

**A Late Show with Stephen Colbert
Licensing Agreement
Media Rights Licensing Clearinghouse**

THIS AGREEMENT, between CBS / The Late Show Inc. and/or its agents (hereinafter as “Broadcaster”) and Media Rights Licensing Clearinghouse, for the non-exclusive broadcast rights of the copyright work described in Sections B and C below (hereinafter as “Agreement”), hereby establishes the following, when agreed to by all parties, whose signatures are affixed below, in Signatures, Section M:

A. Media Rights Licensing Clearinghouse (hereinafter as “MRLCH”), (an ad hoc of INTERNET CONVENIENCE STORE, L.L.C. (hereinafter as “ICS, L.L.C.”)), is the licensing agent for Fli Bi Nite Music, Ltd., and is authorized by Fli Bi Nite Music, Ltd. and Michael Oatman to license works produced by and/or under copyright by Fli Bi Nite Music, Ltd. and/or Michael Oatman;

B. Fli Bi Nite Music, Ltd. , an ad hoc of ICS, L.L.C., is the copyright agent for Michael Oatman, and in particular, for the work entitled “The ‘Doc’s of Hazard”, which is printed in its entirety in Appendix A of this Agreement (hereinafter as “licensed work”);

C. Michael Oatman is the original author of the licensed work (hereinafter as “Author”), and jointly with Fli Bi Nite Music, Ltd. holds copyright to the licensed work which was authored by Michael Oatman in March of 2020;

D. The licensed work is hereby licensed by MRLCH to be non-exclusively broadcast on CBS Television, by any means and style as outlined in Section F below, solely on the broadcast of “A Late Show with Stephen Colbert” and/or “A Late Show with stephen at home” and/or “The Late Show with Stephen Colbert” (hereinafter as “broadcast outlet”), and for no monetary remuneration if and only if proper Author accreditation is given in the same broadcast outlet show closing credits as the actual broadcast of the licensed work, to be displayed in the following form, in the same font type, font color and font size as the copyright for the show broadcast copyright, and prior in the credits to the show broadcast copyright being displayed:

The ‘Doc’s of Hazard
Lyrics by Michael Oatman
© 2020 Fli Bi Nite Music, Ltd.

E. Should proper Author accreditation not be given on broadcast outlet during the broadcast outlet show in which licensed work is broadcast (hereinafter as “improper accreditation”), CBS (or The Late Show Inc.) shall immediately remunerate to MRLCH the amount of one thousand US dollars (USD\$1000.00) for every instance of improper accreditation, the sum of which shall be delivered by check and shall be immediately mailed to:

Media Rights Licensing Clearinghouse
PO Box 304
Tucson, Arizona. 85702-0304.

F. The means and style of broadcast of licensed work on broadcast outlet may include, but is not necessarily limited to, one, any or all of the following, although Broadcaster should please note that Author strongly prefers any produced and broadcast means and style to be that described in subsection 4. below:

1. Lyrics of licensed work printed in any font type, font color or font size and displayed visually, in whole or in part, or in sequential stanzas, regardless of the ordering of those stanzas;
2. Lyrics of licensed work broadcast audibly in any voice whatsoever, including that of Author, to be sung or read aloud, in whole or in part, in any sequential or other order;
3. Lyrics of licensed work in any form whatsoever and accompanying music of any audio tune or quality, including that of, or a reproduction of, Waylon Jennings’ “The Dukes of Hazzard”, in whole or in part, in any sequential or other order;
4. Lyrics of licensed work in any form whatsoever and accompanying music video, which may include alternately sourced video content, whether produced by Author or Broadcaster or its agents, of any audio tune or quality, including that of, or a reproduction of, Waylon Jennings’ “The Dukes of Hazzard”, in whole or in part, in any sequential or other order;
5. Any other derivative work in any form whatsoever, however produced or assembled, which includes the lyrics of licensed work in whole or in part, in any order;

