

The MLC

Catalog Transfer Policy

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1. Overview

- 1.1. This Policy outlines the standard procedures the Mechanical Licensing Collective (“The MLC”) uses to (a) analyze Catalog Transfer requests, (b) administer Royalties for Works/Shares that are subject to a Catalog Transfer, and (c) address Conflicts and Disputes that arise in the Catalog Transfer process.¹ All capitalized terms are as defined below.
- 1.2. The MLC does not judge or resolve Conflicts or Disputes or participate in the substantive resolution of Conflicts or Disputes. The MLC encourages Claimants to engage in dispute resolution processes and may provide information on outside dispute resolution resources.

2. Scope of Policy

- 2.1. This Policy applies to Catalog Transfers.
- 2.2. In order to comply with an order of a tribunal presiding over a Legal Claim, or in the event of a force majeure or extenuating circumstances, these processes may be modified for good cause.
- 2.3. This Policy and the processes described herein, and The MLC’s administration of such, shall not limit or diminish any legal or equitable rights or remedies available to any relevant rightsowner concerning, inter alia, Ownership of any Work/Share or entitlement to Royalties for any uses of any Work/Share. In addition, this Policy and the processes described herein shall not supersede any applicable laws currently existing or hereinafter enacted.

3. Definitions

- 3.1. *Blanket License*

Any and all blanket licenses administered by The MLC pursuant to 17 U.S.C. 115 for the use of Works in covered activities thereunder.
- 3.2. *Catalog*

One or more Work/Share Claims registered in The MLC database and identified by a New Claimant in connection with a Notice of Catalog Transfer.
- 3.3. *Catalog Transfer*

A transfer of Ownership of a Catalog from an Existing Claimant to a New Claimant. A Catalog Transfer may be a Full Catalog Transfer or a Partial Catalog Transfer.
- 3.4. *Catalog Transfer Documents*

Documentation that substantiates a New Claimant’s Claims to a Catalog, including, as applicable:

 - (i) a “Letter of Authorization” or “LOA”, signed by a copyright owner, that specifically authorizes the New Claimant to act as Publishing Administrator for the Catalog;
 - (ii) an executed agreement between a copyright owner and the New Claimant that indicates the New Claimant is the Owner of the Catalog and/or entitled to act as

¹ For information about The MLC Catalog Transfer Process and Frequently Asked Questions please refer to The MLC Help Center at: <https://help.themlc.com/en/support/catalog-transfer-process-and-faqs>

Publishing Administrator for the Catalog;

- (iii) a “Letter of Direction” or “LOD”, signed by a copyright owner, that references an agreement between the copyright owner and the New Claimant relating to the Catalog and specifically directs The MLC to permit the New Claimant to act as Publishing Administrator for the Catalog;
- (iv) a “Letter of Relinquishment” or “LOR”, whereby the Existing Claimant confirms it no longer has the right to maintain a Claim to the Catalog; and
- (v) any additional documentation that The MLC, in its discretion, may require.

3.5. *Catalog Transfer Form*

The form that a New Claimant must complete and submit to The MLC in connection with a Notice of Catalog Transfer.² The Catalog Transfer Form will require the New Claimant to provide information related to a Catalog Transfer request, including, as applicable:

- (i) information about the New Claimant;
- (ii) information about the Existing Claimant;
- (iii) the nature of the Catalog Transfer request (e.g., Full Catalog Transfer or Partial Catalog Transfer);
- (iv) information sufficient for The MLC to identify the Catalog subject to the Catalog Transfer request;
- (v) the effective date of the New Claimant’s Work/Share Claim(s); and
- (vi) any additional information related to the Notice of Catalog Transfer that is required to enable The MLC to implement and give effect to the change in Claimants.

3.6. *Claim*

A claim to Ownership of a Work/Share that is registered with The MLC.

3.7. *Claimant*

One or more New Claimants and Existing Claimants may be collectively referred to as “Claimant” or “Claimants.”

3.8. *Conflict*

A situation of conflict between two or more Claims to a Work/Share, including Work overclaims and Share counterclaims.

