact discs, digital compact cassettes, mini discs, video records, video tapes and video cassettes and other media, blank or pre-recorded, for carrying image and/or sound and/or other information.
China	1036052		9	Gramophone records, music cassettes, music tapes, compact discs, digital compact cassettes, mini discs, video records, video tapes, video cassettes, interactive compact discs.
China	783690		25	Clothing, footwear, headgear.
China	963616		41	Musical entertainment (vocal and/or orchestral), production of sound and/or video recordings; rental of films and sound and/or video recordings; discotheque services; production of films; organisation of musical events; music studio services; orchestra services; amusement park services; production of radio and television programmes; theatre production; music publishing.

<u>Country</u>	<u>Registration No.</u>	<u>Trade Mark</u>	<u>Class</u>	<u>Goods</u>
China	977445		42	Copyright management and exploitation; restaurant and bar services, café services and hotel services.
Taiwan	130483		101	Video cassettes and video discs, movie films, video tapes.
Taiwan	113223		102	Phonograph records, tapes.
Taiwan	71546		1	(Services) Entertainment services in the nature of musical and theatrical, dinner theatrical services; presentation of live performances; orchestra services; production of radio, television and motion picture programs and of shows; radio and television entertainment; production of musical and theatrical performances rendered through the media of television, radio, film, audio and video recordings; organizing community festivals featuring a variety of activities.
Taiwan	658627		40	Clothing, sweater, cardigan, T-shirt, blouses, sport shirt, under shirt, uniform (for exercise), combination underwear, nightwear, pajamas, night gown.

7 In Hong Kong, the Opponent and/or its successor-in-title has/have obtained the following registrations for the Opponent's Marks:

<u>Registration No.</u>	<u>Trade Mark</u>	<u>Class</u>	<u>Goods</u>
19800189		9	Scientific, nautical, surveying and electrical apparatus and instruments (including wireless); photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; coin or counter-freed apparatus; talking machines; cash registers; calculating machines; fire-extinguishing apparatus.
199510733		25	Clothing, footwear, headgear; all included in Class 25.
199602644		41	Musical entertainment services (vocal and/or orchestral), production of sound and/or video recordings; rental of films and sound and/or video recordings; discotheque services; production of films; organisation of musical events; music studio services; orchestra services; amusement park services; production of radio and television programmes; theatre productions services; music publishing; all included in Class 41.
199611298		42	Copyright management and exploitation; restaurant and bar services, cafe services and hotel services; all included in Class 42.

8. The Opponent and/or its affiliated/associated companies and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) has/have used the Opponent's Marks in respect of the Opponent's Goods and/or the Opponent's Services extensively in Hong Kong since at least as early as 14 February 1992 and in other countries at least as early as 1 December 1964. Because the Opponent's Marks are two of the most important marks owned by the Opponent and/or its affiliated/associated companies and/or its successor-in-title and are of significant value to the Opponent and/or its affiliated/associated companies and/or its successor-in-title, the Opponent and/or its affiliated/associated companies and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) has/have expended significant time, expense and other resources advertising, promoting, registering and enforcing the Opponent's Marks to build up valuable goodwill and reputation in the same. This has resulted in greater brand awareness and increased sales/turnover of the Opponent's Goods and/or the Opponent's Services.
9. By virtue of such extensive use, registrations, sales and promotion as well as high standard of quality with regard to the goods and/or services marketed under or by reference to the Opponent's Marks, the same have acquired substantial reputation both in Hong Kong and worldwide and have become distinctive of and identified with the Opponent and/or its successor-in-title and the Opponent's Goods and/or the Opponent's Services exclusively. Further, the Opponent's Marks have also become well-known trade marks which are entitled to protection under the Paris Convention.
10. The Applicant is applying for registration of the trade mark "" under Application No. 300353538 in Classes 1, 3 and 4 in respect of respectively "chemicals used in industry; fuel additives; transmission fluids; hydraulic fluids; brake fluids; clutch fluids; coolants, solvents; detergents and degreasing preparations for use in industry and in manufacturing processes; chemical products for use in treatment of cooling systems; preparations, fluids and oils for

the removal of lime, scum, scale, mortar, oils, grease, wax, ink, carbon, dirt, mildew, mould, grime and stains; emulsifiers; chemical preparations for inhibiting rust; filtering materials; brake and clutch cleaners; chemical preparations for the dispersal of oil, grease and petroleum”, “cleaning preparations; cleaning fluids; shampoos for the interior and exterior of vehicles; waxes; cleaning preparations for shining motor vehicle exteriors” and “industrial oils and greases; lubricants; lubricating oils and greases; fuels, including gasoline and diesel fuels for motor vehicles; non-chemical additives for fuels, lubricants and greases; gear oils; transmission oils” (“the Proposed Mark”). The said application was filed on 13 January 2005 (“Application Date”) and published in the Hong Kong Intellectual Property Journal for opposition on 18 February 2005.

11. Due to the similarity of the Proposed Mark  and the device of  in the Opponent's Marks  and , the Proposed Mark is virtually identical or substantially similar to the Opponent's Marks whether considered visually, phonetically or conceptually. Taking into account that prior to the Application Date of the Proposed Mark, the Opponent has already registered and acquired substantial reputation in the Opponent's Marks, use and/or registration of the Proposed Mark by the Applicant will inevitably cause confusion and give rise to the mistaken belief that goods bearing the Proposed Mark also emanate from the Opponent. Use and registration of the Proposed Mark will be contrary to the provision, of Section 12(3) of the Trade Marks Ordinance which precludes registration of a mark which is likely to be confused with a prior registered mark of another.
12. By reasons of the above, the Proposed Mark is not a sign which is capable of distinguishing the Applicant's goods and registration thereof will be contrary to Section 3(1) of the Trade Marks Ordinance which precludes from registration a

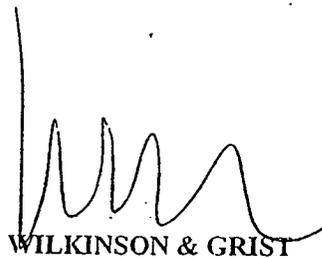
sign that is not capable of distinguishing goods of one undertaking from those of others.

13. The Opponent's Marks are well-known trade marks with strong and distinctive character and reputation in Hong Kong and the use of the Proposed Mark for the Applicant's goods would, without due cause, take unfair advantage of or capture the distinctive character or repute of the Opponent's Marks. Registration of the Proposed Mark should be refused under Section 12(4) of the Trade Marks Ordinance which precludes registration of a trade mark the use of which is without due cause and would take unfair advantage of or detriment the distinctive character or repute of an earlier well-known trade mark
14. The Proposed Mark is almost identical or confusingly similar to the Opponent's Marks. The Proposed Mark should be disallowed registration as its use in Hong Kong is liable to be prevented by the Opponent's earlier rights in the Opponent's Marks. Use of the Proposed Mark would constitute an act of passing-off and registration of the same should also be prohibited under Section 12(5)(a) of the Trade Marks Ordinance which precludes from registration a mark the use of which would cause passing-off.
15. Further, the Proposed Mark is calculated to deceive and cause confusion and would lead the public into the mistaken belief that the Applicant's goods are goods provided and/or endorsed by the Opponent. The application for registration of the Proposed Mark is made in bad faith. In the premises, the Proposed Mark shall not be granted registration as it is contrary to Sections 11(4) and (5) of the Trade Marks Ordinance which preclude from registration a trade mark that is likely to deceive the public or the use of which is prohibited in Hong Kong under or by virtue of any law or the application is made in bad faith.
16. Because of Section 19(2) of the Trade Marks Ordinance, the Opponent and/or its affiliated/associated companies and/or its successor-in-title and/or its distributor(s)

and/or its authorized licensee(s) would be prevented from taking infringement action against the Applicant as entitled under Sections 18(3) and 18(4) of the Trade Marks Ordinance if the Proposed Mark was registered. Section 18(3) provides that it is an infringement to use in the course of trade or business a sign which is similar to a registered mark in relation to goods and services which are identical or similar to those for which the registered mark is registered and the use of the sign in relation to those goods and services is likely to cause confusion on the part of the public. On the other hand, Sections 18(4) provides that it is an infringement to use in the course of trade or business a sign which is identical or similar to a well-known trade mark for dissimilar goods/services if the use of the sign, being without due cause, takes unfair advantage of, or is detrimental to, the distinctive character or repute of the well-known trade mark. However, Section 19(2) stipulates use of a registered trade mark as an exception to infringement and as such, if registration of the Proposed Mark is allowed, the Opponent and/or its affiliated/associated companies and/or its successor-in-title and/or its distributor(s) and/or its authorized licensee(s) may be deprived of the right of action against the Applicant.

- 17 Under the circumstances, the Opponent requests that the said Application No. 300353538 be refused registration and an order for costs against the Applicant be made.

Dated this 18th day of July, 2005



WILKINSON & GRIST
SOLICITORS FOR THE OPPONENT

IN THE MATTER of Trade Marks
Ordinance Cap.559 of The Laws of Hong
Kong

and

IN THE MATTER of Application No.
300353538 for Registration of the Trade



Mark "  " in Classes 1, 3 and 4 in
the name of MILLERS OILS LIMITED

and

OPPOSITION THERETO by MOTOWN
RECORD COMPANY, L.P.

GROUNDS OF OPPOSITION

Dated the 18th day of July, 2005.

**WILKINSON & GRIST
 SOLICITORS
 6th Floor, Prince's Building
 10 Chater Road
 Central, Hong Kong
 Tel: 2524 6011
 Fax: 2527 9041
 Our Ref: AC:FL:U103-393**

[Signature]

UMG 00188



SONN & PARTNER
SINCE 1851

Höhne, in der Maur & Partner
Rechtsanwälte GmbH
Mariahilfer Str. 20
1070 Wien

European and Austrian Patent,
Trademark & Design Attorneys

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Mag. Dr.rer.nat. Daniel Alge
DI Dr.techn. Georg Heger
DI Dr.techn. Rainer Beetz, LL.M.

Dr.phil. Heinrich Pawloy
DI Johann Köhler-Pavlik

TELEFAX – 521 75 21

COPY

Ihr Zeichen:

Unser Zeichen: M 14688/997/998/Z/II

**Gemeinschaftsmarkenmeldung Nr. 4497211 MOTOM
im Namen von Thomas Moser**

Wien, 07.09.2005

Sehr geehrte Herren Rechtsanwälte,

wir schreiben an Sie namens und im Auftrag unserer Mandantschaft Motown Record Company, L.P.
Diese ist die Inhaberin einer Reihe von MOTOWN bzw. MOTOWN-Komponentenmarken, nämlich

- österreichische Marke Nr. 151.762 M MOTOWN (Wort-Bild),
- österreichische Marke Nr. 90.343 M MOTOWN (Wort-Bild),
- österreichische Marke Nr. 83.997 TAMLA/MOTOWN und
- österreichische Marke Nr. 143.601 MOTOWN sowie der
- Gemeinschaftsmarke Nr. 206243 MOTOWN.

Ausdrucke der genannten Marken übersenden wir nachfolgend. Wie ersichtlich, schützen sie u.a. Waren der Klasse 9 und Dienstleistungen der Klasse 41. Diese sind als rechtlich ähnlich zu den von Ihrem Mandanten mit der Gemeinschaftsmarkenmeldung MOTOM Nr. 4497211 beanspruchten Waren der entsprechenden Klassen anzusehen.

Auch sind die wechselseitigen Marken gemäß ständiger Praxis als verwechslungsfähig ähnlich anzusehen.

UMG 00189

Um eine streitige Auseinandersetzung zu vermeiden, fordern wir Ihren Mandanten daher auf, die Klassen 9 und 41 aus seiner vorliegenden Markenmeldung zu löschen und die verbindliche Erklärung abzugeben, MOTOM oder ein damit verwechslungsfähig ähnliches Zeichen für diese Waren bzw. Dienst-



leistungen nicht zu benutzen. Andernfalls sieht sich unsere Mandantschaft gezwungen, nach Veröffentlichung der Markenmeldung Widerspruch gegen diese Klassen einzulegen.

Für den Eingang Ihrer Stellungnahme zusammen mit einer Kopie des Antrags auf teilweise freiwillige Zurücknahme der Gemeinschaftsmarkenmeldung Nr. 4497211 haben wir uns den

4. Oktober 2005

vorgemerkt.

Mit freundlichen Grüßen

Markenausdrucke

UMG 00190



UNIVERSAL MUSIC GROUP

10 Universal City Plaza, 23rd Floor, Suite 2330, Universal City, California 91608

(818) 777-2892 – phone, (818) 733-4142 – fax

deanne.ozaki@umusic.com – e-mail

7005 0390 0004 7339 0169

October 3, 2005

VIA CERTIFIED MAIL
RETURN-RECEIPT REQUESTED

Mr. Greg Vines
SOFA Home Entertainment, LLC
9121 Sunset Boulevard
Los Angeles, California 90069

Re: The “Motown Gold on the Ed Sullivan Show” DVD

Dear Mr. Vines:

I am trademark counsel for UMG Recordings, Inc. (“UMG”) and the Universal Music Group family of companies. It has been brought to my attention that SOFA Home Entertainment, LLC (“SOFA”) intends to release, on November 1, 2005, a DVD featuring musical performances of recording artists which were recorded on the Ed Sullivan Show (the “SOFA DVD”), entitled “MOTOWN GOLD on the ED SULLIVAN SHOW” (the “Title”). At the time these performances were recorded, certain of these artists were party to exclusive recording agreements with the Motown label, whereby the artists agreed that only the Motown label would have the right to exploit their recorded performances on any devices sold for home or personal use. In light of the foregoing, SOFA’s manufacture, sale and/or distribution of the SOFA DVD violates UMG’s exclusive rights under such artist agreements and any attempt by SOFA to use recordings of such artists in a manner prohibited by the artist agreements is a violation of state and federal laws.

In addition, UMG has used and registered, both in the United States and abroad, the MOTOWN mark (the “Mark”) in connection with a variety of music-related products and services. Through its efforts and the expenditure of great sums for the promotion of the products and services offered in connection with the Mark, UMG has developed substantial goodwill in the Mark. As owner of the federally registered Mark, UMG has the sole and exclusive right to use the Mark in connection with the offering, sale and other distribution of music-related products and services throughout the United States. Accordingly, third parties are prohibited from using any trademark or service mark which is confusingly similar to the Mark. In light of the fact that the Title incorporates the Mark in its entirety, and given the relatedness of the

UMG 00173

products offered under the Mark and the Title, SOFA's use of the Title on the SOFA DVD or any other DVD is likely to cause great confusion in the minds of the public and trade. Moreover, SOFA's marketing, promotion and/or sale of any DVD with the Title could lead the public to believe that some association exists between SOFA and UMG. This improper use of the Title dilutes the value of the Mark and may result in damage to UMG's well-established reputation and goodwill.

It is my understanding that SOFA considers its use of the Mark to be "nominative fair use." However, to describe SOFA's use of the Title, or any title incorporating the Mark, on any DVD as "nominative fair use" under trademark law is disingenuous, at best. SOFA is not using the Mark to describe a product or service of UMG. Even if this was SOFA's intent, the Mark is being used in a manner which is likely to cause confusion. In the New Kids on the Block case (which SOFA believes insulates it from liability), the 9th Circuit held that three requirements must be met in order to qualify for the nominative fair use defense: "First, the product or services in question must be one not readily identifiable without use of the trademark; second, only so much of the mark or marks may be used as reasonably necessary to identify the product or service; and third, the user must do nothing that would, in conjunction with the mark, suggest sponsorship or endorsement by the trademark holder." 971 F.2d 302 at 308. SOFA's use of the Mark in the title of any DVD fails to meet any of the three requirements. First, use of the Mark is not necessary to identify any DVD which is not released by the Motown label. If SOFA wants to identify artists featured in a DVD, it can simply list the artists, without identifying the label. If SOFA wants to identify the genre of music, it can use terms such as "60's," "music from the Motor City" and/or "soul." For example, SOFA has released a DVD entitled "Ed Sullivan Presents - Rock 'n' Roll Revolution," which features performances from American and English rock bands during the "English invasion" in the 60's. Second, assuming for purposes of argument that SOFA has the right to distribute recordings featuring performances by artists signed to the Motown label, if SOFA wants to indicate that a DVD features such performances, it could do so without using the Mark in the title of the DVD. For example, SOFA could simply footnote this fact or reference it in the text contained on the DVD cover. Third, the manner in which SOFA intends to use the Mark suggests endorsement on the part of UMG. Any use of the Mark as part of the title of a DVD, especially if the Mark is used prominently in the title, will constitute use of the Mark as a trademark, as opposed to a nominative use. Consumers who see the Mark as part of the title of a DVD are likely to assume that the Motown label is releasing or endorsing such DVD. In light of the foregoing, any use of the Mark by SOFA in the title of any DVD is a trademark use and not a nominative fair use.

Therefore, this letter will constitute written notice to you that SOFA's manufacture, distribution and sale of the DVD and/or use of the Mark in the title of any DVD constitutes an infringement and dilution of UMG's copyright and trademark rights, as well as unfair competition and tortious interference with contract under federal and state laws, rendering SOFA liable for any and all damages suffered by UMG as a result thereof. We hereby demand that SOFA, and each and every person, agent, company or entity affiliated with SOFA, immediately cease and desist from (1) any manufacture, distribution and sale of the DVD and (2) any use of the Mark, or any confusingly similar mark, in connection with the advertisement,

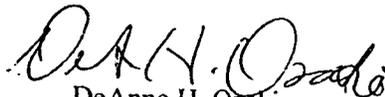
UMG 00174

promotion, sale, distribution and/or offering of the products and/or services of your company. Unless we receive written assurances from you within five (5) business days after your receipt of this letter expressing SOFA's intention to comply with our demands, UMG will take the necessary steps to protect its rights, and to recover damages, if appropriate, for SOFA's infringement and dilution of UMG's federally protected copyright and trademark rights. Since we have already notified SOFA of our concerns regarding the DVD and SOFA's use of the Mark, UMG will view any distribution and sale of the DVD and any use of the Mark by SOFA as a willful infringement.

We trust that you understand our concerns and that SOFA will fully and promptly comply with our demands. However, due to the seriousness of this matter, please be advised that UMG reserves all rights and remedies available to it.

We look forward to your prompt response.

Very truly yours,


DeAnne H. Ozaki

cc: Lori Froeling, Esq.
Bill Waddell, Esq.
Michael Ostroff, Esq.
Harvey Geller, Esq.

UMG 00175



UNIVERSAL MUSIC GROUP
10 Universal City Plaza, 3rd Floor, Suite 350, Universal City, California 91608
(818) 777-2892 – phone, (818) 733-4142 – fax
deanne.ozaki@umusic.com – e-mail

April 6, 2006

VIA FACSIMILE

Mr. Damian Rinaldi
SonyBMG Music Entertainment (Australia) Pty Limited
11 – 19 Hargrave Street
East Sydney NSW 2010
Australia

Re: Infringement of the “MOTOWN” Trademark

Dear Mr. Rinaldi:

I am trademark counsel for UMG Recordings, Inc. (“UMG”) and the Universal Music Group family of companies. As you may be aware, UMG has used and registered, throughout the world, the MOTOWN mark (the “Mark”) in connection with a variety music products and services. The Mark is the subject of numerous Australian trademark registrations (including without limitation Reg. Nos. 299467, 323895, 596818, 664951 and 664952), covering, among other things, sound and video recordings. Through its efforts and the expenditure of great sums for the promotion of the products and services offered in connection with the Mark, UMG has developed substantial goodwill in the Mark. As owner of the registered Mark in Australia, UMG has the sole and exclusive right to use the Mark in connection with the offering, sale and other distribution of music products and services throughout Australia. Accordingly, third parties are prohibited from using any trademark or service mark which is confusingly similar to the Mark. In spite of the foregoing, we understand that one of SonyBMG’s artists, Human Nature, has released an album entitled “REACH OUT THE MOTOWN RECORD” (the “Title”). In light of the fact that the Title incorporates the Mark in its entirety and appears on album covers, Human Nature’s use of the Title on or in connection with albums and other sound recordings, and SonyBMG’s distribution of the same, is likely to cause great confusion in the minds of the public and trade. Moreover, Human Nature’s and/or SonyBMG’s marketing, promotion and/or offering of an album with the Title could lead the public to believe that some association exists between Human Nature and/or SonyBMG and UMG. This improper use of the Title dilutes the value of the Mark and may result in damage to UMG’s well-established reputation and goodwill.

