

XBOX

LIVE ONLINE ENABLED

湾岸  
**MIDNIGHT CLUB 3**  
DUB edition



<http://www.replacementdocs.com>

## SAFETY INFORMATION

### ABOUT PHOTOSENSITIVE SEIZURES

A VERY SMALL PERCENTAGE OF PEOPLE MAY EXPERIENCE A SEIZURE WHEN EXPOSED TO CERTAIN VISUAL IMAGES, INCLUDING FLASHING LIGHTS OR PATTERNS THAT MAY APPEAR IN VIDEO GAMES. EVEN PEOPLE WHO HAVE NO HISTORY OF SEIZURES OR EPILEPSY MAY HAVE AN UNDIAGNOSED CONDITION THAT CAN CAUSE THESE "PHOTOSENSITIVE EPILEPTIC SEIZURES" WHILE WATCHING VIDEO GAMES.

THESE SEIZURES MAY HAVE A VARIETY OF SYMPTOMS, INCLUDING LIGHTHEADEDNESS, ALTERED VISION, EYE OR FACE TWITCHING, JERKING OR SHAKING OF ARMS OR LEGS, DISORIENTATION, CONFUSION, OR MOMENTARY LOSS OF AWARENESS. SEIZURES MAY ALSO CAUSE LOSS OF CONSCIOUSNESS OR CONVULSIONS THAT CAN LEAD TO INJURY FROM FALLING DOWN OR STRIKING NEARBY OBJECTS.

IMMEDIATELY STOP PLAYING AND CONSULT A DOCTOR IF YOU EXPERIENCE ANY OF THESE SYMPTOMS. PARENTS SHOULD WATCH FOR OR ASK THEIR CHILDREN ABOUT THE ABOVE SYMPTOMS—CHILDREN AND TEENAGERS ARE MORE LIKELY THAN ADULTS TO EXPERIENCE THESE SEIZURES.

THE RISK OF PHOTOSENSITIVE EPILEPTIC SEIZURES MAY BE REDUCED BY SITTING FARTHER FROM THE TELEVISION SCREEN, USING A SMALLER TELEVISION SCREEN, PLAYING IN A WELL-LIT ROOM, AND NOT PLAYING WHEN YOU ARE DROWSY OR FATIGUED.

IF YOU OR ANY OF YOUR RELATIVES HAVE A HISTORY OF SEIZURES OR EPILEPSY, CONSULT A DOCTOR BEFORE PLAYING.

**OTHER IMPORTANT HEALTH AND SAFETY INFORMATION** THE XBOX INSTRUCTION MANUAL CONTAINS IMPORTANT HEALTH AND SAFETY INFORMATION THAT YOU SHOULD READ AND UNDERSTAND BEFORE USING THIS SOFTWARE.

### AVOID DAMAGE TO YOUR TELEVISION

DO NOT USE WITH CERTAIN TELEVISIONS. SOME TELEVISIONS, ESPECIALLY FRONT- OR REAR- PROJECTION TYPES, CAN BE DAMAGED IF ANY VIDEO GAMES, INCLUDING XBOX GAMES, ARE PLAYED ON THEM. STATIC IMAGES PRESENTED DURING THE NORMAL COURSE OF GAMEPLAY MAY "BURN IN" TO THE SCREEN, CAUSING A PERMANENT SHADOW OF THE STATIC IMAGE TO APPEAR AT ALL TIMES, EVEN WHEN VIDEO GAMES ARE NOT BEING PLAYED. SIMILAR DAMAGE MAY OCCUR FROM STATIC IMAGES CREATED WHEN PLACING A VIDEO GAME ON HOLD OR PAUSE. CONSULT YOUR TELEVISION OWNER'S MANUAL TO DETERMINE IF VIDEO GAMES CAN BE PLAYED SAFELY ON YOUR SET. IF YOU ARE UNABLE TO FIND THIS INFORMATION IN THE OWNER'S MANUAL, CONTACT YOUR TELEVISION DEALER OR THE MANUFACTURER TO DETERMINE IF VIDEO GAMES CAN BE PLAYED SAFELY ON YOUR SET.

UNAUTHORIZED COPYING, REVERSE ENGINEERING, TRANSMISSION, PUBLIC PERFORMANCE, RENTAL, PAY FOR PLAY, OR CIRCUMVENTION OF COPY PROTECTION IS STRICTLY PROHIBITED.

# INTERIOR

MIDNIGHT CLUB 3: DUB EDITION CONTENTS

- 02 XBOX LIVE
- 03 GAME CONTROLS
- 04 EDITOR'S NOTE
- 06 AUTO NEWSWIRE
- 08 ROAD TEST
- 12 CAREER MODE
- 18 ARCADE MODE
- 22 NETWORKING
- 23 RACE EDITOR
- 24 NEW RIDES
- 26 CREDITS



# Xbox live

## TAKE MIDNIGHT CLUB 3: DUB EDITION BEYOND THE BOX

Xbox Live™ is a high-speed or broadband internet gaming community where you can create a permanent gamer identity, setup a Friends List with other players, see when they're online, invite them to play, and talk to them in real-time as you play.

