

Music Synchronization and Videogram License Agreement

Music Synchronization License Agreement (the "Agreement") is made between: Vox Music Group ("Licensor") and Baby Laureate, Inc. ("Producer"). Licensor is the owner of the sound recordings listed below:

BRAHMS, Hungarian Dance No. 5, Catalog #8807

BEETHOVEN, Bagatelle for piano in A minor ("Für Elise"), WoO 59 Catalog #8037

(the "Recordings").

Producer is the owner of rights for the Motion Picture entitled "For the Love of Art" (the "Motion Picture"). Producer desires to license the Recordings for use in audiovisual devices for home use such as videotapes and DVDs ("Videograms"). The parties agree as follows:

Grant of Videogram License

Licensor grants to Producer and his successors and assigns, the nonexclusive right to record, copy and synchronize the Recordings, solely as part of the Motion Picture, on audiovisual devices including, but not limited to video cassettes, DVDs and similar compact audiovisual devices that reproduce the entire motion picture in substantially its original form ("Videogram"). This Videogram license is solely for the distribution of Videograms intended primarily for home use in the Territory.

Reservation of Rights

Licensor reserves all rights not granted in this Agreement.

Modifications to Recordings

Producer shall not make any change in the original recordings, or in the fundamental character of the music of the Recordings or use the title or any portion of the lyrics of the Composition as the title or subtitle of the Motion Picture without written prior authorization from Licensor.

Territory

The rights granted in this Agreement are for the following: worldwide (the "Territory").

Videogram License Payments

As payment for the rights granted for the Videogram License, Producer shall pay Publisher as follows: []

One-Time Payment. Producer shall pay Publisher one-time payment of \$1500/per track within ninety (90) days of signing this agreement.

Favorable Rates

In the event a sound recording is licensed for a substantially similar use in connection with the Motion Picture at a more favorable rate, Producer agrees that such favorable rate shall also be granted to Licensor for the licensing of the Recordings.

Warranty

Licensor warrants that it has the power and authority to grant the rights in this Agreement and that the Recordings do not infringe any third-party rights. In no event shall Licensor's liability for a breach of this Warranty exceed the amount of payments received under this Agreement.

Credits

Licensor shall receive credit in the following form:

"Hungarian Dance No. 5"

composed by Johannes Brahms

conducted by Alfred Scholz

performed by London Festival Orchestra

courtesy of Vox Music Group, a division of SPJ Music Inc.

Bagatelle for piano in A minor ("Für Elise"), WoO 59

composed by Ludwig van Beethoven

performed by Hans Hagen and his Orchestra

courtesy of Vox Music Group, a division of SPJ Music Inc.

Samples

Producer shall promptly furnish Licensor with two (2) copies of each format of Videogram release.

Term

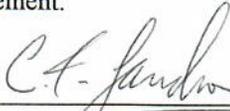
The term of this Agreement is for the term of United States copyright in the Composition including renewal terms, if any.

Termination and Breach

In the event that Producer (or Producer's assigns or licensees) breach this Agreement and fails to cure such breach within thirty (30) days after notice by Licensor to Producer, this license will automatically terminate and all rights granted under this Agreement shall revert to Licensor. Failure to make timely payments or to provide credit as provided in this Agreement shall be considered a material breach of this Agreement.

Miscellaneous

This Agreement may not be amended except in a writing signed by both parties. If a court finds any provision of this Agreement invalid or unenforceable, the remainder of this Agreement shall be interpreted so as best to effect the intent of the parties. This Agreement shall be governed by and interpreted in accordance with the laws of the State of New York. This Agreement expresses the complete understanding of the parties with respect to the subject matter and supersedes all prior representations and understandings. Any controversy or claim arising out of or relating to this Agreement shall be settled by binding arbitration in accordance with the rules of the American Arbitration Association and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction. All notices provided for under this Agreement must be in writing and mailed to the addresses provided in the signature portion of this Agreement.



C T Landor
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LICENSOR



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PRODUCER