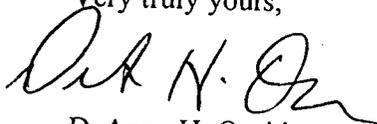
UMG 00191

Therefore, this letter will constitute written notice to you that Human Nature's and SonyBMG's use of the Title on or in connection with sound recordings constitutes an infringement and dilution of UMG's trademark rights, as well as unfair competition, rendering Human Nature and SonyBMG liable for any and all damages suffered by UMG as a result thereof. We hereby demand that Human Nature and SonyBMG, and each and every person, agent, company or entity affiliated with Human Nature and SonyBMG, immediately (1) cease and desist from any further use of the Title or any other title or mark which incorporates the Mark in connection with the advertisement, promotion, sale, distribution and/or offering of sound recordings. Unless we receive written assurances from you within ten (10) business days after your receipt of this letter expressing Human Nature's and SonyBMG's intention to comply with our demands, UMG will retain legal counsel in Australia to initiate legal proceedings against Human Nature and SonyBMG to prevent further infringement, dilution and unfair competition, and to recover damages for Human Nature's and SonyBMG's infringement and dilution of UMG's protected trademark rights. Moreover, UMG will view any continued use of the Title as a willful infringement of our rights.

We trust that you understand our concerns and that Human Nature and SonyBMG will fully and promptly comply with our demands. However, due to the seriousness of this matter, please be advised that UMG reserves all rights and remedies available to it.

We look forward to your prompt response.

Very truly yours,



DeAnne H. Ozaki

Cc: Lori Froeling, Esq.
Michael Ostroff, Esq.
Karen Don, Esq.

UMG 00192



(P)

UNIVERSAL MUSIC GROUP
2220 Colorado Ave, Santa Monica, California 90404
(310) 865-1708 – phone, (310) 865-1791 – fax
kerry.regan@umusic.com – e-mail

April 18, 2007

VIA CERTIFIED MAIL
RETURN-RECEIPT REQUESTED

Mr. Andrew Schwab and Mr. Andrew Waxman
American Motown.com, LLC
485 Madison Ave. Floor 1702
New York, New York 10022-5851

Re: Infringement of the "MOTOWN" Trademark

Dear Mr. Schwab and Mr. Waxman:

I am trademark counsel for UMG Recordings, Inc. ("UMG") and the Universal Music Group family of companies. UMG has used and registered, both in the United States and abroad, the MOTOWN mark (the "Mark") in connection with a variety of music- and entertainment-related products and services. Through its efforts and the expenditure of great sums for the promotion of the products and services offered in connection with the Mark, UMG has developed substantial goodwill. As owner of the federally registered Mark, UMG has the sole and exclusive right to use the Mark in connection with the offering, sale and other distribution of music- and entertainment-related products and services throughout the United States. Accordingly, third parties are prohibited from using any trademark or service mark which is confusingly similar to the Mark. In spite of the foregoing, we understand American Motown.com, LLC ("American") has registered www.americanmotown.com and is using the name American Motown.com, LLC in commerce in connection with *record and/or tape (music or video) club, mail order* and other related services.

In light of the fact that your name and domain name incorporate the Mark in its entirety, and given the relatedness of the products offered under the Mark, your use of our Mark is likely to cause great confusion in the minds of the public and trade.

UMG 00195

EXHIBIT W PAGE 173

April 18, 2007

Mr. Andrew Schwab and Mr. Andrew Waxman

Page 2

Moreover, your use of the MOTOWN name in marketing, promotion and/or sale of your products and services could lead the public to believe that some association exists between American and UMG. This improper use dilutes the value of the Mark and will result in damage to UMG's well-established reputation and goodwill.

Therefore, this letter represents written notice to you that your use of the mark MOTOWN constitutes an infringement and dilution of UMG's trademark rights, as well as unfair competition under federal and state laws, rendering American liable for any and all damages suffered by UMG as a result thereof. We hereby demand that American, and each and every person, agent, company or entity affiliated with American, immediately cease and desist from any use of the Mark or any other similar mark which incorporates MOTOWN, including registration of the domain name www.americanmotown.com. Unless we receive written assurances from you within five (5) business days after your receipt of this letter expressing American's intention to comply with our demands, UMG may be forced to initiate legal proceedings against American to obtain declaratory judgment and injunctive relief, and to recover damages, if appropriate, for American's infringement and dilution of UMG's federally protected trademark rights. Accordingly, UMG views all use of the MOTOWN mark by American as a willful infringement of our trademark rights.

We trust that you understand our concerns and that American will fully and promptly comply with our demands. However, due to the seriousness of this matter, please be advised that UMG reserves all rights and remedies available to it.

We look forward to your prompt response.

Very truly yours,



Kerry Regan

cc: Michael Ostroff, Esq.
Michael Reinert, Esq.
DeAnne Ozaki, Esq.

UMG 00196

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

IN THE MATTER OF APPLICATION FOR U.S. SERVICE MARK REGISTRATION

SERIAL NO.: 76/651,418
SERVICE MARK: MOTOWN USA & DESIGN
SERVICES: Retail store services featuring new and used motorcycles and
motorcycle parts in Class 35; and Motorcycle repair and maintenance
services in Class 37.
FILING DATE: December 5, 2005
PUBLICATION DATE: October 3, 2007

UMG RECORDINGS, INC.,)	
)	
Opposer,)	Opposition No.
)	
v.)	
)	
MOTOWN HARLEY-DAVIDSON, INC.,)	
)	
Applicant.)	
)	

NOTICE OF OPPOSITION

Commissioner for Trademarks
P.O. Box 1451
Alexandria, VA 22313-1451
Attention: TTAB

Dear Sir or Madam:

UMG Recordings, Inc. ("Opposer"), a Delaware corporation, with a business address at 2220 Colorado Avenue, Santa Monica, California, 90404, believes that it will be damaged by the registration by Motown Harley-Davidson, Inc. ("Applicant") of the mark which is the subject of the above-identified application (the "Application"), and hereby opposes the same.

UMG 00197

The grounds for the opposition are as follows:

1. Opposer, its affiliates and its predecessors in interest (collectively, the "UMG Entities") commenced use in interstate and foreign commerce, at least as early as 1964, and are presently using the trademark MOTOWN and trademarks containing MOTOWN (collectively, "Opposer's Mark"), in connection with, among other things, the following goods and services: pre-recorded audio and video tapes and cassettes, DVDs, CDs, and phonograph records featuring music and entertainment; and musical and theatrical sound and video recordings in Class 9; clothing, footwear and headgear in Class 25; online and retail store services in Class 35; and/or and entertainment services, promotion and distribution of musical and theatrical sound and video recordings, providing a web site featuring information and materials regarding music and musical artists in Class 41.

2. Opposer's Mark is the subject of the following United States trademark registrations: Reg. No. 881,471; Reg. No. 985,972; Reg. No. 985,976; Reg. No. 1,075,409; Reg. No. 2,516,930; Reg. No. 2,767,101; and Reg. No. 3,073,897. Opposer's Mark is also registered in numerous jurisdictions worldwide.

3. By virtue of the UMG Entities' extensive and continuous use of Opposer's Mark, extensive efforts and the expenditure of large sums for promotional activities, and by virtue of the quality of the goods and services offered under Opposer's Mark, Opposer's Mark has developed extensive goodwill and consumer recognition, and/or become famous and well-known, in the United States and in foreign countries.

4. There is no issue as to priority. Opposer and the other UMG Entities commenced use of Opposer's Mark, in interstate and foreign commerce, prior to March 3, 2005,

Applicant's claimed date of first use in the Application for its MOTOWN USA & DESIGN mark ("Applicant's Mark").

5. Applicant's Mark is confusingly similar to Opposer's Mark. Applicant's Mark and Opposer's Mark are virtually identical, except for Applicant's addition of the geographically descriptive term USA and the design, and some of the services offered under the marks are related.
6. Applicant's use of Applicant's Mark dilutes Opposer's Mark.
7. Applicant's Mark is deceptively similar to Opposer's Mark so as to cause confusion and deceive the public as to origin of Applicant's services to be offered under Applicant's Mark. Consumers and persons in the trade will assume, contrary to the fact, that Applicant's services are associated with, endorsed by or in some other way related to Opposer and/or Opposer's goods and services.
8. Opposer alleges and believes, for the reasons set forth above, that if Applicant is permitted to use and/or register Applicant's Mark in connection with Applicant's services, as specified in the Application, confusion in the trade would occur, resulting in damage and injury to Opposer.
9. If Applicant is granted the registration herein opposed, Applicant would thereby obtain at least a prima facie exclusive right to the use of Applicant's Mark. Such registration would be a source of damage and injury to Opposer.

10. Opposer alleges and believes that, if Applicant is granted the registration herein opposed, it could dilute and weaken the strength and reputation of Opposer's Mark, resulting in damage and injury to Opposer.

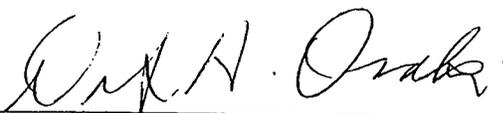
11. By reason of the foregoing, Applicant is not entitled to registration of Applicant's Mark.

WHEREFORE, Opposer respectfully requests that this opposition be sustained in favor of Opposer and that registration of Applicant's Mark be rejected and denied.

Dated: February 20, 2008

Respectfully submitted,

UMG RECORDINGS, INC.

By: 
DeAnne H. Ozaki
c/o Universal Music Group
2220 Colorado Avenue
Santa Monica, California 90404
(310) 865-1709



UNIVERSAL MUSIC GROUP

BUSINESS & LEGAL AFFAIRS

May 13, 2008

**VIA FIRST CLASS MAIL &
EMAIL TO proxv1276469@land1-private-registration.com
and gmtsg@aol.com**

OneandOne Private Registration
1&1 Internet, Inc.
701 Lee Road, Suite 300
Chesterbrook, Pennsylvania 19087
ATTN: motownuniversalrecords.com

-and-

SJG Productions LLC
2800 North Tryon Street
Charlotte, North Carolina 28206

RE: Unauthorized Use of the "Motown" and "Universal Records" Trademarks

Dear Sir or Madam:

We are writing concerning your unauthorized use of our world famous trademarks "Motown" and "Universal Records" ("the Marks") as prominent parts of the domain name <motownuniversalrecords.com> registered by you in or around April 2008, and used in connection with the website located at <http://www.motownuniversalrecords.com> ("the Website") in violation of trademark use guidelines. (Please note that trademark use guidelines are publicly available and can be accessed online at <http://www.icann.org/udrp/udrp-policy-24oct99.htm>).

UMG Recordings, Inc. and, in particular, its division Universal Motown Republic Group (collectively "UMG"), have expended considerable time, resources and effort developing and promoting the Marks and the products and services offered under them. As a result of these efforts, UMG has built considerable recognition and goodwill in its goods, including recorded music, sold under the Marks around the world. Additionally, as with UMG's other famous trademarks, including Interscope Geffen A&M Records, and Island Def Jam, among others, UMG has developed significant intellectual property rights in the Marks.

1755 BROADWAY NEW YORK NY 10019 TEL 212 331 2500 FAX 212 331 2581

A VIVENDI COMPANY

UMG 00193

EXHIBIT W PAGE 179

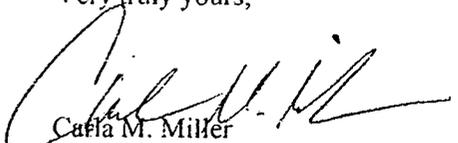
As we are sure you understand, UMG must protect the valuable rights it holds in the Marks and, like all trademark owners, UMG has a legal obligation to prevent others from using its trademarks in a way that is likely to cause confusion, or in a manner that may dilute their strength. Therefore, UMG cannot and does not permit third parties to use its trademarks as part of their domain names, as part of any name used in connection with their products or services, or in any way that might imply an endorsement by UMG or otherwise dilute the distinctive quality of UMG's trademarks. Your current use of the Marks in your domain name, and in connection with the Website may cause consumers to mistakenly believe that the Website is in some way legitimately connected with, sponsored, or approved by UMG. Indeed, the likelihood of consumer confusion could not be more evident here, since the Website apparently is being used to promote a recording artist named "Goldie" and her sound recordings.

Therefore, unless you take immediate steps to discontinue use of the <motownuniversalrecords.com> domain name, and make arrangements to transfer the domain name to UMG—and inform me in writing by May 23, 2008 that you have done so—we will have no choice but to initiate legal proceedings against you, without further notice. While it is not our intention to disrupt your business, we are contacting you and making this demand in order to ensure that UMG's trademark rights, goodwill and reputation are protected, and to ensure that the public will not be confused by your unauthorized use of the Marks.

You may send your written confirmation of your intent to cancel or transfer your registration for the <motownuniversalrecords.com> domain name to me directly by e-mail to carla.miller@umusic.com, or by correspondence sent to my attention at the office address identified at the bottom of this letter.

We thank you for your attention to this matter and look forward to hearing from you by no later than May 23, 2008.

Very truly yours,


Carla M. Miller
Senior Director, Litigation Counsel

cc: (all via electronic mail)

Michael Reinert, Esq.
Jerry Juste, Esq.
Harvey Geller, Esq.
Deanne Ozaki, Esq.

UMG 00194

Peter Brent Promotions
27 Wederly Close
Oakfield Lodge
Darlington
Co Durham
DL3 0GX

10 September 2008

Our ref: M34146 SXL/MAC/cxc

Your ref:

Page 1 of 2

WITHOUT PREJUDICE

Dear Sirs

Re: Unauthorised use of the Trade Mark MOTOWN

We act for Universal Music Group, who as you will no doubt be aware is the world's largest music company, which either owns or has a joint share in a large number of record labels, including the well known MOTOWN label.

The MOTOWN mark has been used extensively and exclusively by our client, or its various affiliates, subsidiaries and predecessors, since the 1960's, and by reason of such use, this mark has achieved worldwide and UK recognition, and a significant amount of goodwill that now attaches to the mark. As such, the general public necessarily associates goods and services bearing the mark as being provided by our client.

For further information relating to our client's activities and the long history of its MOTOWN mark, we refer you to our client's websites at www.umusic.com and www.motown.com.

In addition to this use, our client and its various subsidiaries own several UK and Community trade mark registrations incorporating the MOTOWN name, covering, *inter alia*, sound recordings and entertainment services. These marks include (but are not limited to) the following registrations:-

- UK trade mark registration no. 1494192 MOTOWN in class 41 in the name of UMG Recordings, Inc. The mark covers, *inter alia*, production of radio and television programmes and of shows;

Forresters
Forrester House
52 Bounds Green Road
London N11 2EY
United Kingdom

T +44 (0) 20 8889 6622
F (GR 3) +44 (0) 20 8881 1088
F (GR 4) +44 (0) 20 8889 0131
www.forresters.co.uk

UMG 00203

Patent and Trade Mark Attorneys

- UK trade mark registration no. 1494180 M MOTOWN & device in class 41 in the name of Motown Record Company LP. The mark covers, *inter alia*, presentation of live performances; orchestra services; production of radio and television programmes and of shows; rental of stage and show scenery, radio and television sets.

Detailed extracts of these marks as appearing on the UK trade marks register are attached for your ease of reference.

We also attach a full schedule of our client's MOTOWN registrations in the UK and European Community.

It has come to our client's attention that you are using the MOTOWN mark in relation to a live show celebrating the music of Motown legends, including the Four Tops and the Temptations, in contravention of the exclusive rights afforded to our client by reasons of its extensive use of the MOTOWN mark and its various trade mark registrations.

Your activities are of serious concern to our client as it has heavily invested in its MOTOWN brand, and your use of the mark in relation to entertainment services is likely to cause consumers to be confused, and to believe that those services originate from our client, or are licensed by, endorsed by, or otherwise associated with our client in some way. In consequence, we believe that our client has suffered, and is likely to continue to suffer substantial damage to its MOTOWN brand. Further, our client views your unauthorised use of the MOTOWN mark as a deliberate attempt to trade on the significant reputation and goodwill that it has established in the MOTOWN name.

In light of the foregoing, our client requests that you:-

- 1) Immediately discontinue any direct or indirect use of the MOTOWN mark and provide a written undertaking that you will not directly or indirectly use or apply to register the MOTOWN mark, or any variant thereof, in the future or assist any other person to do so;
- 2) Immediately destroy on oath, or deliver to us, all promotional material, signs, packaging, goods or any other material carrying the offending name; and
- 3) Agree to meet our client's reasonable costs in bringing this matter to your attention and settling it in a satisfactory fashion.

The MOTOWN mark is an essential and important part of our client's business, and our client is committed to protecting the mark in ensuring that the goodwill that it represents is not diluted or diminished in any way.

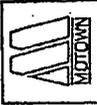
This is a matter on which you may wish to take some specialist legal advice, but we must emphasise that we require a substantive response from you without delay. Please note that if we do not hear from you or your advisers by **6 October 2008**, our client will take any further action that it deems necessary to protect its interests without any further reference to you.

We look forward to your reply as soon as possible.

Yours faithfully
FORRESTERS

UMG 00204

**MOTOWN Registrations in the UK and European Community
In the names of UMG Recordings Inc. and Motown Record Company LP**

Country	Owner	Trade Mark Number	Mark	Class	Status
United Kingdom	Motown Record Company LP	1488879	MOTOWN	25	Registered
United Kingdom	Motown Record Company LP	1494065	TAMLA/MOTOWN	41	Registered
United Kingdom	Motown Record Company LP	1494178		25	Registered
United Kingdom	Motown Record Company LP	1494179		28	Registered
United Kingdom	Motown Record Company LP	1494180		41	Registered
United Kingdom	Motown Record Company LP	1494190	MOTOWN	16	Registered
United Kingdom	Motown Record Company LP	1494191	MOTOWN	8	Registered
United Kingdom	Motown Record Company LP	1506860	MOTOWN	35	Registered

UMG 00205

United Kingdom	Motown Record Company LP	1506961	MOTOWN	42	Registered
United Kingdom	UMG Recordings, Inc.	880068	TAMLA/MOTOWN	9	Registered
United Kingdom	UMG Recordings, Inc	1068119	MOTOWN	9	Registered
United Kingdom	UMG Recordings, Inc	1102831		9	Registered
United Kingdom	UMG Recordings, Inc	1129748	MOTOWN	9	Registered
United Kingdom	UMG Recordings, Inc	1494192	MOTOWN	41	Registered
European Community	UMG Recordings, Inc	000206243	MOTOWN	9, 25, 41, 42	Registered

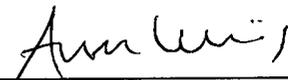
UMG 00206

CERTIFICATE OF MAILING

Date of Deposit: March 19, 2009

"Express Mail" mailing label number: EB 519288429 US

I hereby certify that this paper or fee, **TRIAL DECLARATION OF WILLIAM WADDELL**, is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date indicated above and is addressed to: UNITED STATES PATENT AND TRADEMARK OFFICE, Trademark Trial and Appeal Board , P.O. Box 1451, Alexandria, Virginia 22313-1451.



Alexa L. Lewis

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of March, 2009, a true and correct copy of the foregoing **TRIAL DECLARATION OF WILLIAM WADDELL**, was served upon Opposer's counsel of record by hand delivery, to the following address: Lawrence Y. Iser, Patricia A. Millett, Chad R. Fitzgerald, Kinsella, Weitzman, Iser, Kump & Aldisert LLP, 808 Wilshire Boulevard, 3rd Floor, Santa Monica, CA 90401.



