AMERICAN SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS

BOARD OF REVIEW

RULES OF PROCEDURE

Pursuant to its authority under Article XIV, Section 4 of the ASCAP Articles of Association (2002), the ASCAP Board of Review adopted the following Rules of Procedure by resolution dated January 7, 2006. These Rules supersede the Rules of Procedure of the Board of Review adopted in February, 1961.

1. Jurisdiction of the Board of Review

1.1 In accordance with Article XIV, Section 4 of ASCAP's Articles of Association, the jurisdiction of the Board of Review is limited only to complaints from any member who believes the Society has not made proper distribution of royalties to him, her or it in accordance with the rules and regulations adopted by the Board of Directors governing distribution of royalties.

1.2 The Board of Review does not have jurisdiction over any claims other than those set forth in Rule 1.1. The Board of Review will not entertain claims such as, but not limited to, the following: (1) that the rules and regulations adopted by the Board of Directors governing distribution of royalties are unreasonable, improper or unlawful; or (2) that notice of changes in the rules and regulations adopted by the Board of Directors governing distribution of royalties was improper, insufficient, or unlawful.

2. Initiating a Protest

2.1 A member who believes that the Society has not made proper distribution of royalties to him, her or it in accordance with the rules and regulations adopted by the Board of Directors governing distribution of royalties ("the Protesting Member") may initiate a Protest by filing a written Complaint with the Secretary of the Society. The Complaint shall: (1) specify the particular distribution or distributions upon which the Protest is based; (2) specify the rule or regulation

with which the Protesting Member alleges the distribution or distributions failed to comply; (3) contain a brief statement of the injury the Protesting Member believes he or she or it suffered because of the alleged failure to follow the applicable rules or regulations; and (4) specify the remedy sought. If the Protesting Member is a writer member, the Complaint shall be signed personally by the Protesting Member. If the Protesting Member is a publisher member, the Complaint shall be signed by its authorized ASCAP publisher representative in accordance with Article III, Section 10 of ASCAP's Articles of Association. The Board of Review may dismiss any Complaint that fails to comply fully with this Rule.

2.2 Complaints may be filed by mail or personal delivery addressed to the Secretary of the Society, ASCAP, One Lincoln Plaza, New York, NY 10023 or by email to boardofreview@ascap.com. The Secretary of the Society shall within 5 days forward a copy of the Complaint to the Secretary of the Board of Review for distribution to the Members of the Board of Review, and to the Society's Counsel.

2.3 If a Protest concerns a dispute over the proper distribution of royalties as between the Protesting Member and any other named member of the Society ("the Affected Member"), the Secretary of the Society shall forward a copy of the Complaint to any Affected Member within five business days.

2.4 Within a reasonable time after receiving the Complaint from the Secretary of the Society, the Board of Review shall set a schedule for a hearing of the Protest, and for such other matters as are appropriate to the Protest.

2.5 Within fourteen days after receiving the Complaint, the Secretary of the Board of Review shall send a copy of these Rules of Procedure to the Protesting Member and any Affected Member, together with the name and address of the Secretary of the Board of Review.

2.6 The Protesting Member shall have the burden of showing that the distribution to him, her or it was improper.

2.7 The Protesting Member, ASCAP, and any Affected Member may be represented by counsel. ASCAP shall be represented by its Counsel in accordance with Article XI of ASCAP's Articles of Association, and such other counsel, including ASCAP employees, as he or she may designate.

3. Written Submissions

3.1 The Complaint shall constitute the Protesting Member's initial submission. In the case of a Protest brought under Rule 2.1, ASCAP shall file an answer thereto within 45 days of the date on which the Protest was filed. In the case of a Protest brought under Rule 2.3, any Affected Member may file a response within 45 days of receiving the Protest and ASCAP shall file its response within 30 days of the date on which any Affected Member's response is due.

3.2 Following the close of Discovery pursuant to Rule 4, any party to a Protest may request the opportunity to submit pre-hearing written submissions, which the Board of Review may grant in its discretion. If the Board of Review believes pre-hearing written submissions will be helpful to the resolution of the Protest, it may, in its discretion, order such submissions on its own initiative. In the case of a Protest brought under Rule 2.1, the Protesting Member shall file its submission first, and ASCAP shall file its submission thereafter. In the case of a Protest brought under Rule 2.3, the Protesting Member shall file its submission first, followed by any Affected Member, and ASCAP shall file its submission last. The Protesting Member may file a reply submission after ASCAP files its submission. The Board of Review shall notify the parties of the schedule for filing the submissions.

3.3 At the conclusion of the hearing, the Board of Review may order, or any party may request, which request the Board of Review may in its discretion grant, post-hearing written submissions, which shall follow a schedule set by the Board of Review.

