0819X/122987/RH(1)(A)

As of December 31, 1987

Messrs. Seth E. Frank and
Sidney O. Friedman,
Executors of the Estate of
Arthur Rubinstein
LeBoeuf, Lamb, Leiby, & MacRae
520 Madison Avenue
New York, New York 10022

Gentlemen:

When signed by you and by BMG Music ("BMG"), successor-in-interest to RCA Records, a division of RCA Corporation ("RCA"), the following shall amend the agreement between Arthur Rubinstein and RCA dated as of July 13. 1951, as amended (the "Basic Agreement"). All terms used herein shall have the same meanings as in the Basic Agreement unless otherwise defined herein.

1. As used in the Basic Agreement, the term "Compact Disc" shall mean a record which is made for digital playback.

2. The language of subparagraph 2(b) of the amendment dated April 18, 1984, to the Basic Agreement is hereby changed, effective as of the date of such amendment, to read in its entirety: "The provisions set forth in subparagraph 2(a) above shall be in effect for all records shipped before January 1, 1988."

3. The following is hereby added to the Basic Agreement, and shall apply to all recordings released by BMG containing the performances of Arthur Rubinstein:

(a) With respect to sales hereunder of compact discs shipped after December 31, 1987, in the United States, the following shall apply: The retail list price or suggested retail list price ("SRLP") of compact discs shall be deemed to be the lower of (x) the actual SRLP or other royalty computation price hereunder of the applicable records, or (y) for units shipped before September 1, 1991, the following amounts:

(1)	Top Line	-	$12.98
(2)	Mid-price line	-	$ 8.98
(3)	Budget line	-	$ 6.98

The foregoing Twelve Dollars and ninety-eight cents ($12.98), Eight Dollars and ninety-eight cents ($8.98) and Six Dollars and ninety-eight cents ($6.98) shall be adjusted up or down as of September 1, 1991 and subsequently as of every third September 1 (e.g., as of September 1, 1994, September 1, 1997, etc.). The changes shall be in the same proportion as BMG's applicable subdistributor price has changed during the period since the deemed SRLP concerned was last fixed. With respect to sales hereunder of compact discs shipped after December 31, 1987, outside the United States, the SRLP or other applicable price used for the computation of royalties hereunder shall be the price on the basis of which royalties are received by BMG on such sales.

(b) With respect to sales of comapct discs shipped after December 1, 1987, a container charge of twenty-five (25%) shall be deducted from the deemed SRLP before calculating the royalty to be accrued.

4. Promptly following the execution of this amendment, BMG shall pay an advance against royalties under the Basic Agreement and any other agreement between RCA and Arthur Rubenstein in the amount of Three Hundred and Fifty Thousand Dollars ($350,000).

Except as set forth herein, the Basic Agreement shall be unchanged and remain in full force and effect.

Very truly yours,

BMG MUSIC

Accepted And Agreed To: By_____

_____
SETH E. FRANK

_____
SIDNEY O. FRIEDMAN

Executors of the Estate of Arthur Rubinstein