Alexa L. Lewis

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

DECLARATION OF ANTON HANDAL

ANTON HANDAL declares under penalty of perjury as follows:

1. I am the Chief Executive Officer of The Singing Machine Company, Inc., a Florida corporation with offices at 6601 Lyons Road, Bldg. A-7, Coconut Creek, FL 33073 ("The Singing Machine"). I first joined The Singing Machine in 2008. I submit this declaration as testimony in connection with the above-captioned proceeding.

2. I have access to the books and records of The Singing Machine relevant to the matters covered herein. As a result of my job responsibilities I am generally familiar with the business of The Singing Machine and The Singing Machine's license to use the MOTOWN and MOTOWN-formative trademarks (the "MOTOWN Marks") in connection with a Karaoke Machine and Karaoke CDGs (collectively, the "Karaoke Products"). I confirm that the facts and matters set out herein are based on my own

knowledge and from the records and documents of The Singing Machine to which I have access.

3. On or around February 7, 2003, The Singing Machine entered into a license agreement with Universal Music Enterprises, a division of UMG Recordings, Inc. ("UMG") concerning the right to use the MOTOWN Marks in connection with the Karaoke Products. A true and correct copy of the license agreement is attached hereto as Exhibit 1, and the November 30, 2004 amendment thereto is attached hereto as Exhibit 2.

4. True and correct copies of photographs depicting the Karaoke Products are attached hereto as Exhibit 3.

5. The Singing Machine began selling the Karaoke Products nationwide in 2003 and has sold the Karaoke Products in stores such as WalMart, Target, Sears, and K-Mart continuously since that time to children and adult consumers. The retail price for a Karaoke CDG is approximately \$15.95.

Declared under penalty of perjury of the Laws of the United States of America executed this 13th day of March, 2009 at San Diego, California.


Anton Handal

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT 1

TO DECLARATION OF ANTON HANDAL

EXHIBIT 1
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT 2

TO DECLARATION OF ANTON HANDAL

EXHIBIT 2
FILED UNDER SEAL

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

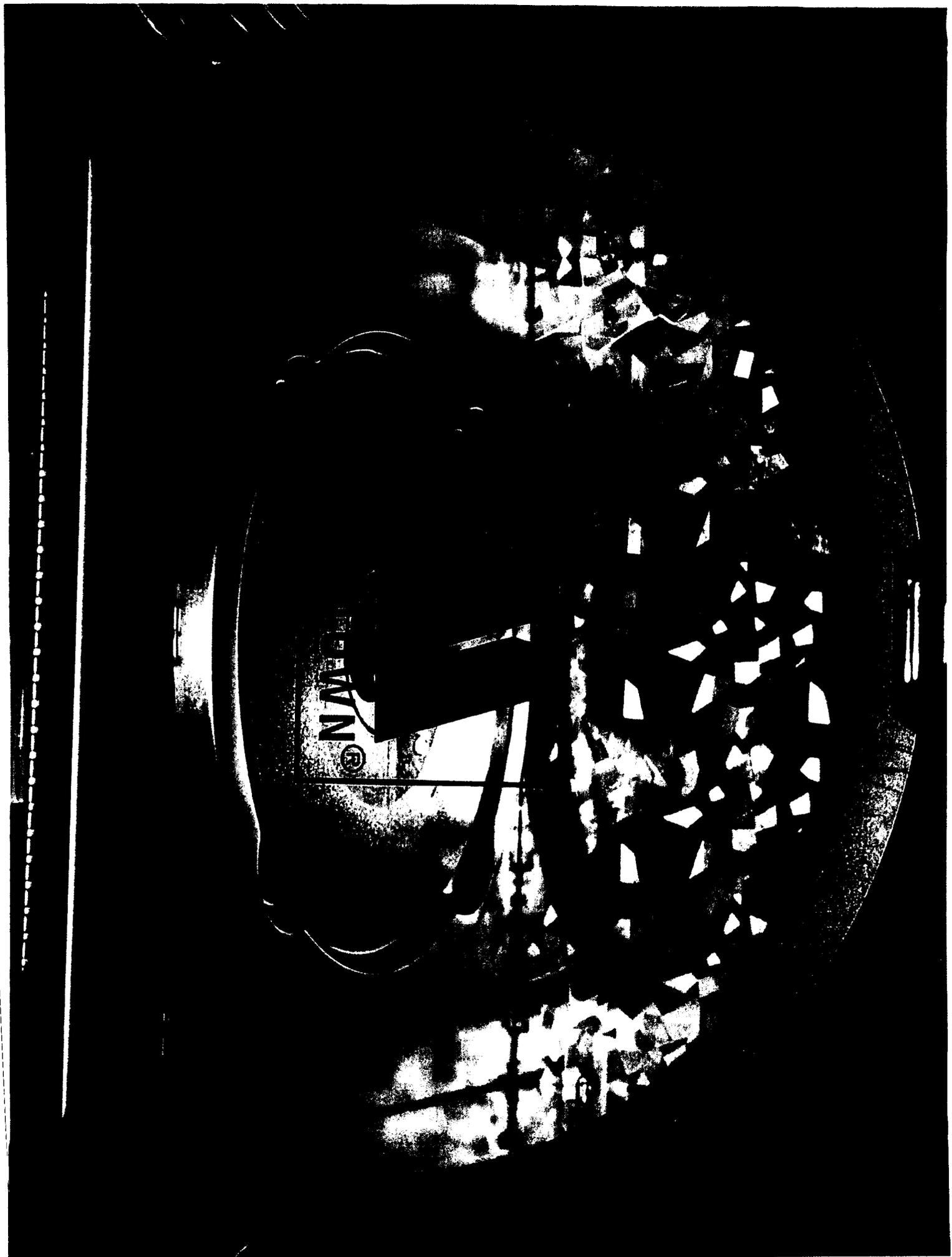
UMG RECORDINGS, INC.

EXHIBIT 3

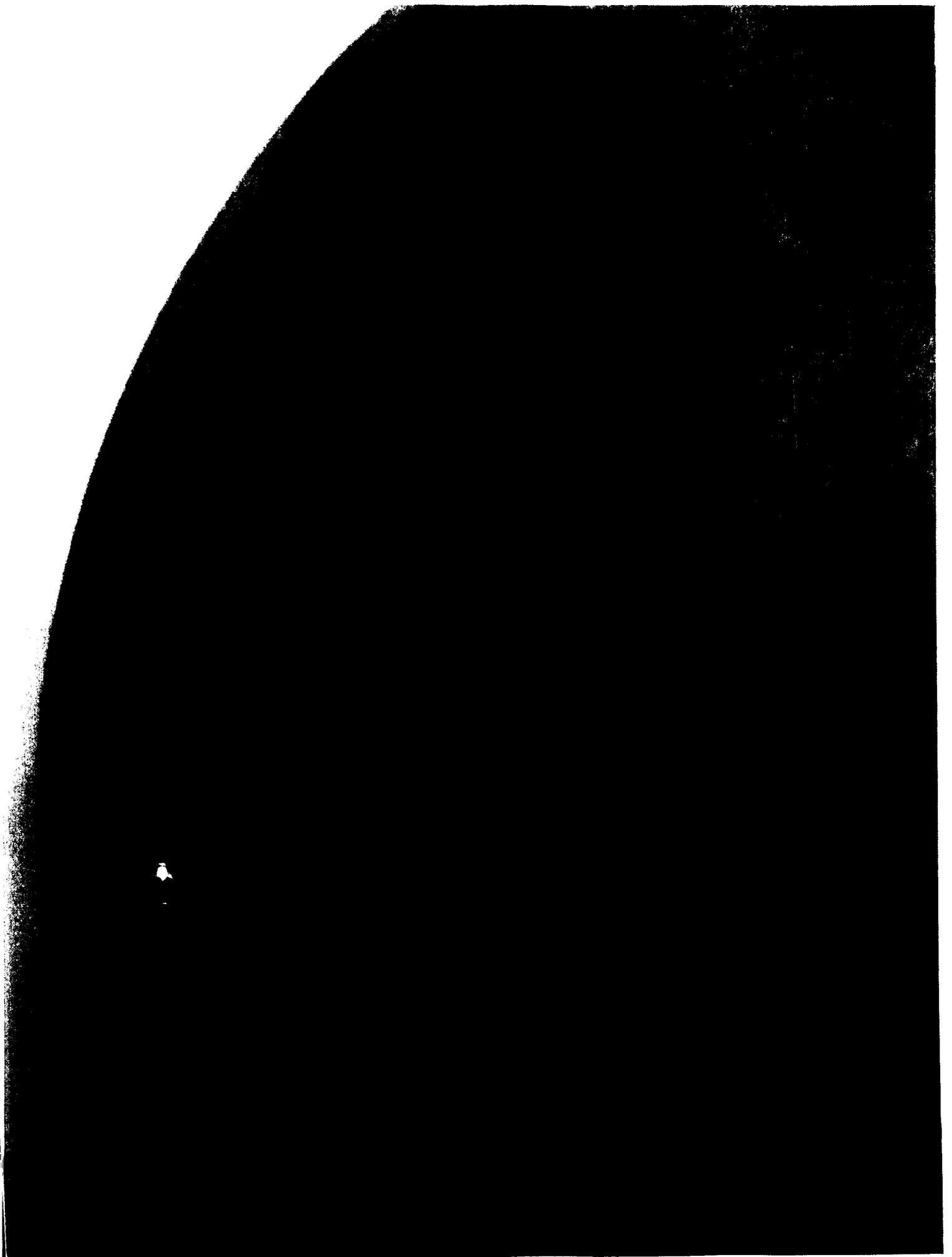
TO DECLARATION OF ANTON HANDAL

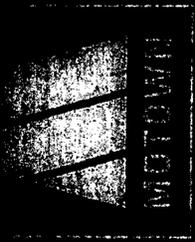






NAME [®]





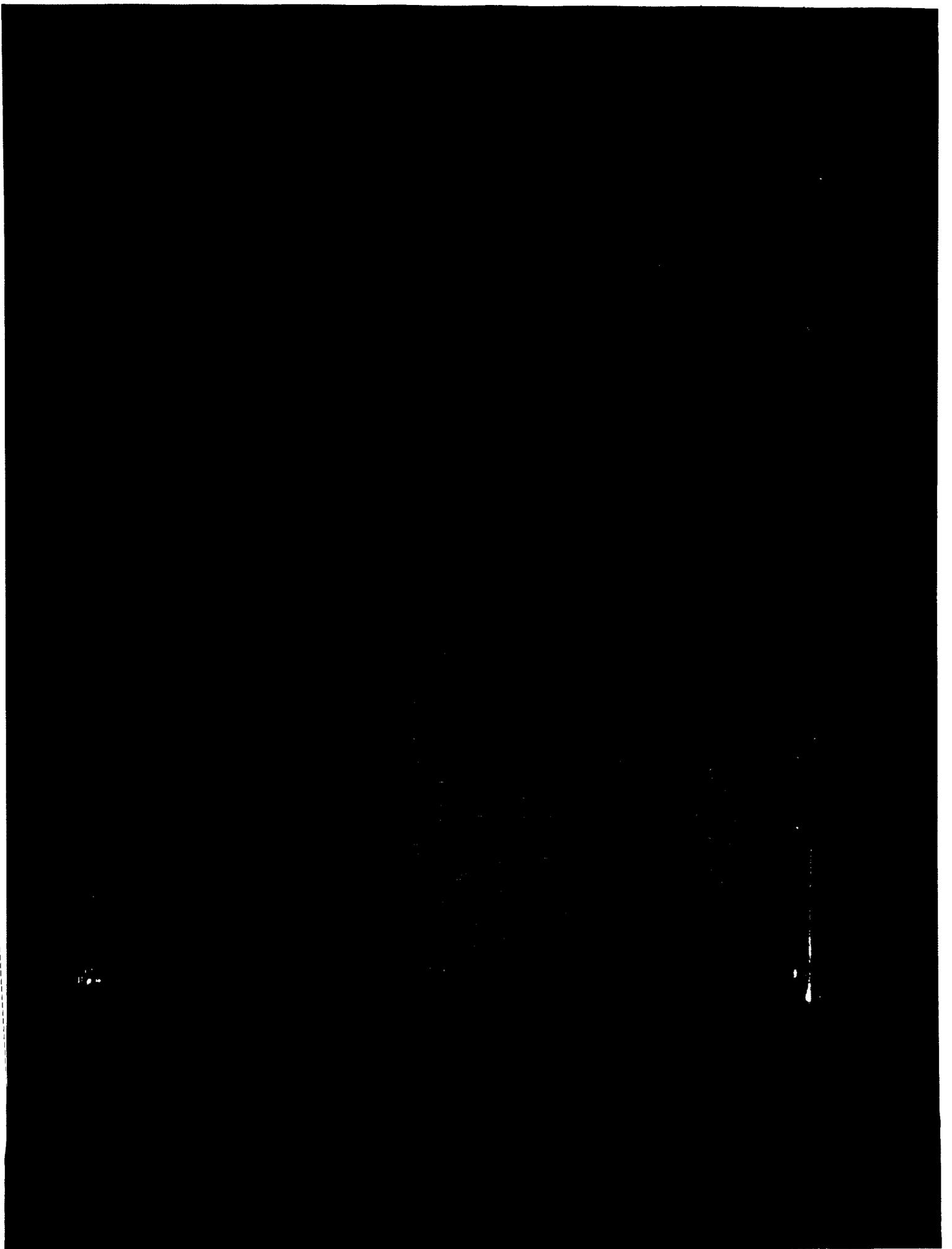
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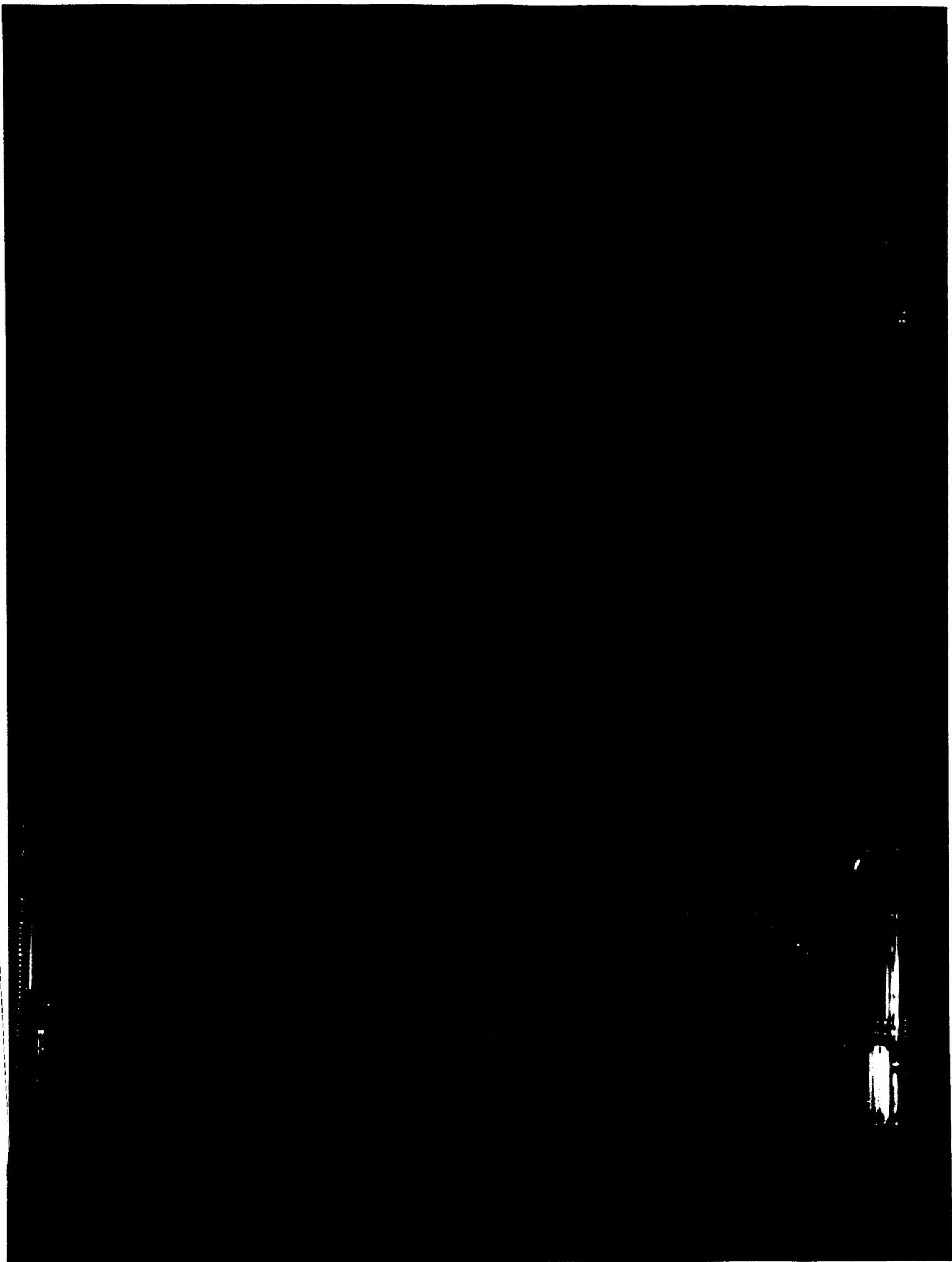
I HEARD IT THROUGH THE CEILING VOL 7

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SONGBOOK WITH KARAOKE TRACKS

...and the songbook is a great addition to any home or office. The songs are arranged in order of difficulty, from easy to hard. The songbook is a great addition to any home or office. The songs are arranged in order of difficulty, from easy to hard. The songbook is a great addition to any home or office. The songs are arranged in order of difficulty, from easy to hard.