3.9. *Conflict Procedure*

The procedure described in Section 4 of The MLC Ownership Dispute Policy.³

3.10. *Dispute*

A status of a Work/Share Conflict where the Work/Share is placed on hold and the corresponding Royalties are held in Suspense pursuant to The MLC Ownership Dispute

² The MLC’s Catalog Transfer Form is available on The MLC’s website at: <https://www.themlc.com/catalog-transfers-form>.

³ The MLC’s Ownership Dispute Policy is available on The MLC’s website at: <https://www.themlc.com/dispute-policy>.

Policy.⁴

3.11. *Existing Claimant*

A Member with a Work/Share Claim registered with The MLC at the time that a New Claimant submits a Notice of Catalog Transfer to The MLC.

3.12. *Full Catalog Transfer*

A Catalog Transfer that transfers all of the Work/Share Claims registered by an Existing Claimant to a New Claimant.

3.13. *Legal Claim*

A Claim or Conflict that is the subject of a proceeding before a tribunal of appropriate jurisdiction, including appropriate courts of law and/or arbitration panels.

3.14. *Member*

A properly registered Member of The MLC.

3.15. *New Claimant*

A Member who submits a Notice of Catalog Transfer request to The MLC.

3.16. *Notice*

A notification that is provided either through The MLC Portal, to the email address provided for a Claimant in its Portal account, or as otherwise reasonably determined by The MLC to notify a Claimant.

3.17. *Notice of Catalog Transfer*

The notification documents that a New Claimant must submit to The MLC to initiate a Catalog Transfer. A Notice of Catalog Transfer must include: (1) a completed Catalog Transfer Form; and (2) applicable Catalog Transfer Documents.

3.18. *Owner*

The individual or entity with the right to receive Royalties from the use of a Work/Share made pursuant to the Blanket License.

3.19. *Ownership*

The right to receive Royalties from the use of a Work made pursuant to the Blanket License. Ownership may be defined at the Work or Share level.

3.20. *Partial Catalog Transfer*

A Catalog Transfer that transfers a specific subset of the Work/Share Claims registered by an Existing Claimant to a New Claimant.

3.21. *Publishing Administrator*

An individual or entity that engages in various administrative services on behalf of songwriters, composers, lyricists, publishers and/or other copyright owners. A Publishing Administrator's services generally include managing musical work copyright(s) and collecting and accounting for the income those copyright(s) earn. A Publishing

⁴ *Id.*

Administrator has the right to receive Royalties on behalf of the copyright owner.

3.22. *Royalties*

Mechanical royalties that The MLC has collected pursuant to the Blanket License that are ready to be distributed to the Owner of a particular Work/Share in accordance with The MLC's distribution policies and procedures.

3.23. *Share*

A specified portion of a Work identified as a percentage of the entire Work.

3.24. *Suspense*

A status describing Royalties that are being accrued and held by The MLC pending resolution of a Dispute pursuant to The MLC Ownership Dispute Policy, pending resolution of a Legal Claim, and/or for other reasons as The MLC may, in its discretion, deem necessary.

3.25. *Work*

A musical composition, including any accompanying lyrics. Works can include original musical compositions and original arrangements, as well as new versions of original musical compositions and arrangements to which new copyrightable authorship has been added.

3.26. *Work/Share*

A Work or Share, as applicable.

4. Notice of Catalog Transfer

- 4.1. To initiate a Catalog Transfer, a New Claimant must submit a Notice of Catalog Transfer to The MLC that includes, at a minimum: (1) a completed Catalog Transfer Form; and (2) applicable Catalog Transfer Documents⁵. The Notice of Catalog Transfer must be submitted to The MLC at the following email address: catalogtransfers@themlc.com.
- 4.2. Upon receipt of the materials described in Section 4.1, The MLC will promptly confirm receipt of the Notice of Catalog Transfer.

5. Implementation and Disputes

- 5.1. Following receipt of the materials described in Section 4.1, The MLC will: (1) provide the New Claimant with a Catalog Works List that includes the Claims The MLC believes match the Catalog that New Claimant described in the Catalog Transfer Form, and (2) request that the New Claimant confirm the Works/Shares that are subject to the Catalog Transfer.
- 5.2. After the New Claimant has confirmed the Works/Shares that are subject to the Catalog Transfer, The MLC will send Notice to the Existing Claimant of the New Claimant's Notice of Catalog Transfer and provide the Existing Claimant with a list of the Works/Shares New Claimant has confirmed are subject to the Catalog Transfer, copies of the Catalog Transfer Form, and, as applicable, copies of Catalog Transfer Documents.

