

July 20, 2009

**VIA E-MAIL & US MAIL**

Alan Elliott  
1633 N. Stanley Ave.  
Los Angeles, CA 90046

**RE: ELLIOTT, ALAN/MAKING OF THE AMAZING GRACE ALBUM/OPINION LETTER**

Dear Alan,

You have asked me to render an opinion as to whether you could make a documentary about "*Making of the Amazing Grace Album*." You intend to use original footage shot during two days of recording by Aretha Franklin together with additional interviews with participants in the recording and with music critics, executives and historians. You may also use other licensed materials in your film. You have received the footage of the recording sessions from Warner Bros. with a quitclaim.

The footage that is at the core of your documentary was shot by WB in a church with a choir back-up. Upon release of the film, you plan to make the appropriate contribution to the church for the services of the back-up choir as previously agreed to by WB. Aretha Franklin does not own any copyright interest in her performance. All the music in the documentary will be licensed by you for use in your film. In honor of your quitclaim with WB, you have approached Aretha Franklin for her endorsement of the project. She has said publicly and written in her autobiography that she wants the project to go forward. In separate conversations and in writing, her agent has told you and your partner, Herb Jordan, and Tom McGuire (Chief Counsel of William Morris Endeavor) that you should go forward with the project.

It is my opinion that Ms. Franklin has no viable copyright claim and no viable claim involving any of her personal rights such as the right of privacy, false light, defamation, or the right of publicity.

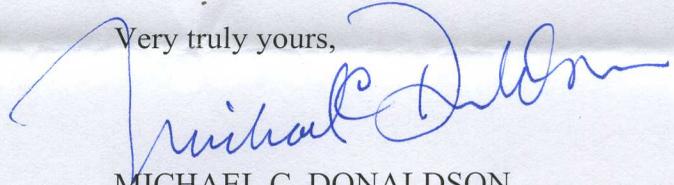
The primary purpose of this opinion letter is so that you may obtain fair use coverage under your E&O policy. Please be sure to specify on your application that you will need this additional coverage through a fair use endorsement. Confirm with your insurer that this coverage is included. Also, please do not forget to credit all of the third-party materials used

Page 2

pursuant to the fair use doctrine in the end roll credits of your film. If you should decide to use any of these materials in the promotion and advertising for your film, please seek additional legal counsel as there are other factors and considerations that need to be taken into account.

Please do not hesitate to call me directly if you, your insurer or distributor have any questions with regard to this opinion letter.

Very truly yours,



MICHAEL C. DONALDSON

MCD/jr

cc: Herb Jordan