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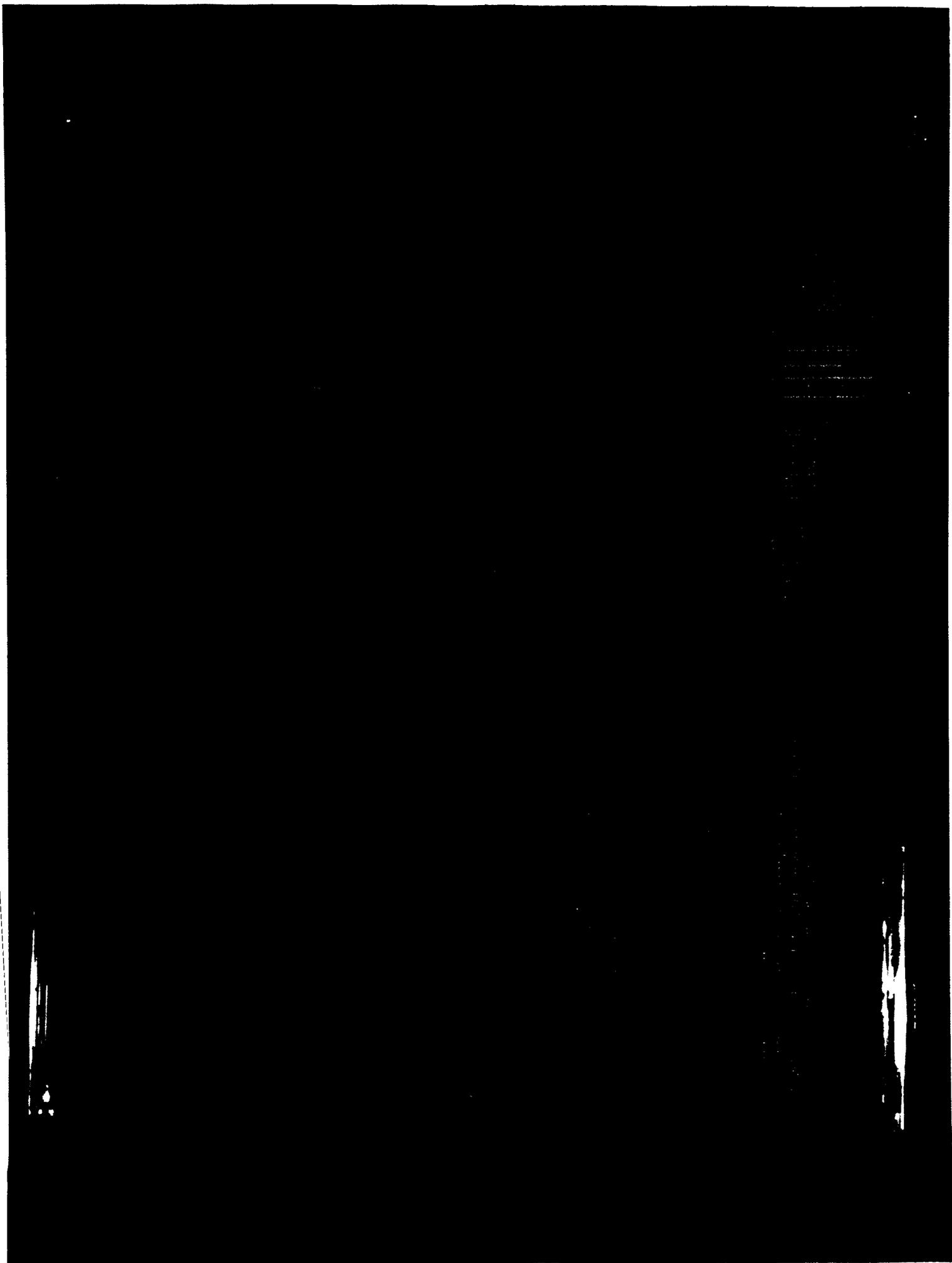
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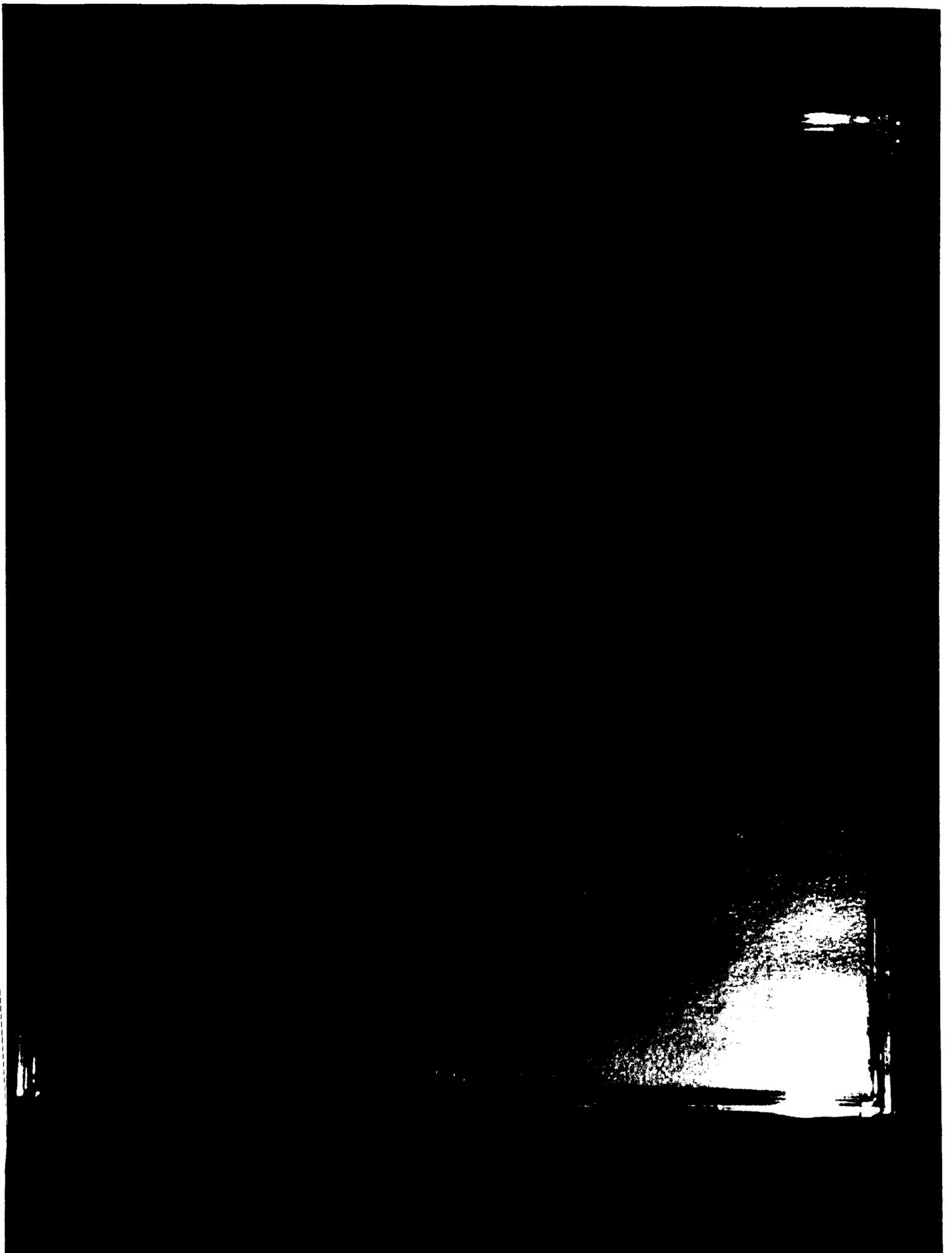
KARAOOK

VOL. 9

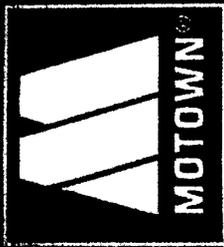
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1988





ORIGINAL ARTIST KARAOKE



I CAN'T HELP MYSELF VOL. 10

- 16 TRACKS
- CD - GRAPHICS
- ON-SCREEN LYRICS



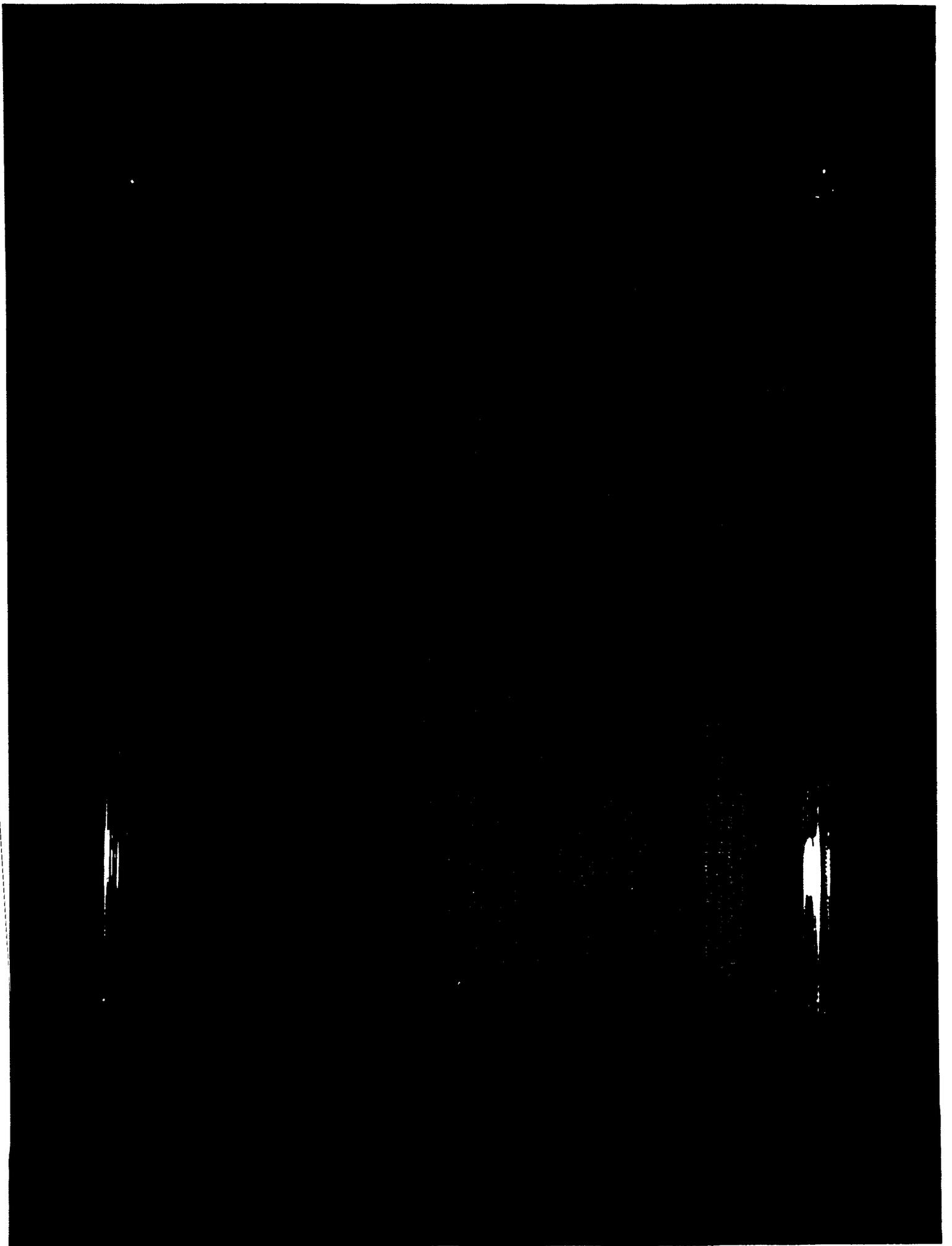
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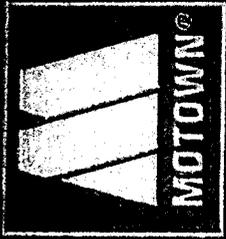
KARAOKE

BABY I NEED YOUR LOVE VOL. 1





ORIGINAL ARTIST KARAOKE™



IT TAKES TIME: THE BEST COLLECTION VOL. 12

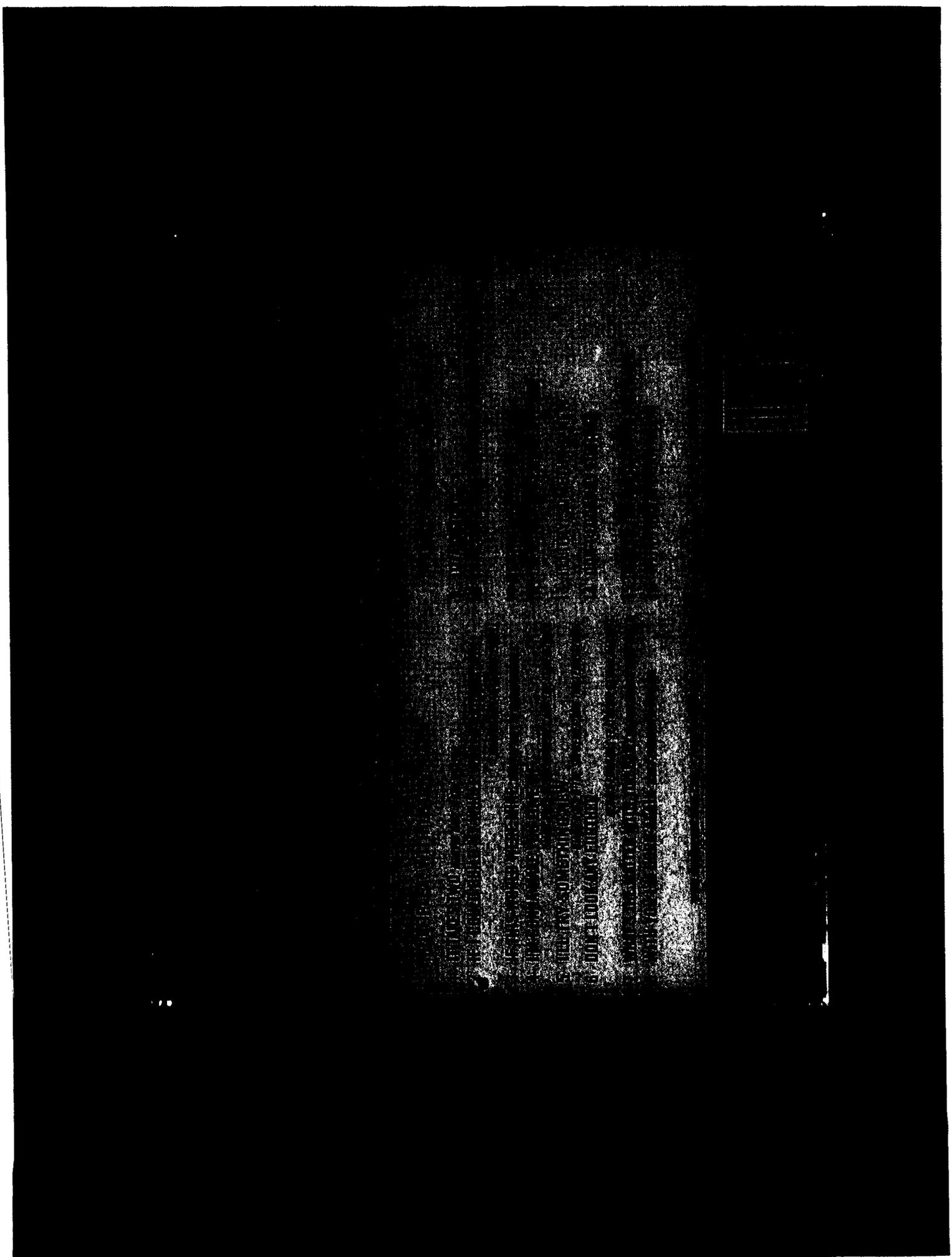
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THE LEADER IN
HOME ENTERTAINMENT
63636

WITHOUT IT

CHECK OUT THESE AND OTHER WIRELESS
SERVICES AT WWW.SINGINGMAGNIFICENT.COM





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Baby



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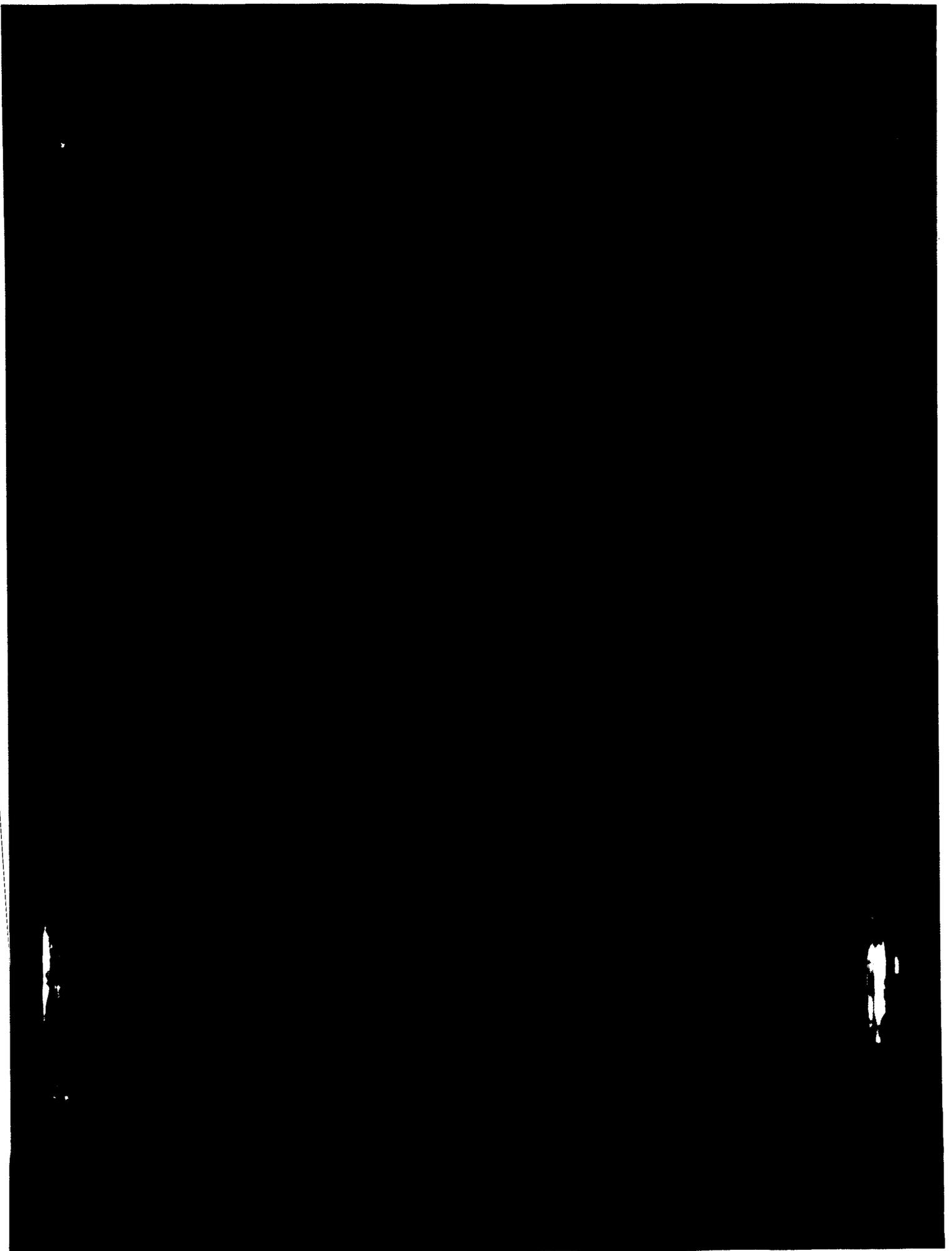


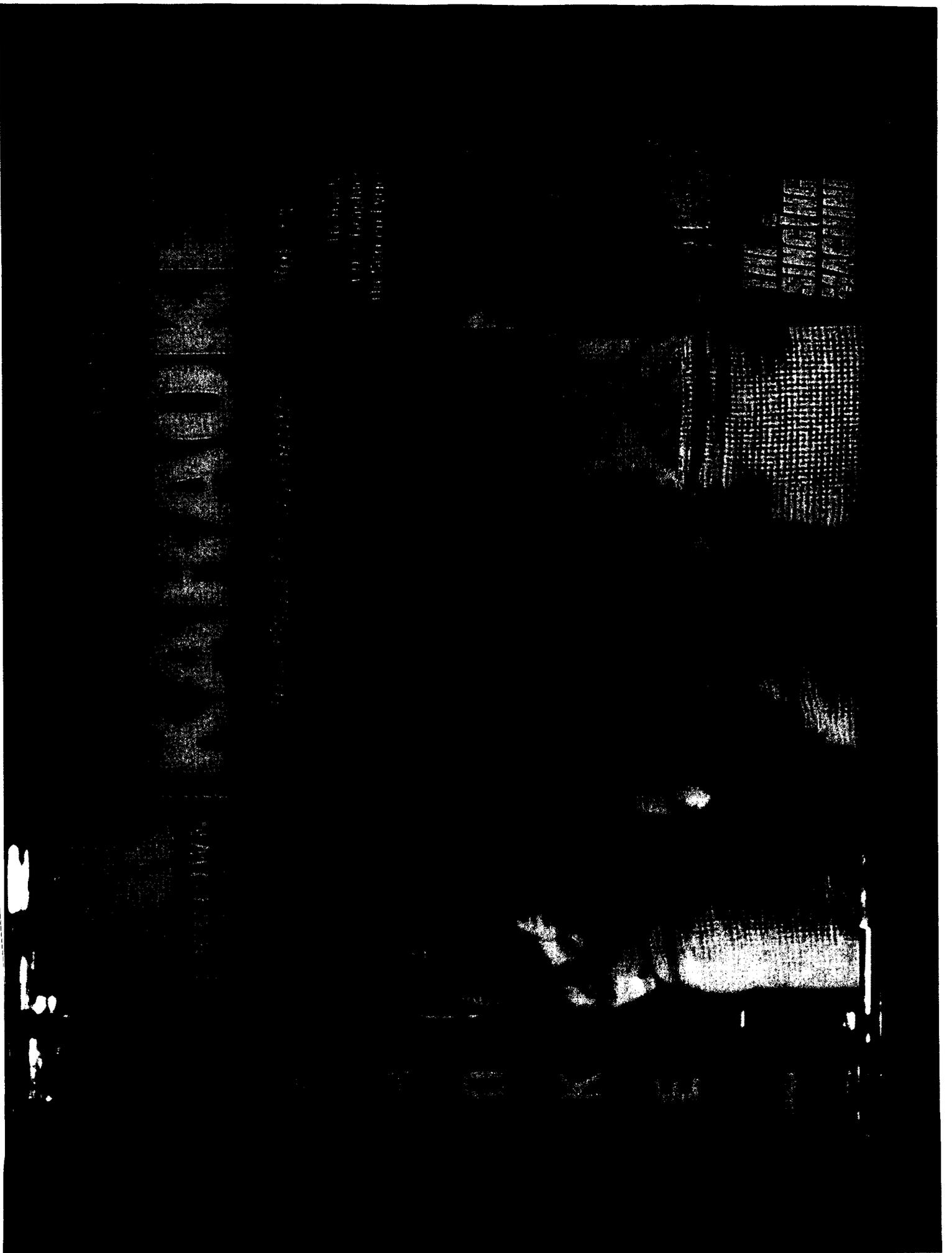
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KARAOKE