⁵ For information about The MLC Catalog Transfer Process and how to submit a Catalog Transfer Form, please refer to The MLC website at: <https://www.themlc.com/catalog-transfers-form>

- 5.3. The Existing Claimant shall have a period of thirty (30) days (or such other period reasonably specified by The MLC in its discretion) from the date of Notice to: (1) relinquish its Claim to the Catalog or otherwise confirm the Catalog Transfer, or (2) notify The MLC of a Conflict and request that The MLC initiate a Conflict Procedure pursuant to The MLC Ownership Dispute Policy.
- 5.4. The MLC will process the Existing Claimant's response as follows:
 - 5.4.1. If the Existing Claimant relinquishes its Claim to the Catalog or otherwise confirms the Catalog Transfer, The MLC will transfer the Catalog to the New Claimant.
 - 5.4.2. If the Existing Claimant notifies The MLC of a Conflict and requests that The MLC initiate a Conflict Procedure pursuant to The MLC Ownership Dispute Policy, The MLC will manage the Conflict in accordance with The MLC's Ownership Dispute Policy.
 - 5.4.3. If the Existing Claimant does not respond to The MLC within thirty (30) days (or such longer period reasonably specified by The MLC), The MLC will transfer the Catalog to the New Claimant.
- 5.5. The MLC may, in its discretion, place Royalties related to any Claim to any Work/Share subject to a Catalog Transfer request into Suspense pending the completion of Catalog Transfer.

6. Royalty Distribution Process

- 6.1. Where The MLC receives a Notice of Catalog Transfer that complies with the requirements of Section 4.1 before the first day of the first monthly reporting period to commence after the Catalog Transfer is effective, The MLC shall give effect to the Catalog Transfer and distribute Royalties to the New Claimant, on a prospective basis, beginning no later than the first distribution of Royalties for such reporting period.
- 6.2. Where The MLC receives Notice of Catalog Transfer that complies with the requirements of Section 4.1 on or after the first day of the first monthly reporting period to commence after the Catalog Transfer is effective, The MLC shall give effect to the Catalog Transfer and distribute Royalties to the New Claimant, on a prospective basis, beginning no later than the first payee snapshot taken by The MLC at least 30 calendar days after The MLC receives the Notice.
- 6.3. Where The MLC requires additional information to implement and give effect to a Catalog Transfer, and such information is received by The MLC after its receipt of the Notice of Catalog Transfer, the timing requirements described in Section 6.1 and 6.2 shall be based on the date that the last piece of such information is received by The MLC.
- 6.4. Where the Catalog Transfer is effective as to one or more monthly reporting periods for which The MLC distributed Royalties before implementing and giving effect to the Catalog Transfer, The MLC may, in its discretion, make a corrective Royalty adjustment if the Claimants requests one.
- 6.5. If The MLC does not implement and give effect to a Catalog Transfer in accordance with the deadlines prescribed by Sections 6.1 through 6.3, The MLC will implement and give effect to the Catalog Transfer as soon as reasonably practicable, provided that the Catalog Transfer is implemented and given effect by The MLC no later than the next regular monthly Royalty distribution to occur either after the implementation deadline that originally applied under Sections 6.1 through 6.3, as applicable, or at least thirty (30) calendar days after the date that The MLC learns that the Catalog Transfer was not implemented on time, whichever is later. In

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such cases, The MLC shall implement and give effect to the Catalog Transfer as of the implementation deadline that originally applied under Sections 6.1 through 6.3, as applicable, including by making any necessary corrective royalty adjustments.

7. Impact of Legal Proceedings

- 7.1. At any time, if The MLC is presented with information that a Legal Claim exists with respect to a Work/Share or Catalog, The MLC will notify all affected Claimants and place the corresponding Royalties for the Work/Share or Catalog in Suspense pending resolution of the Legal Claim.
- 7.2. Notwithstanding the initiation of a Legal Claim as described in Section 7.1, The MLC may, in its discretion, commence, continue, or complete a Catalog Transfer.