## DOWNLOADABLE MIDNIGHT CLUB 3: DUB EDITION CONTENT

If you are an Xbox Live subscriber, you can download the very latest content (such as new vehicles) to your Xbox console.

## CONNECTING

Before you can use Xbox Live, you need to connect your Xbox console to a high-speed or broadband Internet connection and sign up for the Xbox Live service. To determine if Xbox Live is available in your region and for information about connecting to Xbox, see [www.xbox.com/connect](http://www.xbox.com/connect).



# DUB

# game controls

## USING THE XBOX™ CONTROLLER

1. Connect the Xbox Controller to any controller port on the front of the Xbox console.
2. Insert game disc into your Xbox console with the label side up and close disc tray.
3. Follow on-screen instructions and refer to this manual for more information about using the Xbox Controller to play Midnight Club 3: DUB Edition.



## DEFAULT CONTROLS

**A button** – Handbrake  
**Y button** – Look Back  
**X button** – Nitro/Slip Stream Turbo

**Left thumbstick** Left/Right – Steering  
**Left thumbstick** Up – Raise Camera  
**Right thumbstick** – Rotate Camera During Pause  
**B button + Left thumbstick** – Two Wheel Driving/  
Weight Transfer

**B button + Left thumbstick** (while airborne) – In-Air Control  
**Right trigger** – Accelerate  
**Left trigger** – Brake/Reverse  
**Black button** – Change Camera  
**White button** – Flash Headlights/Accept Race  
**Click Left thumbstick** – Vehicle Special Maneuver/  
Activate Power Up  
**Y button + Directional pad Left/Right** – Rotate camera  
around vehicle

**Directional pad Up** – Map  
**Directional pad Down** – Toggle Hydraulics  
**Directional pad Left** – Change Music  
**Directional pad Right** – Change Music

**BACK button** – NAV System  
**START button** – Pause Menu

### HYDRAULIC MODE

**Right trigger** – Hold to extend the right  
front wheel / Tap to bounce  
**Black button** – Hold to extend the right rear wheel/  
Tap to bounce  
**Left trigger** – Hold to extend the left front wheel/  
Tap to bounce  
**White button** – Hold to extend the left rear wheel/  
Tap to bounce  
**Left Directional Pad** – Rotate camera  
around vehicle  
**Right Directional Pad** – Rotate camera  
around vehicle





## editor's note

Across the world, car and bike enthusiasts spend \$20 billion a year customizing their vehicles. After making the perfect ride, many take them to the streets – to race for fortune and respect. Despite its growing popularity, street racing remains a highly illegal and very dangerous activity.

This game is about high-speed racing through open city streets – but it's also so much more. You're about to get involved in the world of after market vehicle modification where what place you finish in is just as important as how your ride looks when you cross the line. What you roll in is more than what gets you through checkpoints, it's your pride and joy that reflects your personality to the opposition. Just as there's always another race to run, there's always another piece of visual flair you can add to your car to get it exactly right.

In short, this game is everything that modern street racers hold dear. It's fast and stylish, without an inch of compromise to be found.

Enjoy Midnight Club 3: DUB Edition.





## H.U.D. HEADS UP DISPLAY



Equipped as a standard feature in all vehicles, the Heads-Up Display (HUD) gives drivers all the information they need about their vehicle and what's going on in the city around them. Here are the 15 essential features you'll need to know about the HUD.

### ★ FEATURES

- 1 **ARROW:** Directs you to the next checkpoint during a race, or to a race selected in Cruise with the NAV System.
- 2 **RACE TIMER:** Displays the total time for the current race.
- 3 **POSITION:** Shows where your car is in the pack.
- 4 **LAP TIMER:** Displays the time for the current lap.
- 5 **LAP COUNT:** Shows what lap you're on.
- 6 **SLIPSTREAM TURBO METER:** This meter builds when you're in another car's slipstream, turning red when a SlipStream Turbo is available.

### ★ FEATURES (CONTINUED)

- 7 **NITROUS:** Displays how many nitrous blasts you have left in your tanks.
- 8 **SPECIAL MOVE METER:** This meter builds as moves specific to your car are performed. When filled, special moves are stored.
- 9 **SPECIAL MOVES:** Shows how many special moves are available.
- 10 **REARVIEW MIRROR:** The headlights displayed show the position and distance of opponents behind you. The bigger and brighter the headlights, the closer they are. Police will be displayed as colored lights.
- 11 **TACHOMETER:** Displays your engine's RPM.
- 12 **GEAR INDICATOR:** Displays what gear your vehicle is in.
- 13 **SPEEDOMETER:** Shows your current speed.
- 14 **DAMAGE METER:** This builds as your vehicle takes damage. When completely filled, a few valuable seconds will be lost as your car is replaced.
- 15 **MINI-MAP:** Depending on what mode you're in, different things will be displayed on the mini-map.