HOME KARAOKE
GB884

Check out these and other uses including from the CD-ROM Machine at
www.singmachine.com



HOME KARAOKE

HOME KARAOKE

HOME KARAOKE

HOME KARAOKE

DATE

Check 1/1/00

HOME KARAOKE

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HOME KARAOKE



DATE

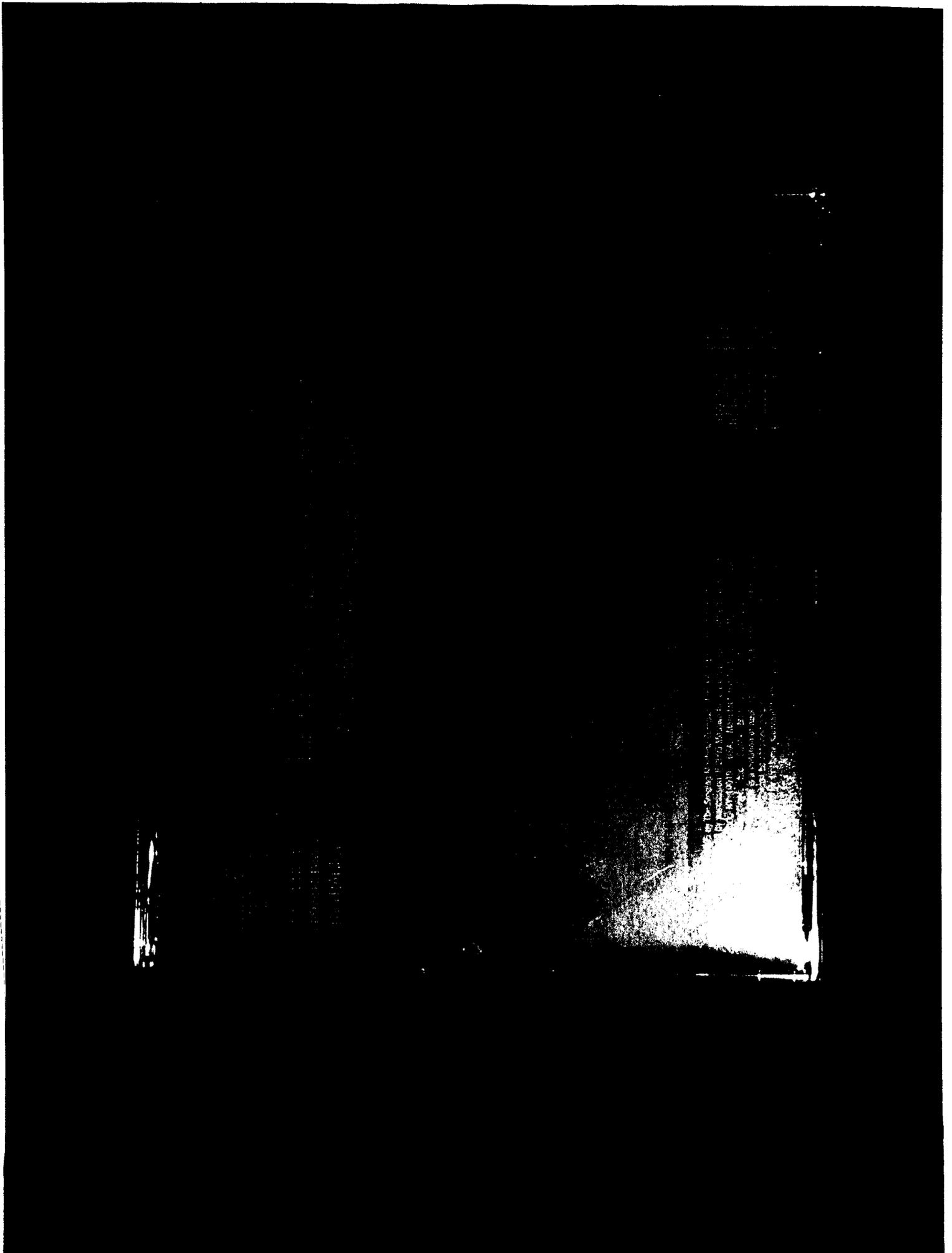
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HOME KARAOKE

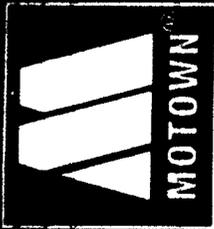
HOME KARAOKE

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HOME KARAOKE



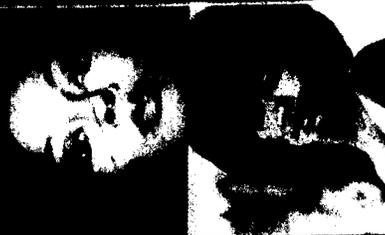
ORIGINAL ARTIST KARAOKE™



K A R A O K E

Vol. 16

- 16 Tracks
- CD - Graphics
- On Screen Lyrics



THE SINGING MACHINE

K A R A O K E

OR
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MULTIPLE: WITH LEAD VOCALS
 1 I'M COMING OUT
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www.singmachine.com

 KARAOKE		 KARAOKE	
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 KARAOKE		 KARAOKE	

ORIGINAL FROM SOURCE

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**ORIGINAL ARTIST
KARAOKE**



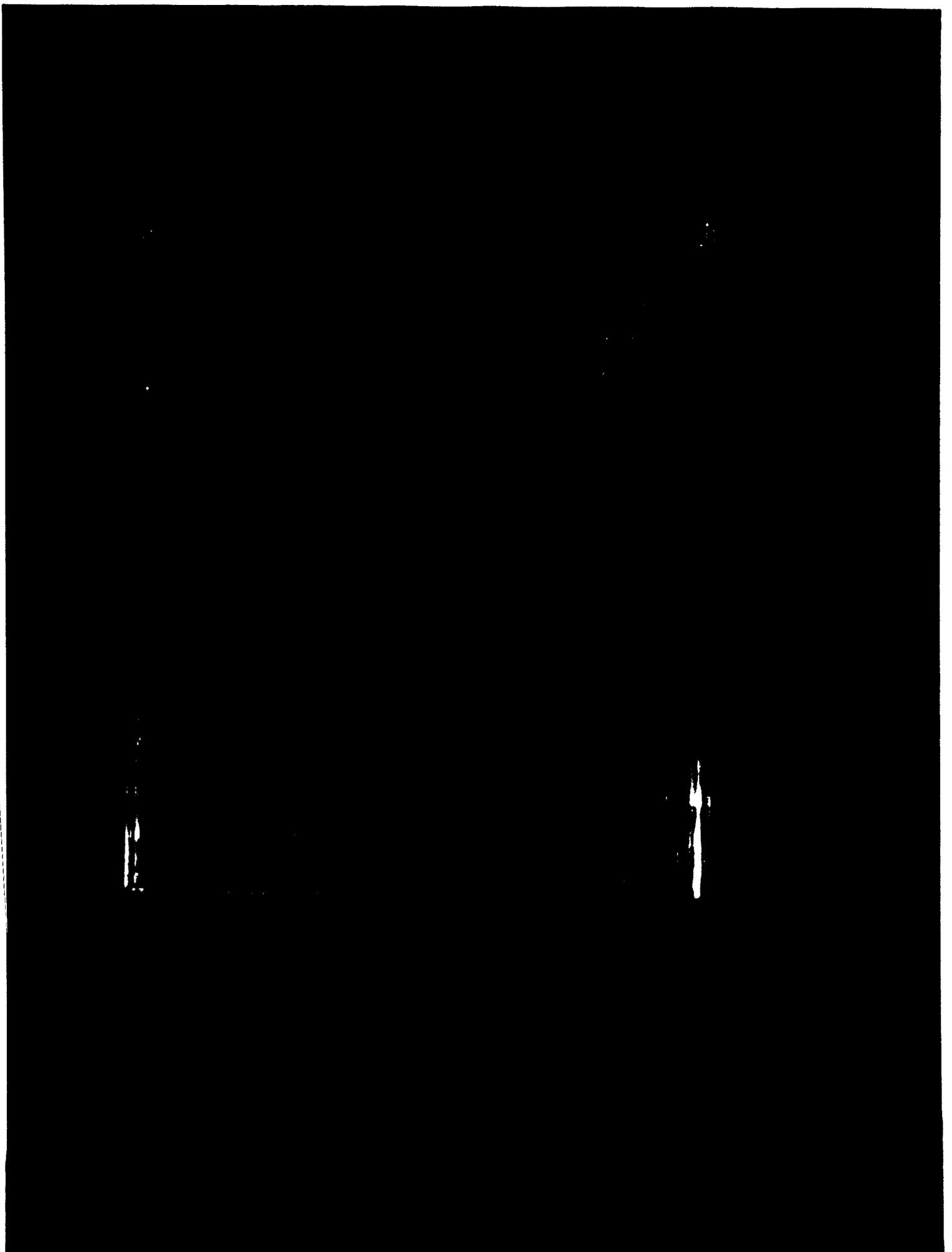
Endless Love



THE
GOLDEN
EYE
SERIES

K A R A O K E





ULTIMATE KARAOKE



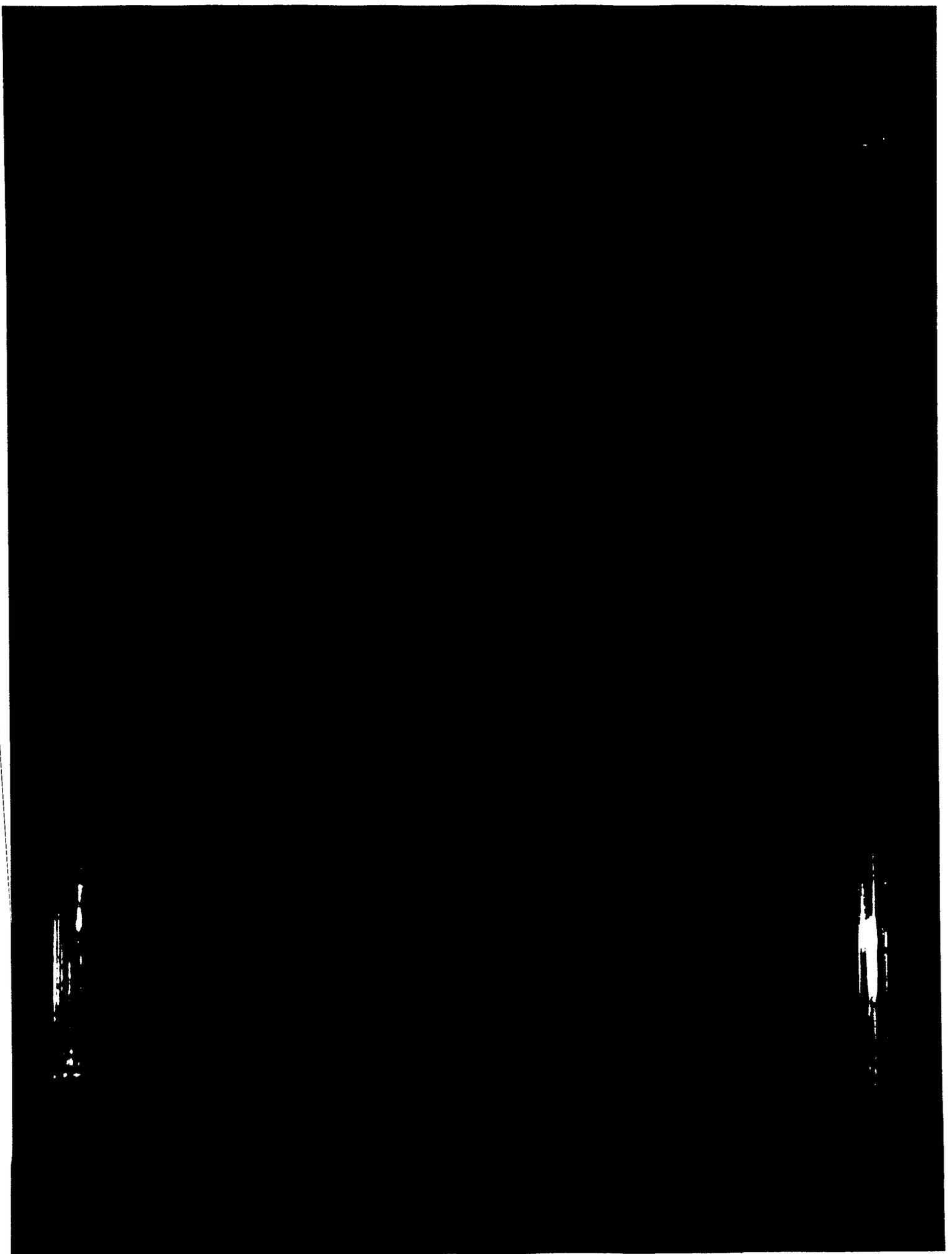
- 16 Tracks
- CD - Bonus
- On Screen Lyrics

1	Billie Jean	Michael Jackson
2	Smiles	Michael Jackson
3	Rock With You	Michael Jackson
4	Ben	Michael Jackson
5	Wanna Be Startin' Someth'	Michael Jackson
6	Thriller	Michael Jackson
7	Billie Jean	Michael Jackson
8	Smiles	Michael Jackson
9	Rock With You	Michael Jackson
10	Ben	Michael Jackson
11	Wanna Be Startin' Someth'	Michael Jackson
12	Thriller	Michael Jackson
13	Billie Jean	Michael Jackson
14	Smiles	Michael Jackson
15	Rock With You	Michael Jackson
16	Ben	Michael Jackson

KARAOKE



The Karaoke Machine label is available from The Singing Machine at
www.singmachine.com



MOTOWN

**MASTER RECORDINGS
ORIGINAL ARTIST KARAOKE®**

MY GIRL





ARTIST
 FROM THE ORIGINAL
 MASTER TAPES
 ORIGINAL ARTISTS
 ORIGINAL RECORDS
 TRACKS LIST
 www.singmachine.com

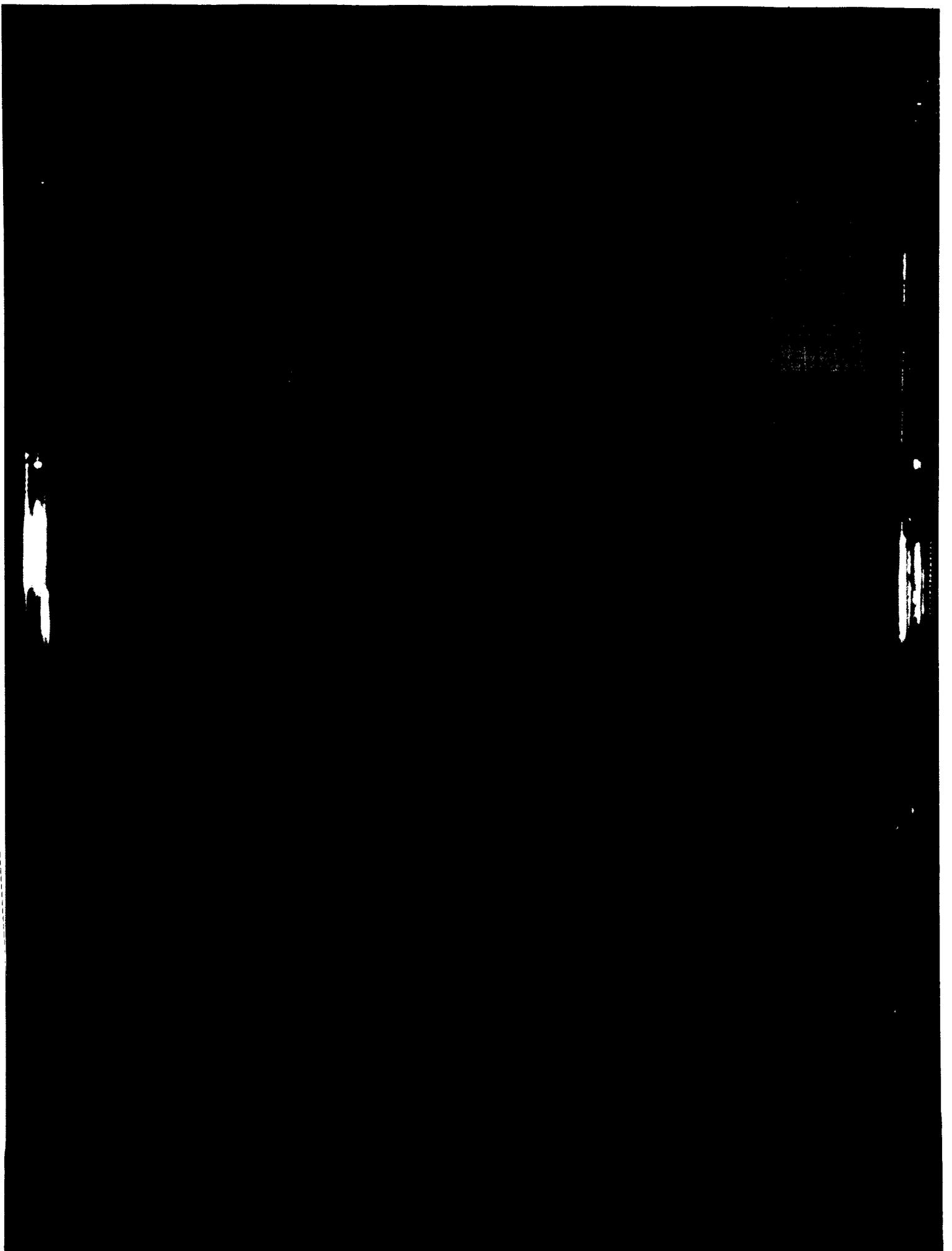
The Singing Machine is a unique and innovative way to enjoy your favorite music. It's a portable, easy-to-use device that lets you sing along with your favorite songs. The Singing Machine is perfect for parties, family gatherings, and just about any occasion. It's a fun and interactive way to enjoy music, and it's a great gift for anyone who loves to sing.

DISCOVER THESE AND OTHER TITLES FROM THE SINGING MACHINE AT:

WWW.SINGINGMACHINE.COM



The Singing Machine is a unique and innovative way to enjoy your favorite music. It's a portable, easy-to-use device that lets you sing along with your favorite songs. The Singing Machine is perfect for parties, family gatherings, and just about any occasion. It's a fun and interactive way to enjoy music, and it's a great gift for anyone who loves to sing.



