

~~DATE~~

In the Matter of

POLYGRAM HOLDING, INC., et al.

Docket No. 9298

**MOTION OF NON-PARTY SONY MUSIC ENTERTAINMENT INC.
TO STRIKE OR CORRECT PARAGRAPH IN COMMISSION'S OPINION AND TO
INTERVENE FOR THE SOLE PURPOSE OF SEEKING SUCH RELIEF**

Non-party Sony Music Entertainment Inc. (Sony) respectfully moves the F. I. C. to

Sony believes that this suggestion is unsupported both because the joint venture in question no longer exists and because the mere existence of the joint venture could not have supported the existence of an incentive to collude outside the collaboration. Sony is concerned that the reference to its participation in the venture and language concerning the need for a cease and desist order based on that activity may be

found Sony to have engaged in misconduct in connection with the joint venture. This is a matter of significant concern, and corrective action is needed to avoid serious prejudice to Sony.

The specific paragraph of the Commission's opinion that raises these concerns states as follows:

Respondent LIMG is presently engaged in other joint ventures which

that Sony may have the incentive to collude with UMG states in its entirety: "Universal Music Group and Sony Music Entertainment have formed a joint venture to distribute music over the Internet. Universal, Sony, and other music companies will provide their music to the venture, known as 'pressplay' on a non-exclusive basis. Accordingly, the music products marketed by the joint venture may also be marketed through traditional retail outlets." Initial Decision Find-


ing 334. The finding is thus confined to the mere existence of the venture and its nonexclusive nature.

These facts are legally insufficient to give rise to any inference that Sony would have an incentive to collude in order to divert sales to the joint venture.

UMG. Other than in this narrow respect, Sony expresses no view on the case or the Commission's opinion.

Dated: August 4, 2003

~~Respectfully Submitted~~



Joseph Kattan
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 955-8500

Attorney for Sony Music Entertainment, Inc.



CERTIFICATE OF SERVICE

I hereby certify that on August 4, 2003, I caused a copy of the attached Motion of New

Rocky Song Music Entertainment, Inc. v. [REDACTED] et al. Cause No. 03-1-10000-1, [REDACTED] et al.

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

ROXIO, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

780008108

(CUSIP Number)

**LISA WEISS, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
SONY MUSIC ENTERTAINMENT INC.
550 MADISON AVENUE
NEW YORK, NEW YORK 10022-3211
(212) 833-8000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

MAY 10 2000

(Date of Event which Requires Filing of this Statement)

If the person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 13d-1(e), 13d-1(f) or 13d-(g), check the following box .

Note: Schedules filed in paper format shall include a statement of the filer's compliance with the requirements of Rule 13d-101.

[REDACTED]

1. Name of Reporting Person. I.R.S. Identification No. of above person

SMEI Duet Holdings, Inc.

(b)

3. SEC Use Only

4. Source of Funds

SC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

8. Shared Voting Power

1,957,262 (see Item 5)

9. Sole Dispositive Power

10. Shared Dispositive Power

1,957,262 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

1. S.S. or I.R.S. Identification No. of above person

Sony Music Entertainment Inc.

2. Check the appropriate box(es) indicating the type of reporting person.

- (a)
- (b)

3. SEC Use Only

4. Source of Funds

SC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(e) or 2(f)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. Shared Voting Power

1,957,262 (see Item 5)

9. Sole Dispositive Power

10. Shared Dispositive Power

1. Name of Reporting Person. S.S. or I.R.S. Identification No. of above person

Sony Corporation of America

2. Check the Appropriate Box if a Member of a Group*

(a)

(b)

3. SEC Use Only

4. Source of Funds

SC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(a) or 2(b)

New York

7. Sole Voting Power

ITEM 1. SECURITY AND ISSUER.

The name of the subject company is Roxio, Inc., a Delaware corporation ("Roxio"), and the address of its principal executive offices is 455 El Camino Real, Santa Clara, California 95050. The Company's telephone number is (408) 367-3100. The class of securities to which this statement relates is the Common Stock of Roxio.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is filed by SMEI Duet Holdings, Inc., a Delaware corporation ("SMEI"), Sony Music Entertainment Inc., a Delaware corporation ("Sony Music") and Sony Corporation of America, a New York corporation ("SCA") and collectively as "Duet Holdings".

SCA has its principal executive offices at 550 Madison Avenue, New York, New York 10022. The principal business of SCA is the manufacture and sale, through its subsidiaries, of audio, video, communications and information technology products for the consumer and professional markets, and the music, motion picture, television and online entertainment businesses.

Sony Music, an indirect wholly owned subsidiary of SCA, has its principal executive offices located at 550 Madison Avenue, New York, New York 10022. The principal business of Sony Music is the development, production, manufacture, and distribution of recorded music, in all commercial formats and musical genres worldwide.

SMEI, a wholly owned subsidiary of Sony Music, Inc., is a Delaware corporation.

ITEM 4. PURPOSE OF TRANSACTION

On May 19, 2003, Roxio, SMEI and UMG Duet Holdings, Inc. ("UMG" and together with SMEI, the "Sellers"), entered into a Purchase Agreement (the "Agreement"), pursuant to which the parties consummated the sale by the Sellers to Roxio of 99.6% of the membership interests of Napster LLC, a Delaware limited liability company (d/b/a "Napster") (the "Transaction").

membership interests of Target and the right to receive up to an aggregate of \$12.5 million from certain cumulative cash flows of Target.

Target is an online music service. The assets being acquired will come as the foundation for the launch of a CD...

- (4) Purchase Agreement, dated as of May 19, 2003, by and among UMG Duet Holdings, Inc., SMEI Duet Holdings, Inc. and Roxio, Inc. (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Roxio, Inc. on May 19, 2003).
- (5) There is also filed as an exhibit hereto the agreement to file the Schedule 13D jointly, as required by Rule 13d-1(k).

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement on Schedule 13D is true, complete, and correct.

~~_____
Date: 12-03-2008~~

SMEI DUET HOLDINGS, INC.

By: _____ /s/ LISA WEISS

Name: Lisa Weiss
Title: Secretary

SONY MUSIC ENTERTAINMENT INC

By: _____ /s/ LISA WEISS

Name: Lisa Weiss
Title: Senior Vice President, General Counsel and Secretary

SONY CORPORATION OF AMERICA

By: _____ /s/ ROBERT S. WIESENTHAL

Name: Robert S. Wiesenthal
Title: Executive Vice President and