G. Should Broadcaster wish to produce a standalone work which is based on licensed work, in whole or in part, to be shown as an “Internet Exclusive” broadcast (or the like) which shares the means and style as in Section F (hereinafter as “internet production”), Broadcaster shall offer Author **First Right of Refusal** to exclusively perform, to exclusively appear in or to assist in any or all of: singing the lyrics to licensed work, appearing in any video production, playing any instrumentation, video content sourcing, editing and production of said internet production, and simultaneous publication of receipt of any subsequent derivative accreditation as a result of having done so;

H. Should either or both of proper Author accreditation or **First Right of Refusal** not be given to Author from any internet production based on means described in Section G, Author and/or Fli Bi Nite Music, Ltd. and/or MRLCH and/or ICS, L.L.C. may instruct Broadcaster or its agents to immediately properly accredit Author as prescribed in Section D, or at Author's sole option, cause or force Broadcaster or its agents to have removed said internet production from public availability, and to have any monetary proceeds accrued by Broadcaster or its agents by such publication to be immediately remunerated to MRLCH as prescribed in Section E;

I. Should Author wish to produce any standalone work which is based on licensed work, in whole or in part, in any means or style, to be broadcast anywhere of Author's choosing, neither this Agreement nor any other which may be subsequently entered into may be construed to prohibit Author from producing and broadcasting such work based on licensed work, nor from Author receiving any remuneration for doing so;

J. Michael Oatman is the Owner/CEO/COO of ICS, L.L.C., a privately held Limited Liability Company organized in the State of Arizona;

K. JURISDICTION: It is agreed by all parties signed in Section M below that the Laws of the State of Arizona shall govern the enforceability and applicability of this Agreement, and any Action, Summons or Complaint by any of the parties signed in Section M below regarding this Agreement shall be brought in and for the Courts of Pima County in the State of Arizona;

L. SEVERABILITY: In the case(s) that any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Agreement, but this Agreement shall be construed as if such invalid or illegal or unenforceable provision had never been contained herein. Upon such determination that any term(s), phrase(s), sentence(s), Section(s) or other provision(s) be held invalid, illegal or unenforceable, the court or other tribunal making such determination is Authorized and instructed to modify this Agreement so as to effect the original intent of the parties as closely as possible so that the transactions and agreements contemplated and espoused herein are consummated as originally contemplated and espoused to the fullest extent possible.

M. SIGNATURES: This Agreement is hereby entered into and executed on this day, the _____ day of the month of _____, of this Year 2020 Anno Domini, by and for the following parties, and shall be so binding unto the same:

1. _____, for CBS;
2. _____, for The Late Show Inc.;
3. _____, for MRLCH;
4. _____, for Fli Bi Nite Music, Ltd.;
5. _____, for ICS, L.L.C.;
6. _____, as Author.

[NOTARY SEAL, IF REQUIRED]

[To remit this Agreement for Approval, please mail signed copies to the address specified in Section E of Agreement.]

Appendix A

The 'Doc's of Hazard

Lyrics by Michael Oatman,

To the tune of "The Dukes of Hazzard" theme song, by Waylon Jennings.

Just some good ol' boys
Always meanin' some harm
Beats all you ever saw
Been in trouble with the law
Since the day they was born

Flatnin' the curves, yeah?
Signin' some bills
Someday the virus might get 'em
But the law never will

Passin' the blaaaame
The only way they know how
They're just a little more dirty
Than the law will allow

Just some good ol' boys
Wouldn't change if they could
Thinkin' they're actin'
Like two modern day Robin Hoods

Flatnin' the curves, yeah?
Fakin' some pills
Someday the virus might get 'em
But the law never will

Passin' the blaaaame
The only way they know how
They're just a little more dirty
Than the law will allow

Just a good ol' boy
The one the Klan loves to see
But he don't understand
He keeps not havin' a plan
But just his face on TV.