MOTOWN
MASTER RECORDINGS
ORIGINAL ARTIST KARAOKE

K A R A O K E

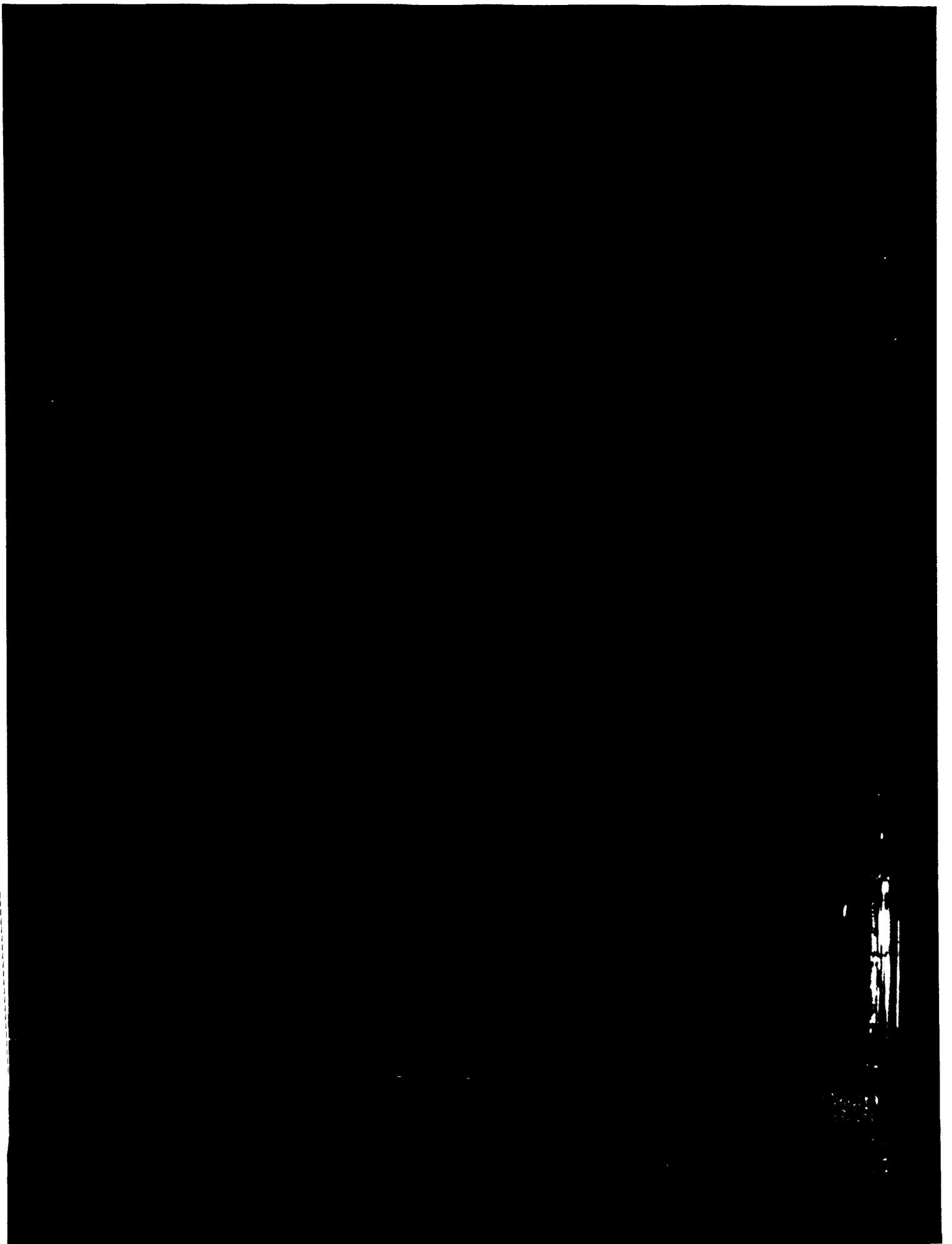
THE
SINGING
MACHINE

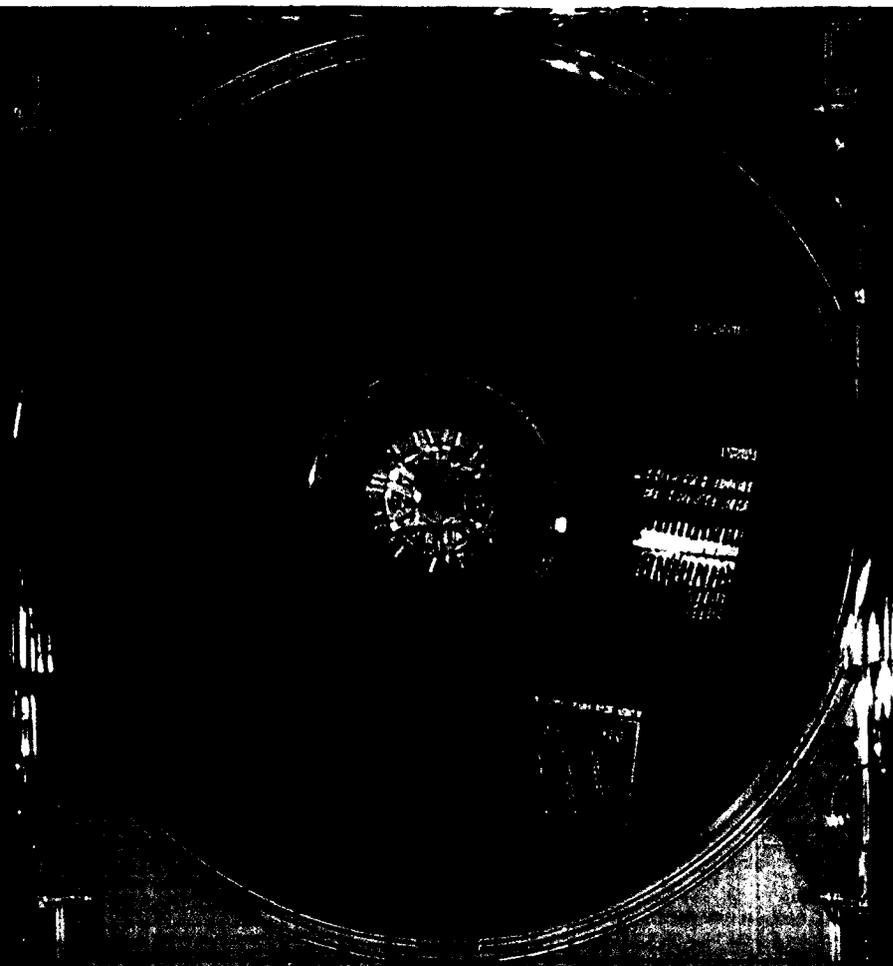
THE UNIVERSITY OF CHICAGO PRESS

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6	Chapter 5	14
7	Chapter 6	15
8	Chapter 7	16

www.ingenta.com • American Chemical Society • THE UNIVERSITY OF CHICAGO PRESS







...with a Karaoke product from available. The Singing Machine Company, Inc. ...
...Records and Universal Music Enterprises, has produced an unprecedented line
... How you can perform with the actual versions of the great Motown songs we've
... more than 30 years.

...with two versions of every song: the Vocal (MPX) version has the original lead
... hit recordings. From Motown's World-Renowned Artists
... without the lead vocal.

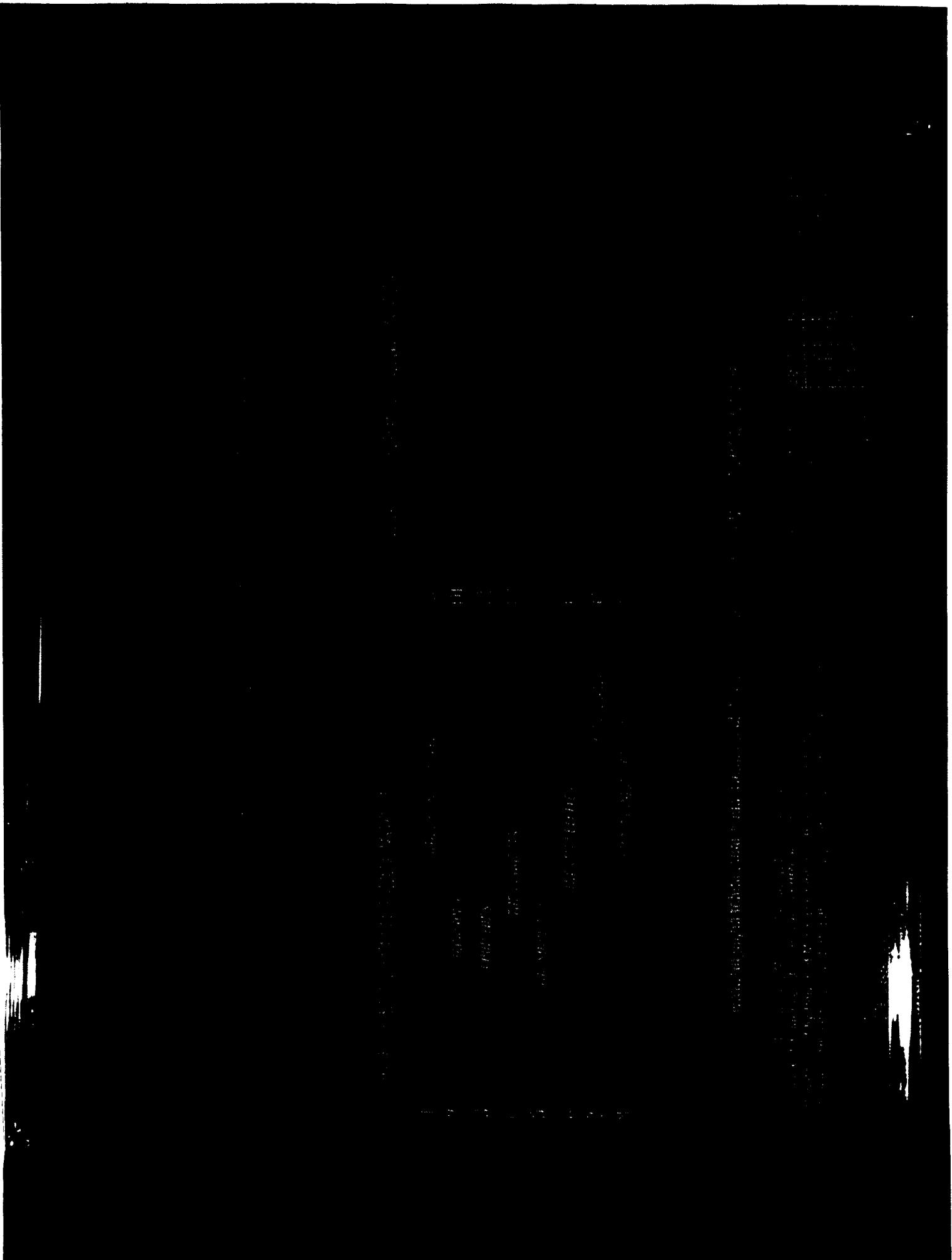
...with The Singing Machine's "Auto Voice Control"
... you will be able to rehearse, for example, "My Girl," with David Ruffin as your "Guide Vocal"
... with Barbara Reeves showing you the right melody. Then, when you're
... their lead vocal will magically disappear and yours comes in. On a
... version has the original lead singer on the right channel and
... backing music on the left channel. You can use your "Balance" control to adjust the
... and accompaniment tracks.

... series will contain 16 Titles, with 128 of the world's
... a true American treasure for karaoke and general music lovers of all ages and
... Collect the entire series, and sing on!

CHECK OUT THESE AND OTHER TITLES FROM THE SINGING MACHINE AT:

WWW.SINGINGMACHINE.COM





CERTIFICATE OF MAILING

Date of Deposit: March 19, 2009

"Express Mail" mailing label number: EB 519288429 US

I hereby certify that this paper or fee, **DECLARATION OF ANTON HANDAL**, is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date indicated above and is addressed to: UNITED STATES PATENT AND TRADEMARK OFFICE, Trademark Trial and Appeal Board , P.O. Box 1451, Alexandria, Virginia 22313-1451.



Alexa L. Lewis

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of March, 2009, a true and correct copy of the foregoing **DECLARATION OF ANTON HANDAL**, was served upon Opposer's counsel of record by hand delivery, to the following address: Lawrence Y. Iser, Patricia A. Millett, Chad R. Fitzgerald, Kinsella, Weitzman, Iser, Kump & Aldisert LLP, 808 Wilshire Boulevard, 3rd Floor, Santa Monica, CA 90401.



Alexa L. Lewis

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

DECLARATION OF GARY ATKINSON

GARY ATKINSON declares under penalty of perjury as follows:

1. I am General Counsel for The Singing Machine Company, Inc., a Delaware corporation with offices at 6601 Lyons Road, Bldg. A-7, Coconut Creek, FL 33073 ("The Singing Machine"). I first joined The Singing Machine in 2008. I submit this declaration as testimony in connection with the above-captioned proceeding.
2. I have access to the books and records of The Singing Machine relevant to the matters covered herein. As a result of my job responsibilities I am generally familiar with the business of The Singing Machine and The Singing Machine's license to use the MOTOWN and MOTOWN-formative trademarks (the "MOTOWN Marks") in connection with a Karaoke Machine and Karaoke CDGs (collectively, the "Karaoke Products"). I confirm that the facts and matters set out herein are based on my own

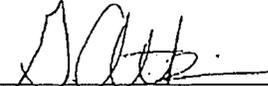
knowledge and from the records and documents of The Singing Machine to which I have access.

3. Attached hereto as Exhibit 1 is a printout of The Singing Machine's business records, which are kept in the ordinary course of The Singing Machine's business, depicting its annual sales of the Karaoke Products bearing the MOTOWN Marks from as follows:

<u>Year</u>	<u>Units Sold</u>	<u>Net Sales</u>
2004		
2005		
2006		
2007		

The Singing Machine pays UMG royalties based on its gross revenues as set forth in the license and distribution agreements between the parties. As reflected in Exhibit 1, The Singing Machine's total net sales of the Karaoke Products for the period 2004 through 2007 were in excess of units and

Declared under penalty of perjury of the laws of the United States of America this
18th day of March, 2009 at Coconut Creek, FL.



GARY ATKINSON

**EXHIBIT 1
TO DECLARATION OF
GARY ATKINSON**

**EXHIBIT 1
TO DECLARATION OF
GARY ATKINSON**

company	upc	warehouse	artist	#/title	released	PY-2004 (units)	PY-2004\$	PY-2005	PY-2005\$	PY-2006	PY-2006\$	PY-2007	PY-2007\$	Total	Sale Price	Total
Singing Machine	04723786526	6AQ 78565	SINGING MACHINE	MOTOWN - BRICK HOUSE	11/6/2005											
Singing Machine	04723786528	6AQ 78563	SINGING MACHINE	MOTOWN - EASY	10/4/2005											
Singing Machine	04723786524	6AQ 78567	SINGING MACHINE	MOTOWN - ENDLESS LOV	11/6/2005											
Singing Machine	04723786527	6AQ 78567	SINGING MACHINE	MOTOWN - I HEARD IT	9/14/2004											
Singing Machine	04723786527	6AQ 78564	SINGING MACHINE	MOTOWN - I JUST WANT	10/4/2005											
Singing Machine	04723786523	6AQ 78569	SINGING MACHINE	MOTOWN - MOTOWN CHRI	10/4/2005											
Singing Machine	04723786525	6AQ 78566	SINGING MACHINE	MOTOWN - SUPERFREAK	11/6/2005											
Singing Machine	04723786529	6AQ 78560	SINGING MACHINE	MOTOWN - SUPERFREAK	12/5/2003											
Singing Machine	04723786523	6AQ 78561	SINGING MACHINE	MOTOWN DANCING IN TH	1/6/2004											
Singing Machine	04723786522	6AQ 78552	SINGING MACHINE	MOTOWN LET'S GET IT	1/6/2004											
Singing Machine	04723786520	6AQ 78554	SINGING MACHINE	MOTOWN ABC	2/24/2004											
Singing Machine	04723786520	6AQ 78554	SINGING MACHINE	MOTOWN AINT NOTHING	2/24/2004											
Singing Machine	04723786520	6AQ 78561	SINGING MACHINE	MOTOWN BABY I NEED	9/14/2004											
Singing Machine	04723786525	6AQ 78559	SINGING MACHINE	MOTOWN GET READY	9/14/2004											
Singing Machine	04723786526	6AQ 78558	SINGING MACHINE	MOTOWN HEATWAVE	9/14/2004											
Singing Machine	04723786521	6AQ 78560	SINGING MACHINE	MOTOWN I CAN'T HELP	9/14/2004											
Singing Machine	04723786529	6AQ 78562	SINGING MACHINE	MOTOWN IT TAKES TWO	9/14/2004											
Singing Machine	04723786521	6AQ 78553	SINGING MACHINE	MOTOWN MY GIRL	2/24/2004											
Singing Machine	04723786528	6AQ 78559	SINGING MACHINE	MOTOWN STOP IN THE	2/24/2004											
Totals																

REDACTED

Exh. 1, pg. 1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

DECLARATION OF MICHAEL RAJNA

MICHAEL RAJNA declares under penalty of perjury as follows:

1. I am Associate Director of Licensing for Konami Digital Entertainment, Inc. ("Konami"), a Illinois corporation with offices in 2381 Rosecrans Ave, Suite 200, El Segundo, CA 90245. I first joined Konami in 2005. I submit this declaration as testimony in connection with the above-captioned proceeding.

2. I have access to the books and records of Konami relevant to the matters covered herein. As a result of my job responsibilities I am generally familiar with the business of Konami and Konami's license to use the MOTOWN and MOTOWN-formative trademarks (the "MOTOWN Marks") in connection with the videogame "Karaoke Revolution." I confirm that the facts and matters set out herein are based on my own knowledge and from the records and documents of Konami to which I have access.

3. On or around November 16, 2004, Konami entered into a license agreement with UMG Recordings, Inc. ("UMG") concerning the right to use the MOTOWN Marks in connection with Karaoke Revolution. A true and correct copy of the license agreement is attached hereto as Exhibit 1.

4. True and correct copies of photographs depicting Karaoke Revolution are attached hereto as Exhibit 2.

5. Konami began selling Karaoke Revolution nationwide in November of 2004 and has sold Karaoke Revolution continuously since that time in stores such as Target, WalMart, and Toys R Us. Karaoke Revolution is rated "E" by the Entertainment Software Rating Board, which means that it is suitable for consumers ages 6 and older.

6. Konami paid UMG as set forth in the license agreement between the parties for sales of Karaoke Revolution for the period 2004 through the present. Beginning in November of 2004, Konami also invested, and continues to invest, in the advertising of Karaoke Revolution, including use of the Motown Marks, through television, print and point-of-purchase advertising.

Declared under penalty of perjury this 27th day of February, 2009 at El Segundo, CA.



MICHAEL RAJNA

UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.
EXHIBIT 1
TO DECLARATION OF MICHAEL RAJNA

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT 2

TO DECLARATION OF MICHAEL RAJNA

EXHIBIT
12

LIVE ONLINE ENABLED

NTSC

Chain • chain • chain

Don't kn

come

Ev

TO BRO
CLASSIC



Jealous

Karaoke Revolution

TRY
OUT

EVERYONE

SONGS
INCLUDED

KONAMI

EXHIBIT
13
SW 7-11

LIVE ONLINE ENABLED

Chain

NTSC

INCLUDES
MOTOWN
CLASSICS!