3.4 Written submissions must be served on all parties to the Protest and must be filed by mailing or hand delivering the signed original to the Secretary of the Board of Review, unless the Board of Review directs otherwise. A mailed submission is timely filed if it is post-marked within the time for filing unless the Board of Review directs otherwise. Parties may also file written submissions electronically following procedures established by the Secretary of the Board of Review.

3.5 No written submission, including the Complaint, shall exceed 25 pages of 12-point, proportionally-spaced text, excluding exhibits, except for good cause shown or as otherwise ordered by the Board of Review.

4. Discovery

4.1 Consistent with ASCAP's Rules and Regulations, a Protesting Member may request copies of ASCAP's detailed records of the credits earned and royalties distributed to the Protesting Member for the five previous fiscal survey years. Requests may be made by serving the requests upon ASCAP and filing them with the Secretary of the Board of Review. Upon request made in good faith and for good cause shown to the Board of Review, and subject to suitable guarantees of confidentiality, a Protesting Member and any Affected Member may receive copies of such records with respect to the distributions made to any other Member that relate to performances of (1) compositions the Protesting Member or Affected Member has written or published, (2) compositions the Protesting Member or Affected Member has co-written or co-published, or (3) compositions on the same program(s) or segments that were performed in a similar manner (*e.g.*, feature, theme or background) as were the Protesting Member's or Affected Member's compositions.

4.2 ASCAP shall be entitled to copies of documents in the Protesting Member's or Affected Member's possession reasonably relating to allegations and claims in the Protest. ASCAP may request such materials by serving requests upon the Protesting Member or Affected Member and filing them with the Secretary of the Board of Review.

4.3 Documents that ASCAP, the Protesting Member, or any Affected Member intend to present at a hearing must be submitted to the Secretary of the Board of Review and to all parties at least five business days prior to such hearing.

4.4 The Board of Review shall determine whether a request for, or a production of, evidence complies with these Rules and with the Rules and Regulations of ASCAP.

5. Hearings and Meetings

5.1 The Board of Review shall have a business meeting at least once each year (the "Annual Meeting"), and may schedule additional meetings as necessary and appropriate at any time, to conduct business, discuss matters pending before the Board of Review, including matters raised by Board of Review members, hold hearings, and conduct deliberations on Protests. The Board of Review shall select a chair and vice-chair at each Annual Meeting, one of whom shall be a writer and one a publisher, to serve until the next Annual Meeting.

5.2 Meetings may be held by audio-only teleconference, video-conference, or in person, as appropriate to the matters to be discussed.

5.3 The Board of Review shall conduct an evidentiary hearing in each Protest unless ASCAP, the Protesting Member, and every Affected Member all waive the right to a hearing. Hearings shall be held at ASCAP's principal office as specified in Article I, Section 2 of ASCAP's Articles of Association, and shall be scheduled to take place after the conclusion of discovery and pre-hearing briefing, if any. In the discretion of the Board of Review (which discretion may be delegated to the Chair or Vice Chair), members of the Board of Review, the Protesting Member, any Affected Member, their counsel, and witnesses, may attend the hearing at additional ASCAP offices that may be connected to the New York office by video-conference. The scheduling of such hearings shall accommodate as many Board of Review members as possible and facilitate the attendance of the Protesting Member, any Affected Member, ASCAP, counsel, and witnesses.

5.4 The quorum for a meeting of the Board of Review shall be as set forth in Article XIV, Section 5(3) of ASCAP's Articles of Association. All regular and alternate members of the Board of Review present at a hearing or meeting may participate in the meeting or hearing and subsequent discussions or deliberations, and, during hearings, may question witnesses. Members of the Board of Review eligible to vote on the final disposition of a particular Protest that was the subject of an evidentiary hearing shall include only members of the Board of Review who

attended the hearing and who are otherwise eligible to vote. With respect to any decision by the Board of Review, members eligible to vote shall include (1) all regular members present and (2) any alternate member present in the absence of a regular member in the same class and division as that alternate member. The four classes and divisions recognized in Article XIV, Section 5 of ASCAP's Articles of Association for this purpose are popular-production writer, symphonic and concert writer, popular-production publisher, and symphonic and concert publisher.

5.5 **Procedure at the Hearing:** Hearings shall be informal. The Board of Review in its discretion may receive any evidence (documentary or otherwise) whether or not such evidence would ordinarily be admissible under generally accepted rules of evidence. The Board of Review may in any case require additional evidence. To assist the parties and the Board of Review in preparation for hearings, the following is provided as a model for procedure during a hearing. The Board of Review may depart from this model if a particular Protest is likely to be resolved more fairly and efficiently following a different procedure. If a different procedure or order is adopted for a particular Protest, the Board of Review shall give the parties adequate notice of the new procedure or order.

