



"MUSIC VIDEO" MANDATE

The COMPANY _____

(registered name, registered office, share capital, trade and companies register)

Represented by Mr _____

(name, forename, precise duties)

hereby declares that it appoints as his agent :

S.C.P.P. (Société Civile des Producteurs Phonographiques), a collective management body constituted and acting in accordance with the provisions of articles L.321-1 et seq of the Intellectual Property Code, whose registered office is in NEUILLY (92527) - 14, Boulevard du Général Leclerc, in the person of, for the purpose of acceptance of said mandate, its Managing Director.

The text of this model common interest mandate was adopted by the General Meeting of the SCPP of 14 June 1999. The delegation of the mandate in accordance with this standard mandate is a necessary condition for membership of the Company (category 2 mandate).

The principal gives the agent the power to :

A. Conclude general common interest contracts or specific contracts, with a maximum application period of three years, with the following users:

- television services broadcast over the air or distributed by cable, governed by the law of 30 September 1986,
- the audiovisual communication companies designated in Article L 216-1 of the Intellectual Property Code,
- users who broadcast music videos in a public place,
- companies that provide programs to the users above.

These general or specific contracts will enable the aforementioned users, within the limits and conditions that will be established, to use against payment of remuneration to the SCPP, the music video produced, in whole or in part, by shareholders of the Society or by producers who have given them a license or mandate.

To this end, these contracts will authorise :

- the communication to the public, in whole or in part, of the music video by means of a broadcast or cable distribution in France,
- the total or partial communication of the music video in a public place,
- and for the exercise of this exclusive right of communication to the public, the right of total or partial reproduction, direct or indirect, of music videos.

Communication to the public in the context of audiovisual advertising messages is expressly excluded from this mandate and remains subject to the authorisation of the principal or whoever it has given a license or mandate to.

In the event of a request from a new user and pending the conclusion of a general common interest contract under the terms of this mandate, the principal may directly agree with him the amount of remuneration due for the use of music videos in its repertoire; in this case, the SCPP will draw up a specific contract embodying the agreement thus entered into, which will be replaced by the general common interest contract upon its conclusion.

Only in the event of failure, confirmed by the board of directors, of negotiations initiated by the SCPP with a user for the conclusion of a general common interest contract or its renewal, or in case of impossibility confirmed by the board of directors of concluding such a contract, may the principal directly exercise the rights referred to above in order to freely determine, with the user, the amount of the remuneration due for the use of phonograms of its repertoire. In these latter cases, the specific contract will mention the obligation on the user to send all records of usage and all payments of remuneration due in execution of said specific contracts to the SCPP for the purpose of collection and distribution by it; it will notify the SCPP of the agreed financial conditions.

It is specified that, in the event the user notifies the SCPP of the failure of the negotiations or its refusal to negotiate, the next Board of Directors would confirm this no later than one month after receipt of the notification from the user.

B. For the sole purpose of collecting or having collected all the royalties or remuneration granted by laws, international agreements and / or general or specific contracts concluded by the Company, including by similar foreign organisations that it has mandated to do so.

C. And distribute the amount of these royalties or remunerations in accordance with the conditions set out in the General Regulations of the Company or by its Board of Directors.

Each shareholder of the Society must first, to receive its share :

- declare the music video in accordance with the conditions and time limits provided for in the General Regulations and by the Board of Directors of the Company,
- indicate, if applicable, which similar organisations of producers and / or performers will be paid a part of the remuneration accruing to the producer of the music video or to the producer of the commercial phonogram which constitutes the audio thereof.

D. Establish, in coordination with similar organisations of beneficiaries, French or foreign, any register, file or data base that will facilitate the execution of this mandate.

E. Certify or have certified any infringements of their rights incumbent by statute on the SCPP.

Done in Neuilly, on _____
(in two originals)

THE PRINCIPAL

*mention "read and approved
for mandate"*

THE AGENT: S.C.P.P.

Marc GUEZ

Managing Director

"approved for acceptance of mandate"