#### □ RACE MODE

- Green Triangle: Your Vehicle
- Blue Triangle: Opponents' Vehicles
- Bright Orange Circle: Next Checkpoint
- Dull Orange Circle: Secondary Checkpoint
- Green Circle: Lap Checkpoint
- Red Circle: Final Checkpoint

#### □ CRUISE MODE

- Green Triangle: Your Vehicle
- Blue Triangle: Street Racers
- Red Circle: City Races
- Gold Star: Club Races
- Trophy: Tournaments
- Wrench: Entrance to the Garage
- Truck: Cross City Transport

### ★ SAVING & LOADING

Midnight Club 3: DUB Edition is fully equipped with an automatic save feature. While playing, your progress will be saved to the Xbox hard drive after significant events such as finishing a race or adjusting cars in your garage.



## ★ IN-GAME TUNING



Getting your ride set up exactly how you need it for the next race can be done in seconds during Cruise Mode thanks to In-Game Tuning. Press the START button and select Tune Your Vehicle from the Options menu. The amount of drift, traction and understeering can be tweaked, giving you full control over how your car handles.



## road test

Having the high-performance machine of your dreams is meaningless unless you know how to handle it on the streets. We hit the roads for a test drive to uncover all the special moves you need to know about to keep ahead of the competition.



## ★ AGRO



This special move is unlocked in Career Mode, and is only available to SUVs, trucks and luxury sedans. The AGRO meter is charged by hitting traffic and sidewalk clutter. When fully charged, AGRO can be activated (or used at a later time) by pressing down on the Left thumbstick. AGRO allows you to plow through the competition, swatting aside any car that gets in your way.

## ★ DRIFT

Hard turns can be taken with a minimal loss in speed by tapping the emergency brake (A button) while oversteering in the direction you want to go. This will cause your car to drift around corners.



## ★ IN-AIR CONTROL

When your vehicle is catching air after performing a jump, holding the B button while moving the Left thumbstick will give In-Air Control which can be used to tilt your vehicle into a more advantageous landing position.



## ★ NITROUS BOOST

Your vehicle must be equipped with nitrous tanks in the garage to make this available. Up to four tanks can be installed, with each tank allowing you to perform a nitrous boost during a race by pressing the X button. Using this special move gives your vehicle an incredible acceleration boost, bringing you up to top speed in a flash.





## » » » ROAD TEST (CONTINUED)

### ★ ROAR

This move is unlocked in Career Mode, and is available to muscle cars and choppers. The roar meter is charged through successful drifting. When the special move meter is fully charged, Roar can be activated right away or saved for later use. When activated by pressing the Left thumbstick, Roar sends out an engine rev so loud, traffic will do anything it can to get out of the way.



### ★ SLIPSTREAM TURBO

While trailing closely behind an opposing racer, you'll notice wavy lines projecting out at you. This signifies that you're in a slipstream, and your SlipStream Turbo meter will build. When this meter turns red, pressing the X button will give a boost of speed, similar to using nitrous, that gives near instant acceleration to top speed.

### ★ TWO WHEEL DRIVING



Narrow spaces can be maneuvered through by using Two Wheel Driving. Pressing B and either left or right on the Left Analog Stick will shift your car's weight to one side, enabling you to drive on two wheels. Being on two wheels also prevents competitors from using your slipstream to earn a SlipStream Turbo.

### ★ WEIGHT TRANSFER

Holding B while turning on a motorcycle will cause the rider to shift his weight and lean into the turn. Holding B while pulling back on the Left thumbstick will allow the rider to do wheelies. Pushing forward on the Left thumbstick while holding B will make the rider duck. Hitting the brakes in combination with this last control is the secret to performing stoppies.

### ★ ZONE



Unlocked in Career Mode and available to import and exotic cars, as well as sportbikes, the Zone meter is charged by driving cleanly and avoiding collisions. Collisions will prevent the meter from charging. Activated by pressing the Left thumbstick, Zone simulates the adrenaline rush of racing at insane speeds by slowing down the world around you to a crawl, allowing players to squeeze around tight turns and through narrow spaces with ease.



# career mode

R\*

DUB

If you want to forever make your mark on the scene, then Career Mode is the place you need to go. This is where you'll take on all challengers, earning money to build a garage full of decked out rides.

