

Procter & Gamble

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October 2, 1997

Mr. Deaver Brown
President and Chief Executive Officer
CD Titles, Inc.
411 Waverly Oaks Road, Suite 165
Waltham, MA 02154-8414

Re: Use of P&G Commercials on CD ROMs
Our File: 69981

Dear Mr. Brown:

I am in receipt of two memoranda from you dated September 3, 1997, responding to my May 15, 1997 letter.

My May 15th letter summarized P&G's position on this issue, and I will not reiterate the details of our position here. Simply said, P&G does not consider the TV commercials which appear in your company's CD-ROMs to be public domain materials which can be used without our consent.

You stated in your "Settlement" memorandum that CD Titles is in the process of remastering your TV commercial discs to take advantage of new video techniques and improvements which give you the opportunity to re-assort the commercials. This would then be an ideal opportunity to delete all P&G commercials from your CD-ROMs as P&G has no interest in licensing the rights to these commercials to CD Titles. I assume you will act accordingly.

Very truly yours,



Barbara A. Bunning-Stevens
Senior Counsel
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