Karaoke Revolution

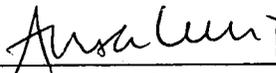
KONAMI

CERTIFICATE OF MAILING

Date of Deposit: March 19, 2009

"Express Mail" mailing label number: EB 519288429 US

I hereby certify that this paper or fee, **DECLARATION OF MICHAEL RAJNA**, is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date indicated above and is addressed to: UNITED STATES PATENT AND TRADEMARK OFFICE, Trademark Trial and Appeal Board , P.O. Box 1451, Alexandria, Virginia 22313-1451.



Alexa L. Lewis

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of March, 2009, a true and correct copy of the foregoing **DECLARATION OF MICHAEL RAJNA**, was served upon Opposer's counsel of record by hand delivery, to the following address: Lawrence Y. Iser, Patricia A. Millett, Chad R. Fitzgerald, Kinsella, Weitzman, Iser, Kump & Aldisert LLP, 808 Wilshire Boulevard, 3rd Floor, Santa Monica, CA 90401.



Alexa L. Lewis

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

NOTICE OF RELIANCE RE: U.S. TRADEMARK REGISTRATIONS AND
OTHER OFFICIAL DOCUMENTS

Pursuant to Rule 2.122(d) of the Trademark Rules of Practice, Opposer UMG Recordings, Inc. hereby makes of record and notifies Applicant of its reliance on certified status copies of the following trademark registrations:

- (1) Opposer's U.S. Registration No. 881,471, a true and correct copy of a certified status copy of which is attached hereto as Exhibit A.
- (2) Opposer's U.S. Registration No. 985,972, a true and correct copy of a certified status copy of which is attached hereto as Exhibit B.
- (3) Opposer's U.S. Registration No. 985,976, a true and correct copy of a certified status copy of which is attached hereto as Exhibit C.
- (4) Opposer's U.S. Registration No. 1,075,409, a true and correct copy of a certified status copy of which is attached hereto as Exhibit D.
- (5) Opposer's U.S. Registration No. 2,516,930, a true and correct copy of a certified status copy of which is attached hereto as Exhibit E.
- (6) Opposer's U.S. Registration No. 2,663,608, a true and correct copy of a certified status copy of which is attached hereto as Exhibit F.

(7) Opposer's U.S. Registration No. 2,767,101, a true and correct copy of a certified status copy of which is attached hereto as Exhibit G.

(8) Opposer's U.S. Registration No. 3,073,897, a true and correct copy of a certified status copy of which is attached hereto as Exhibit H.

Respectfully submitted,

Date: March 19, 2009



Alexa L. Lewis
MITCHELL SILBERBERG & KNUPP LLP
11377 West Olympic Boulevard
Los Angeles, California 90064
(310) 312-2000
Attorneys for Opposer
UMG Recordings, Inc.

UMG RECORDINGS, INC. v. MATTEL, INC.

OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT A

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7174744

THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 881,471 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *November 25, 1969*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *November 25, 1999*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office



P. SWAIN
Certifying Officer

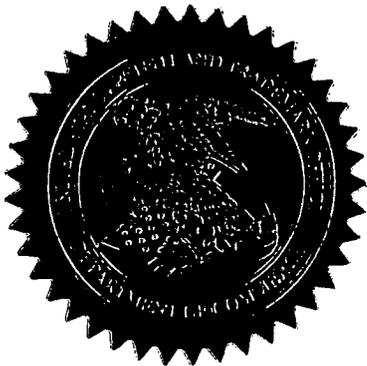


Exhibit 4
Page 3

Int. Cl.: 41.

Prior U.S. Cl.: 107

United States Patent and Trademark Office
10 Year Renewal

Reg. No. 881,471
Registered Nov. 25, 1969
Renewal Approved Jan. 31, 1990

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN

MOTOWN RECORD COMPANY, L.P.
(DELAWARE LIMITED PARTNER-
SHIP)
70 UNIVERSAL CITY PLAZA
UNIVERSAL CITY, CA 91608, ASSIGNEE
BY ASSIGNMENT MOTOWN RECORD
CORPORATION (MICHIGAN CORPO-
RATION) DETROIT, MI

OWNER OF U.S. REG. NOS. 800,977
AND 858,961.

FOR: PROVIDING POPULAR MUSI-
CAL ENTERTAINMENT, IN CLASS 107
(INT. CL. 41).

FIRST USE 10-16-1966; IN COMMERCE
10-16-1966.

SER. NO. 72-281,609, FILED 10-2-1967.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Mar. 13, 1990.*

COMMISSIONER OF PATENTS AND TRADEMARKS

United States Patent Office

881,471
Registered Nov. 25, 1969

PRINCIPAL REGISTER Service Mark

Ser. No. 281,609, filed Oct. 2, 1967

MOTOWN

Motown Record Corporation (Michigan corporation)
2648 W. Grand Blvd.
Detroit, Mich. 48208

For: PROVIDING POPULAR MUSICAL ENTERTAINMENT, in CLASS 107. (INT. CL. 41).
First use Oct. 16, 1966; in commerce Oct. 16, 1966.
Owner of Reg. Nos. 800,977 and 858,961.

Exhibit A
Page 3

UMG RECORDINGS, INC. v. MATTEL, INC.

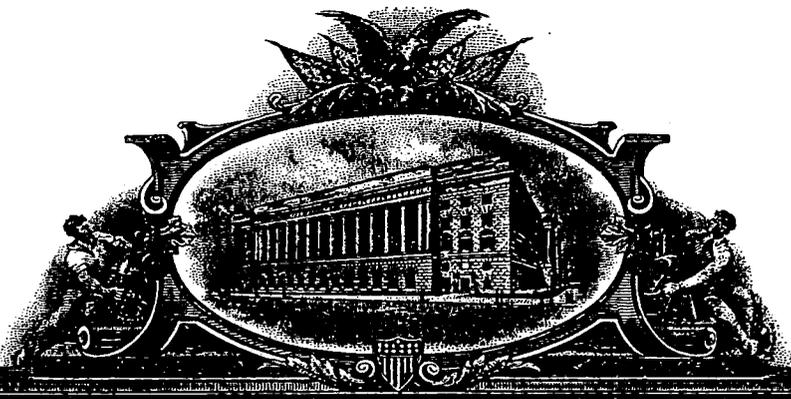
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT B

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 985,972 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *June 11, 1974*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *June 11, 2004*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

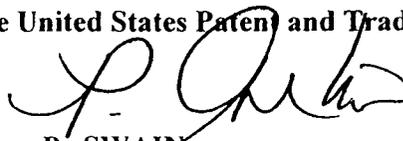

P. SWAIN
Certifying Officer



Exhibit B
Page 6

Int. Cl.: 9

Prior U.S. Cl.: 36

Reg. No. 985,972

United States Patent Office

Registered June 11, 1974

TRADEMARK

Principal Register

MOTOWN

Motown Record Corporation (Michigan corporation)
2457 Woodward Ave.
Detroit, Mich. 48201

For: PHONOGRAPH RECORDS, TAPES AND CASSETTES, in CLASS 36 (INT. CL. 9).

First use Apr. 30, 1960; in commerce Apr. 30, 1960.

The drawing is lined for the colors red, yellow and blue and these are the colors claimed as a feature of the mark.

Owner of Reg. Nos. 800,977 and 858,961.

Ser. No. 427,376, filed June 15, 1972.

B. C. WASHINGTON, Examiner

Exhibit B
Page 8

UMG RECORDINGS, INC. v. MATTEL, INC.

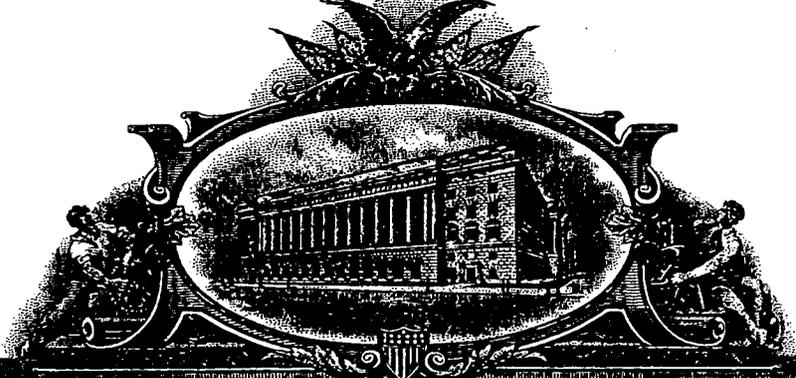
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT C

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7174744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 985,976 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *June 11, 1974*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *June 11, 2004*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN
Certifying Officer



Exhibit C
Page 9

Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent and Trademark Office

10 Year Renewal

Reg. No. 985,976

Registered June 11, 1974

Renewal Term Begins June 11, 1994

TRADEMARK
PRINCIPAL REGISTER



MOTOWN RECORD COMPANY, L.P.
(CALIFORNIA LIMITED PARTNER-
SHIP)

6255 SUNSET BOULEVARD
LOS ANGELES, CA 90028, BY ASSIGN-
MENT, ASSIGNMENT AND CHANGE
OF NAME FROM MOTOWN RECORD
CORPORATION (MICHIGAN CORPO-
RATION) DETROIT, MI

OWNER OF U.S. REG. NOS. 800,977,
858,961 AND 881,471.

APPLICANT DISCLAIMS ANY
RIGHTS TO THE REPRESENTATION

OF THE MAP APART FROM THE
MARK AS A WHOLE.

THE DRAWING IS LINED FOR THE
COLORS RED, YELLOW AND BLUE
AND THESE COLORS ARE CLAIMED
AS A FEATURE OF THE MARK.

FOR: PHONOGRAPH RECORDS,
TAPES AND CASSETTES, IN CLASS 36
(INT. CL. 9).

FIRST USE 4-30-1960; IN COMMERCE
4-30-1960.

SER. NO. 72-427,385, FILED 6-15-1972.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Aug. 8, 1995.*

COMMISSIONER OF PATENTS AND TRADEMARKS

Int. Cl.: 9

Prior U.S. Cl.: 36

United States Patent Office

Reg. No. 985,976
Registered June 11, 1974

TRADEMARK
Principal Register



Motown Record Corporation (Michigan corporation)
2457 Woodward Ave.
Detroit, Mich. 48201

For: PHONOGRAPH RECORDS, TAPES AND
CASSETTES, in CLASS 36 (INT. CL. 9).

First use Apr. 30, 1960; in commerce Apr. 30, 1960.
Applicant disclaims any rights to the representation
of the map apart from the mark as a whole.

The drawing is lined for the colors red, yellow and
blue and these colors are claimed as a feature of the mark.
Owner of Reg. Nos. 858,961, 800,977, and 881,471.

Ser. No. 427,385, filed June 15, 1972.

B. C. WASHINGTON, Examiner

UMG RECORDINGS, INC. v. MATTEL, INC.

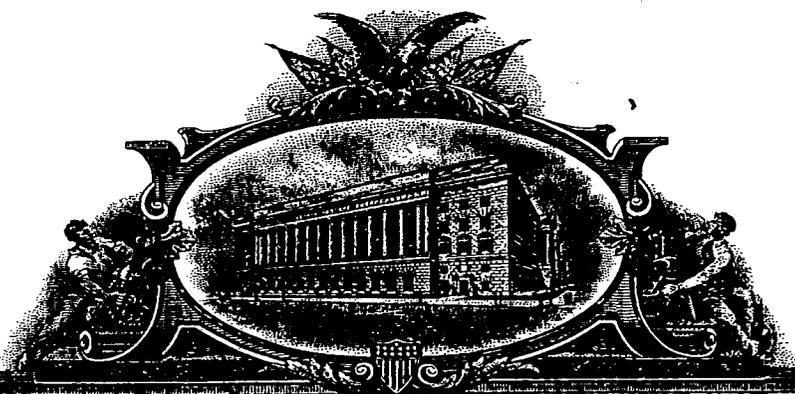
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT D

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7274744



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 1,075,409 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 20 YEARS FROM *October 18, 1977*
2nd RENEWAL FOR A TERM OF 10 YEARS FROM *October 18, 2007*
SECTION 8 & 15

AMENDMENT/CORRECTION/NEW CERT(SECT7) ISSUED
SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.

A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

P. SWAIN

Certifying Officer



Exhibit D
Page 12

Int. Cl.: 9

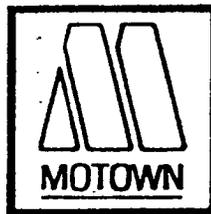
Prior U.S. Cl.: 36

United States Patent Office

Reg. No. 1,075,409
Registered Oct. 18, 1977

TRADEMARK

Principal Register



Motown Record Corporation (Michigan corporation)
6255 Sunset Blvd.
Los Angeles, Calif. 90028

For: RECORDS, TAPES, CASSETTES, CARTRIDGES AND AUDIO VIDEO REPRODUCING DEVICES IN THE FORM OF TAPES, CASSETTES, DISKS AND CARTRIDGES, in CLASS 9 (U.S. CL. 36).

First use December 1964; in commerce December 1964.

Owner of Reg. Nos. 800,977, 985,972, and 985,977.

Ser. No. 95,605, filed Aug. 4, 1976.

CHARLES R. FOWLER, Supervisory Examiner
DAVID H. COOPER, Examiner

Exhibit D
Page 15

UMG RECORDINGS, INC. v. MATTEL, INC.

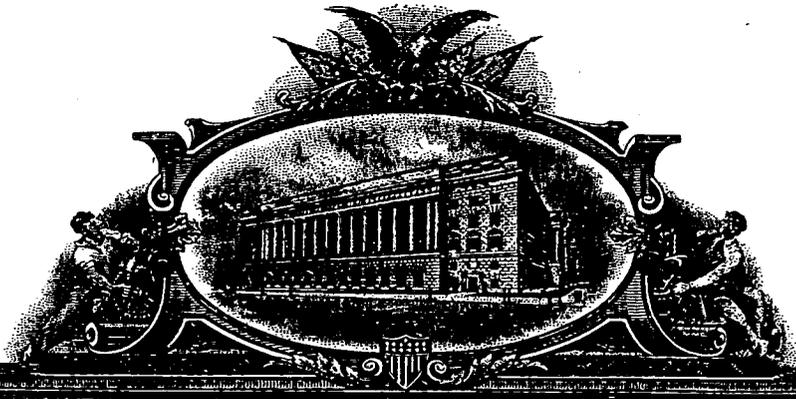
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT E

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7274744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,516,930 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF *10* YEARS FROM *December 11, 2001*
SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.
A DELAWARE CORPORATION

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office



P. SWAIN
Certifying Officer

Exhibit E
Page 14

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36 and 38

United States Patent and Trademark Office

Reg. No. 2,516,930

Registered Dec. 11, 2001

**TRADEMARK
PRINCIPAL REGISTER**



MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)
825 EIGHTH AVENUE
WORLDWIDE PLAZA
NEW YORK, NY 10019

FOR: MUSICAL SOUND RECORDINGS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 8-0-1993; IN COMMERCE 8-0-1993.

OWNER OF U.S. REG. NOS. 800,977, 1,851,323 AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "SERIES", APART FROM THE MARK AS SHOWN.

SER. NO. 76-117,868, FILED 8-29-2000.

JOANNA DUKOVIC, EXAMINING ATTORNEY

Exhibit E
Page 17

UMG RECORDINGS, INC. v. MATTEL, INC.

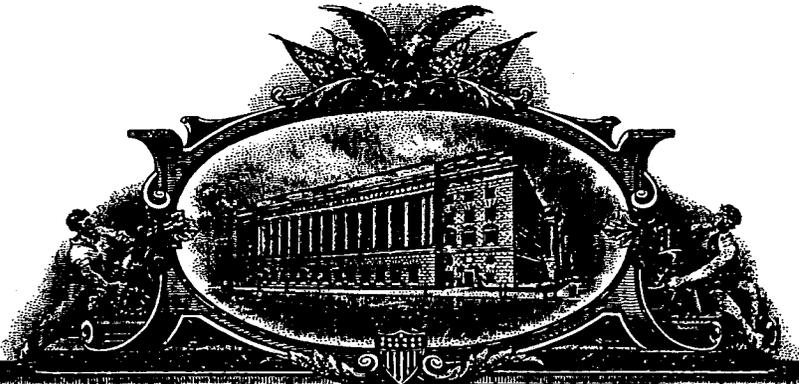
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT F

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7274744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,663,608 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *December 17, 2002*

SAID RECORDS SHOW TITLE TO BE IN:

UMG RECORDINGS, INC.

A DELAWARE CORPORATION

By Authority of the

Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office

A handwritten signature in black ink, appearing to read 'P. Swain', is written over the printed name.

P. SWAIN

Certifying Officer



Exhibit F
Page 13

Int. Cl.: 16

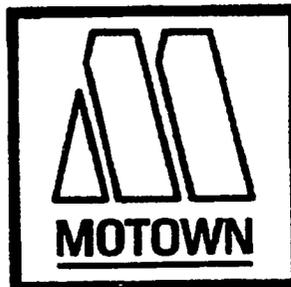
Prior U.S. Cls.: 2, 5, 22, 23, 29, 37, 38, and 50

Reg. No. 2,663,608

United States Patent and Trademark Office

Registered Dec. 17, 2002

TRADEMARK
PRINCIPAL REGISTER



MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)

6255 SUNSET BOULEVARD
LOS ANGELES, CA 90028

FOR: PRINTED MATTER, NAMELY, BOOKLETS, BOOKS, BROCHURES, MAGAZINES, PROGRAMS AND PAMPHLETS IN THE FIELDS OF MUSIC AND ENTERTAINMENT; MOUNTED AND UNMOUNTED PHOTOGRAPHS; SHEET MUSIC; CALEN-

DARS; PICTURES; PLAYING CARDS, IN CLASS 16 (U.S. CLS. 2, 5, 22, 23, 29, 37, 38 AND 50).

FIRST USE 6-0-1968; IN COMMERCE 6-0-1968.

OWNER OF U.S. REG. NOS. 800,977, 1,829,466, AND OTHERS.

SN 75-646,055, FILED 2-22-1999.

ELISSA GARBER KON, EXAMINING ATTORNEY

UMG RECORDINGS, INC. v. MATTEL, INC.

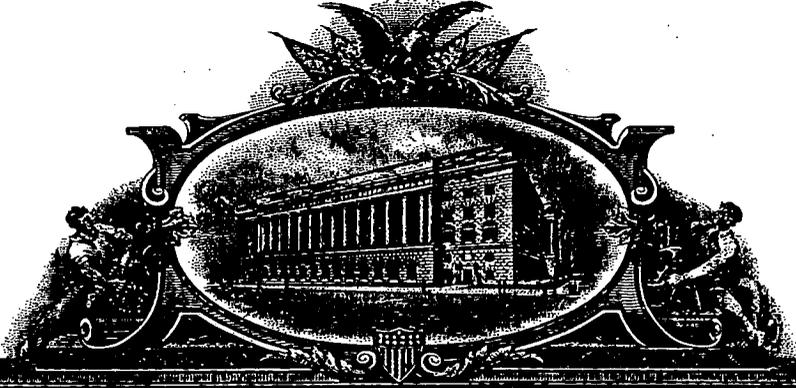
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT G

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,767,101 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

REGISTERED FOR A TERM OF 10 YEARS FROM *September 23, 2003*

SAID RECORDS SHOW TITLE TO BE IN:

***UMG RECORDINGS, INC.
A DELAWARE CORPORATION***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**

**P. SWAIN
Certifying Officer**



Exhibit 6
Page 20

Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office

Reg. No. 2,767,101

Registered Sep. 23, 2003

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN

MOTOWN RECORD COMPANY, L.P. (CALIFORNIA LIMITED PARTNERSHIP)
1755 BROADWAY, 6TH FLOOR
NEW YORK, NY 10019

FOR: RESTAURANT SERVICES, IN CLASS 42
(U.S. CLS. 100 AND 101).

FIRST USE 3-22-1999; IN COMMERCE 3-22-1999.

OWNER OF U.S. REG. NOS. 881,471, 2,040,824,
AND OTHERS.

SN 75-866,346, FILED 12-7-1999.