5.5.1 **Opening Statements:** The Protesting Member shall make an opening statement summarizing the Protest and the relief sought. Any Affected Member may make an opening statement after the Protesting Member. ASCAP shall make the last opening statement. No party may interrupt an opening statement of another party except with the permission of the Chair for the sole purpose of stating an objection. At the conclusion of any statement, any member of the Board of Review, when recognized by the Chair, may ask questions of or seek clarification from the party making a statement.

5.5.2 **Evidence:** After the conclusion of the opening statements, the Protesting Member, followed by any Affected Member, followed by ASCAP, may present evidence by offering documents and/or testimony. When recognized by the Chair, a member of the Board of Review may ask questions of any witnesses. Witnesses shall be questioned first by the party offering the witness, then in order by the following parties (excluding the party offering the witness): the Protesting Member, any Affected Member, and ASCAP. The Board of Review may permit additional questioning of any witness by any party.

5.5.3 **Rebuttal:** The parties may offer rebuttal testimony and evidence in the same manner as described under Rule 5.5.2., above.

5.5.4 **Questioning by the Board of Review:** Following the completion of the rebuttals, if any, each member of the Board of Review may question the parties. Questioning by the members of the Board of Review shall continue until no member of the Board of Review has further questions.

5.5.5 **Closing Argument:** Unless otherwise agreed to among the parties or ordered by the Board of Review, ASCAP shall make the first closing argument, followed by the Protesting Member, provided, however, that in a Protest brought under Rule 2.3, the Board or Review shall determine the order of closing argument, taking into account the views of the parties. Closing arguments shall otherwise follow the procedure for opening statements.

5.6 Decisions of the Board of Review resolving Protests are confidential unless the Protesting Member, ASCAP, and any Affected Members all consent to publication. In the absence of that consent, the Board of Review shall authorize a summary of each decision to be published on ASCAP's website that describes the rule or regulation alleged to have been violated, the Board of Review's conclusion, and, without revealing confidential information about any particular member's distributions, the reason for that conclusion.

6. Expulsion from Membership

6.1 When the Board of Directors of ASCAP seeks to expel a member (the "Accused Member"), the Board of Directors shall send to the Secretary of the Board of Review a copy of the written notice setting forth the reasons for the expulsion, as required by Article V, Section 9 of ASCAP's Articles of Association, and proof that such notice was sent to the Accused Member. Upon receipt of the notice, the Secretary of the Board of Review shall provide a copy of these rules to the Accused Member and shall inform the Accused Member of the name and address of the Secretary of the Board of Review. The Accused Member shall then have 45 days to file a written answer.

6.2 Subject to Rule 7, both ASCAP and the Accused Member shall be entitled to discovery of relevant evidence upon which the request for expulsion or defense thereto is based, including a copy of the Accused Member's ASCAP membership file, a copy of any record of the proceeding before the Board of Directors relating to the decision to seek his or her expulsion, and copies of any evidence presented to the Board of Directors in connection therewith.

6.3 The Accused Member or ASCAP may request, and the Board of Review may on its own initiative order, pre- and/or post-trial submissions under the procedure and subject to the restrictions set forth in Rule 3 of these Rules.

6.4 The trial and deliberations shall proceed as provided in Rules 5.3 through 5.6, except that ASCAP shall have the burden of presenting its case first and shall bear the burden of proof with respect to facts supporting expulsion.

6.5 The Board of Review encourages an Accused Member to be represented by legal counsel.

7. Confidentiality

7.1 Meetings of the Board of Review and proceedings before it are confidential. Evidence, testimony, briefs, and other papers shall be held by the Board of Review and the parties in strictest confidence and may be used for no purpose other than prosecuting or defending the Protest or expulsion. All such materials, and any copies thereof a party may have made, must be returned to the party that proffered the materials upon the proffering party's request after the Board of Review has rendered its decision and the time for appeal (if any) has expired or the appellate review (if any) has concluded. Failure to comply with the confidentiality requirements of this rule may result in a summary decision of the Protest or expulsion adverse to the party that fails to comply. Nothing in this rule shall be construed to impair a member's ability to be represented by counsel or to prepare witnesses.

7.2 Expulsions shall be subject to the additional requirement that the existence of the proceeding shall remain confidential until and unless the Board of Review decides to expel a member. If ASCAP violates this rule, the Board may summarily dismiss the request for expulsion.

8. Secretary of the Board of Review

ASCAP shall appoint an attorney to act as Secretary of the Board of Review. The Secretary shall serve as counsel to the Board of Review. The Secretary may obtain the assistance of other legal personnel as necessary and appropriate.

9. Distribution of Rules

These Rules shall be posted on ASCAP's website and shall be provided to any member upon request or upon filing a Complaint as provided in Rule 2.5, or upon receipt of notice under Rule 6.1.

10. Effect of Rules

The rules in effect for a particular proceeding shall be the rules in effect at the time the Complaint was filed or, in the case of expulsion, at the time the rules were provided to the Accused Member.