A & M RECORDS, INC. 1416 North La Brea Avenue Hollywood, California 90028

April , 1978

Richard and Karen Carpenter c/o Peter Hoffman Irell & Manella 1800 Avenue of the Stars Suite 900 Los Angeles, California 90067

Dear Mr. and Ms. Carpenter:

Reference is made to your recording agreement with us dated as of January 1, 1976 (hereinafter referred to as the "Agreement").

We desire to license the use of the master recording recorded under the Agreement entitled "Don't Cry For Me Argentina" to be embodied in a compilation album together with other master recordings not recorded by you for distribution in Scandinavia.

Please indicate your acceptance of the terms and conditions hereof by signing on the line hereinbelow.

Very truly yours,

A & M RECORDS, INC.

1/1/

AGREED AND ACCEPTED:

CARP

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