JACQUELINE A. LAVINE, EXAMINING ATTORNEY

Exhibit G
Page 21

UMG RECORDINGS, INC. v. MATTEL, INC.

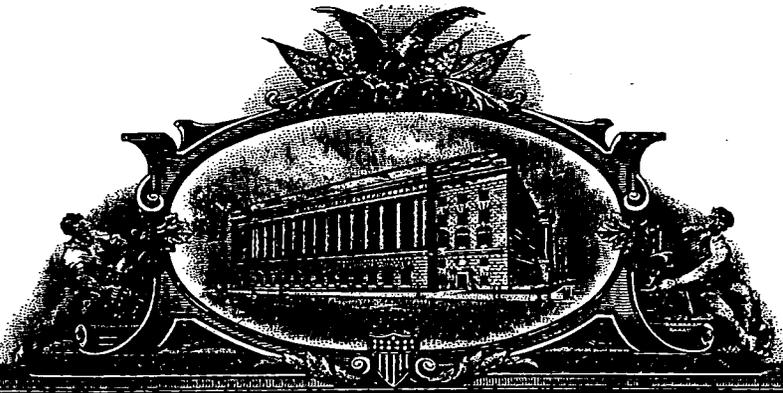
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT H

**NOTICE OF RELIANCE RE: US TRADEMARK
REGISTRATIONS AND OTHER OFFICIAL
DOCUMENTS**

7174744



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

March 13, 2009

**THE ATTACHED U.S. TRADEMARK REGISTRATION 3,073,897 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

REGISTERED FOR A TERM OF 10 YEARS FROM *March 28, 2006*

SAID RECORDS SHOW TITLE TO BE IN:

***UMG RECORDINGS, INC.
A DELAWARE CORPORATION***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**

**P. SWAIN
Certifying Officer**



**Exhibit H
Page 22**

Int. Cl.: 35

Prior U.S. Cls.: 100, 101, and 102

United States Patent and Trademark Office

Reg. No. 3,073,897

Registered Mar. 28, 2006

**SERVICE MARK
PRINCIPAL REGISTER**

MOTOWN MUSIC REVIEW

UMG RECORDINGS, INC. (DELAWARE COR-
PORATION)

2220 COLORADO AVENUE

SANTA MONICA, CA 90404

FOR: RETAIL GIFT STORE FEATURING MUSIC,
CLOTHING, READING MATERIALS AND SOUVE-
NIRS, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 7-23-2005; IN COMMERCE 7-23-2005.

OWNER OF U.S. REG. NOS. 800,977, 985,976, AND
OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE MUSIC, APART FROM THE MARK
AS SHOWN.

SN 76-327,773, FILED 10-22-2001.

CAROLINE WEIMER, EXAMINING ATTORNEY

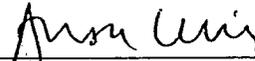
Exhibit H
Page 23

CERTIFICATE OF MAILING

Date of Deposit: March 19, 2009

"Express Mail" mailing label number: EB 519288429 US

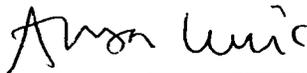
I hereby certify that this paper or fee, **NOTICE OF RELIANCE RE: U.S. TRADEMARK REGISTRATIONS AND OTHER OFFICIAL RECORDS**, is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date indicated above and is addressed to: **UNITED STATES PATENT AND TRADEMARK OFFICE, Trademark Trial and Appeal Board , P.O. Box 1451, Alexandria, Virginia 22313-1451.**



Alexa L. Lewis

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of March, 2009, a true and correct copy of the foregoing **NOTICE OF RELIANCE RE: U.S. TRADEMARK REGISTRATIONS AND OTHER OFFICIAL RECORDS**, was served upon Opposer's counsel of record by hand delivery, to the following address: Lawrence Y. Iser, Patricia A. Millett, Chad R. Fitzgerald, Kinsella, Weitzman, Iser, Kump & Aldisert LLP, 808 Wilshire Boulevard, 3rd Floor, Santa Monica, CA 90401.



Alexa L. Lewis

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

In the matter of Application Serial No. 78/751,105
Published for Opposition in the OFFICIAL GAZETTE on December 12, 2006

UMG RECORDINGS, INC.

Opposition No.: 91176791

Opposer

v.

MATTEL, INC.,

Applicant

NOTICE OF RELIANCE RE: WRITTEN DISCOVERY RESPONSES

Pursuant to 37 C.F.R. § 2.120(j), Opposer UMG Recordings, Inc. hereby makes of record and notifies Applicant of its reliance on:

(1) Applicant Mattel, Inc.'s responses and supplemental responses to Opposer's First Set of Interrogatories. A true and correct copy of Opposer's First Set of Interrogatories to Applicant is attached hereto as Exhibit A, and true and correct copies of Applicant's Responses and Supplemental Responses to Opposer UMG Recording, Inc.'s First Set of Interrogatories are attached hereto as, respectively, Exhibits B and C.

(2) Applicant Mattel, Inc.'s responses to Opposer's First Set of Requests for Admissions. A true and correct copy of Opposer's First Set of Requests for Admissions to Applicant is attached hereto as Exhibit D, and a true and correct copy of Applicant's Response to Opposer UMG Recording, Inc.'s First Set of Requests for Admissions is attached hereto as Exhibit E.

Respectfully submitted,

Date: March 19, 2009



Alexa L. Lewis
MITCHELL SILBERBERG & KNUPP LLP
11377 West Olympic Boulevard
Los Angeles, California 90064
(310) 312-2000
Attorneys for Opposer
UMG Recordings, Inc.

UMG RECORDINGS, INC. v. MATTEL, INC.
OPPOSITION NO. 91176791

UMG RECORDINGS, INC.

EXHIBIT A

**NOTICE OF RELIANCE RE: WRITTEN
DISCOVERY RESPONSES**

CPI

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

In re Matter of Application No. 78/751,105

UMG RECORDINGS, INC.

Opposer,

Opposition No.: 91176791

v.

MATTEL, INC.,

**OPPOSER UMG
RECORDINGS, INC.'S FIRST
SET OF INTERROGATORIES
TO APPLICANT**

Applicant.

Pursuant to FRCP 33, Opposer UMG Recordings, Inc. ("UMG") hereby requests that Applicant Mattel, Inc. ("Applicant") answer, separately, fully, in writing and under oath, pursuant to and within the deadline governed by the FRCP, the Code of Federal Regulations and the Trademark Trial and Appeal Board Manual of Procedure, the Interrogatories set forth below.

I. INSTRUCTIONS

If any one or more of these interrogatories is or are objected to on the grounds of privilege, overbreadth, vagueness or similar grounds, Applicant is instructed for each such Interrogatory to answer the Interrogatory within the response period as narrowed to conform with the objection. Where Applicant lacks knowledge of exact information responsive to an Interrogatory, Applicant is instructed to say so and to answer the Interrogatory to the best of its present knowledge, to supply the best available estimate of the requested information, and to explain the basis of the estimate.

Exhibit A
Page 3

3 8/18/59

These Interrogatories are continuing and Applicant is hereby requested to supplement its responses immediately whenever it acquires additional information pertinent thereto.

II. DEFINITIONS

The following definitions are applicable to the terms of these Interrogatories, in the Instructions accompanying these Interrogatories

A. "UMG" shall mean and refer to Opposer UMG Recordings, Inc. and all of its predecessors and successors in interest, any and all of its affiliates and affiliated entities, and its licensees.

B. "Applicant" shall mean and refer to Applicant Mattel, Inc., and includes any and all of its predecessors and successors in interest, any and all of its subsidiaries, affiliates and affiliated entities, and its partners, employees, agents, officers, directors, licensees, and representatives of the foregoing, and any other person acting or purporting to act on behalf of any of the foregoing.

C. The "MOTOWN Marks" shall mean and refer to Applicant's marks as shown in Attachments A and B to UMG's Amended Notice of Opposition.

D. "MOTOWN METAL" shall mean and refer to the mark MOTOWN METAL as shown in U.S. Trademark Application No. 78/751,105, and that is, or is intended to be, used for toys, games and playthings, namely, toy vehicles and accessories therefor.

E. The "MOTOWN METAL Products" shall mean and refer to all products of Applicant bearing, or sold or offered under, or intended to be sold or offered under, the mark MOTOWN METAL.

F. The term "person" refers to natural persons, organizations, associations, partnerships, joint ventures, corporations (including Applicant) and other legal entities, and the

actions taken by a person include the actions of directors, officers, owners, members, partners, joint venturers, employees or agents acting on the person's behalf.

G. The singular includes the plural and vice versa; the words "and" and "or" shall be construed in both the conjunctive and disjunctive; the word "all" means "any and all;" the word "any" means "any and all."

H. As used herein, the term "identify" means:

1. As to documents, give their dates, the type of document (e.g., letter, notebook, etc), the number of pages of which it consists, a detailed description of the document, the author thereof, the date on which it came into Applicant's possession, and specify the person having custody or control thereof.

2. As to natural persons, give their full name, business address (or if not available home address) and telephone number, employer, job title and, if employed by Applicant, their dates and regular places of employment and general duties;

3. As to corporations and limited liability companies ("LLC"), give the full name and present or last known address of the principal place of business of the corporation or LLC, identify the officers and directors of the corporation or managers of the LLC, and the state of incorporation of the corporation or the LLC;

4. As to partnerships, state whether the partnership is a general, limited partnership, or limited liability partnership identify the limited and general partners of the partnership, and state the principal place of business of the partnership; and

5. As to joint ventures or other associations, identify all joint ventures or members of the association and state the principal place of business of the joint venture or association.

III. INTERROGATORIES

1. Identify each of the MOTOWN METAL Products.
2. Describe in detail how the mark MOTOWN METAL appears, or is intended to appear, in relation to the MOTOWN METAL Products, including without limitation the location and size of said mark, and how it is used in connection with the advertisement and sale of the MOTOWN METAL Products.
3. Identify the date(s) that Applicant selected and/or adopted the mark MOTOWN METAL for use with toys, games, and playthings, namely, toy vehicles and accessories therefor.
4. Why did Applicant select and/or adopt the mark MOTOWN METAL for Applicant's products?
5. State whether Applicant conducted a trademark search prior to selecting and/or adopting the mark MOTOWN METAL, and if so, state whether UMG's use or intended use of, or its federal applications to register, any of the MOTOWN Marks were uncovered in such search.
6. State whether Applicant had knowledge of UMG's use, intended use of, or application to register, any of the MOTOWN Marks at the time that Applicant selected and/or adopted the mark MOTOWN METAL. If the answer to this Interrogatory is yes, identify the person who had such knowledge and describe in detail what such person knew about UMG's use, intended use of, and/or application to register, the MOTOWN Marks at that time.
7. State whether Applicant had knowledge of UMG's use, intended use of, or application to register, any of the MOTOWN Marks at the time that Applicant filed its application to register the mark MOTOWN METAL. If the answer to this Interrogatory is yes,

identify the person who had such knowledge and describe in detail what such person knew about UMG's use, intended use of, and/or application to register, the MOTOWN Marks at that time.

8. Identify each person who has personal knowledge of Applicant's creation, selection, and/or adoption of the mark MOTOWN METAL, and state the nature of each such person's knowledge.

9. Identify each person who has personal knowledge of Applicant's application for registration of the mark MOTOWN METAL, and state the nature of each such person's knowledge.

10. Identify the date that the mark MOTOWN METAL was first used in commerce on or in connection with the MOTOWN METAL Products.

11. State whether the use of MOTOWN METAL has been interrupted from the date of first use to the present, and explain in detail the reasons for such interruption and specify the terms of each interrupted use.

12. Identify the geographic areas in which Applicant has ever sold MOTOWN METAL Products.

13. Identify the geographic areas in which Applicant intends to sell MOTOWN METAL Products.

14. Identify the channels of trade and distribution methods used to sell the MOTOWN METAL Products.

15. Identify the demographic market to which the MOTOWN METAL Products are sold or intended to be sold. Such identification shall include the age, location, and mean household income of those purchasers that Applicant expects and/or intends to buy and use such products.

16. Identify the retail price of the MOTOWN METAL Products.

17. State the total number of units sold of the MOTOWN METAL Products to date.

18. State the amount of money Applicant has spent on advertising for the MOTOWN METAL Products on an annual basis.

19. Identify the methods of marketing and advertising of the MOTOWN METAL Products.

20. State whether Applicant has or ever has had any marketing or advertising plans or programs directed toward or targeted to any particular trade, industry or consumer group for the MOTOWN METAL Products. If so, identify and describe in detail each such trade, industry, or consumer group.

21. Identify (including by name and date) each type of print media (including newspapers and magazines) that contained any advertisement or promotional material for the MOTOWN METAL Products.

22. Identify (including by name, channel/station, and date) each television or radio program that contained any advertisements or promotional material for MOTOWN METAL Products.

23. State whether Applicant sold or offers to sell the MOTOWN METAL Products on the internet, and if so, state the URLs, domain names, or website addresses for each website that sells or offers to sell such products, and the name, address, and telephone number of the owner of each such URL, domain name or website.

24. Identify each person who has personal knowledge regarding the marketing and advertising of the MOTOWN METAL Products, and state the nature of each such person's knowledge.

25. Describe all circumstances surrounding Applicant's first becoming aware or acquiring knowledge of UMG's intended use, use and/or registration of, any of the MOTOWN Marks. In this description, identify the person who first learned of UMG's use, intended use and/or registration of the MOTOWN Marks, the date that Applicant first became aware of or acquired knowledge of such use, intended use, or registration, what such person knew, and how such person acquired such knowledge.

26. Identify each instance of consumer confusion or possible consumer confusion between the MOTOWN METAL Mark and any of UMG's MOTOWN Marks.

27. Identify each person who has personal knowledge of any instance of consumer confusion or possible consumer confusion between the mark MOTOWN METAL and any of UMG's MOTOWN Marks, and describe the nature of each such person's knowledge.

28. Identify and describe in detail all instances in which Applicant received any requests, inquiries, or statements from any person relating to whether there is or was some relationship, association, affiliation, or license between UMG and Applicant, or between the goods or services offered or intended to be offered by UMG under any of the MOTOWN Marks and the MOTOWN METAL Products and for each instance, identify all individuals who have knowledge of the facts thereof, a description of each instance, and the date of each instance.

29. Identify each third party to whom Applicant has made a claim, demand, complaint, or contention that their acts or conduct violate Applicant's rights in the mark MOTOWN METAL.

30. Identify each federal or state trademark registration or trademark application covering the MOTOWN METAL mark or any variation thereof owned by Applicant.

31. If Applicant has ever received any unfavorable comments, evaluations or information, or any criticism or complaints about the quality of any of the MOTOWN METAL Products, identify and describe in detail all communications that refer, relate or pertain to all such comments, evaluations, information, criticism, and complaints, the date of each such communication, and the persons who made and received such communication.

32. Identify all surveys, public opinion polls or any other forms of consumer research known to Applicant that refer, relate or pertain in any way to the mark MOTOWN METAL.

33. Identify all licensing agreements or licensing arrangements between Applicant and any third party relating to the MOTOWN METAL Products, including but not limited to the date of each such agreement or arrangement, the term of each such agreement or arrangement, a description of the right licensed, the types of goods or services relating to each such license arrangement, and the name and address of each third party licensee or licensor.

34. Identify all cross-marketing agreements or other marketing or advertising arrangements between Applicant and any third party relating to the MOTOWN METAL Products, including but not limited to the date of each such agreement or arrangement, the term of each such agreement or arrangement, a description of the right licensed, the types of goods or services relating to each such license arrangement, and the name and address of each third party co-marketer or contracting party.

35. Identify all third parties of which Applicant is aware that currently use MOTOWN or MOTOWN METAL as a mark for toys, games, and playthings.

36. Identify each person whom Applicant expects to call as an expert witness in this matter, and, for each person identified, state the subject matter(s) on which the expert witness is expected to testify, the substance of the facts and opinions to which the expert witness is

expected to testify, a summary of the grounds for each opinion to which the expert is expected to testify, the qualifications of each expert, including a list of all publications authored by the expert within the preceding ten years, the compensation to be paid for the expert's study and testimony; and a list of any other cases in which the expert has testified as an expert at trial or by deposition within the preceding four years.

37. Identify all persons who provided information for Applicant's responses to these interrogatories, and for Applicant's responses to UMG's first set of requests for production of documents and things served concurrently herewith.

Dated: August 28, 2007

MITCHELL SILBERBERG & KNUPP LLP
RUSSELL J. FRACKMAN
JEFFREY D. GOLDMAN
ALEXA L. LEWIS

By: Alex Lewis
Attorneys for Opposer

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the county of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is Mitchell Silberberg & Knupp LLP, 11377 West Olympic Boulevard, Los Angeles, California 90064-1683.

On August 28, 2007, I served a copy of the foregoing document(s) described as **OPPOSER UMG RECORDINGS, INC.'S FIRST SET OF INTERROGATORIES TO APPLICANT** on the interested parties in this action at their last known address as set forth below by taking the action described below:

Lawrence Y. Iser (liser@kwikalaw.com)

Direct (310) 566-9801

Direct Fax (310) 566-9861

Patricia A. Millett (pmillet@kwikalaw.com)

Direct (310) 566-9821

Direct Fax (310) 566-9870

Kinsella, Weitzman, Iser, Kump & Aldisert LLP

808 Wilshire Boulevard, 3rd Floor

Santa Monica, CA 90401

(310) 566-9800

Fax: (310) 566-9850

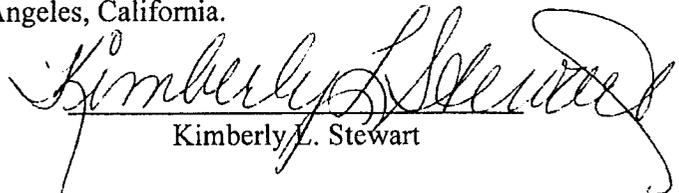
Counsel for Applicant, MATTEL,
INC.

- BY MAIL:** I placed the above-mentioned document(s) in sealed envelope(s) addressed as set forth above, and deposited each envelope in the mail at Los Angeles, California. Each envelope was mailed with postage thereon fully prepaid.
- BY PERSONAL DELIVERY:** I placed the above-mentioned document(s) in sealed envelope(s), and caused personal delivery by FIRST LEGAL SUPPORT SERVICES of the document(s) listed above to the person(s) at the address(es) set forth above.

I declare that I am employed in the office of a member of the State Bar of California and various federal bars, at whose direction such service was made.

I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Executed on August 28, 2007, at Los Angeles, California.


Kimberly L. Stewart

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the county of Los Angeles, State of California.

I am over the age of 18, and not a party to the within action; my business address is FIRST LEGAL SUPPORT SERVICES, 1511 West Beverly Boulevard, Los Angeles CA 90026.

On August 28, 2007, I served the foregoing document(s) described as **OPPOSER UMG RECORDINGS, INC.'S FIRST SET OF INTERROGATORIES TO APPLICANT** which was enclosed in sealed envelopes addressed as follows, and taking the action described below:

Lawrence Y. Iser (liser@kwikalaw.com)

Direct (310) 566-9801

Direct Fax (310) 566-9861

Patricia A. Millett (pmillet@kwikalaw.com)

Direct (310) 566-9821

Direct Fax (310) 566-9870

Kinsella, Weitzman, Iser, Kump & Aldisert LLP

808 Wilshire Boulevard, 3rd Floor

Santa Monica, CA 90401

(310) 566-9800

Fax: (310) 566-9850

Counsel for Applicant, MATTEL,
INC.

BY PERSONAL SERVICE: I hand delivered such envelope(s):

to the addressee(s);

to the receptionist/clerk/secretary in the office(s) of the addressee(s).

by leaving the envelope in a conspicuous place at the office of the addressee(s) between the hours of 9:00 a.m. and 5:00 p.m.

I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Executed on August 28, 2007, at Los Angeles, California.

FRENE CORTER

Printed Name

[Signature]

Signature