When Career Mode begins, you'll have just enough cash to buy one of six cars, and the streets of San Diego awaiting you. Out on the road, your driving talents will be tested by other racers looking for a challenge. Winning earns money and unlocks more races, vehicles, options and cities. Persistence and skill will earn you the right to have the vehicle of your dreams. Walking away will leave you forgotten.

## RACE OPTIONS

Various types of races can be found on the city streets. Taking part in a variety of events, which are marked with different symbols on the map, is essential to building your driving skills and advancing through Career Mode.

### STREET RACERS



The avenues are filled with other racers looking for competition. These are represented on the map by blue arrows. Challenging these vehicles will get you invited to the races they're taking part in.

### CITY RACES

Always consisting of a single race, these optional challenges are specific to the city you're driving in. Represented by red circles on the map, City Races are plentiful and a good way to make some quick cash.

### CLUB RACES

Gold stars on the city map represent Club Races, which are open only to certain vehicle classes. If you're driving the appropriate vehicle type, the location of these races will be apparent. It's worthwhile revisiting cities with new vehicles to see what's become available.

### TOURNAMENTS

Multi-race Tournaments are the most challenging race type, but also the most rewarding. Represented by trophies, these races require you to have the most cumulative points from multiple races to collect the big money when the dust settles.



# STARTING VEHICLES



RIDES

When starting Career Mode you'll only be able to buy one of six cars, so making the right choice for your preferred driving style is essential.



## '64 CHEVY IMPALA

A stylish way to begin your Career, the '64 Impala has respectable acceleration and handling, but not to the degree of modern cars. Effective drifting technique is essential to winning when using the Impala.

★ PRICE: \$21,450 CAR TYPE: MUSCLE CAR TOP SPEED: 147 MPH



## '78 CHEVY MONTE CARLO

In addition to being a car designer's dream thanks to a wealth of body modification parts, the Monte Carlo can become a real contender on the circuit with the proper upgrades under the hood. Its heavy backend makes it prone to fishtailing on quick turns, but skilled countersteering can turn this into an advantage.

★ PRICE: \$20,750 CAR TYPE: MUSCLE CAR TOP SPEED: 145 MPH



HUMMER



## DODGE NEON SRT4



Out of all the beginning cars, the SRT4 is the strongest off the blocks. Its maneuverability at high speed make it a good choice for those who want to have a robust start to their Career.

★ PRICE: \$21,450 CAR TYPE: TUNER CAR TOP SPEED: 157 MPH

## MITSUBISHI ECLIPSE



A good performer in all categories, the Eclipse's weight distribution allows it to smoothly slide around almost any turn. Those who purchase an Eclipse will get a lot of use from the car, especially if they continue to upgrade its performance parts.

★ PRICE: \$21,200 CAR TYPE: TUNER CAR TOP SPEED: 147 MPH

DODGE



CHRYSLER



Kawasaki



## VOLKSWAGEN GOLF R32



★ PRICE: \$21,750 CAR TYPE: TUNER CAR TOP SPEED: 154 MPH

Size can be an advantage, and in the case of the Golf its miniscule frame allows it to do things that other cars cannot. Able to make tight corners at high speeds and squeeze through small spaces, no starting car can out maneuver the Golf.

## VOLKSWAGEN JETTA



Sporting good acceleration and speed off the blocks, with proper attention to performance upgrades the Jetta can go a long way in Career Mode. The Jetta's excellent handling also allows it to corner well without the slippage prevalent in other starting models.

★ PRICE: \$21,350 CAR TYPE: TUNER CAR TOP SPEED: 147 MPH

# STARTING OFF

Once you've selected your car, you'll be thrown into a race as soon as you exit the garage. After winning this, you're free to explore San Diego, taking on whatever races you like.

Challenging other street racers and entering tournaments will unlock vehicles and parts faster, but taking part in city and club races will help earn the money

you'll need to upgrade your car into winning condition. So a balance of all race types is often the key to success.



DUCATI

GEMBALLA



SALEN

Lamborghini

McLaren



aprilia

LEXUS



# arcade mode

Arcade Mode is the ideal place to jump in for a quick race or to perfect your game on a specific track or with a new vehicle. Any city and race unlocked in Career Mode is available here, as is any car in your garage. Once a location, vehicle and race have been selected, other variables such as weather, traffic settings and number of opponents can be adjusted to create exactly the experience you're looking for.



## RACE TYPES

There are many unique race types to explore in Arcade Mode.

### AUTOCROSS



Rather than having checkpoints in an open city, Autocross has barriers set up in the streets, creating a track for vehicles to race a selected number of laps through. The racer posting the fastest lap time is the winner.

### TRACK

Similar to an Autocross race, except against other racers rather than the clock.

### CAPTURE THE FLAG

At the outset of this race type, the map will show a flag and drop off locations. Vehicles race to get the flag, then attempt to take the flag to the drop off to score a point. The flag may be stolen from the holding car by ramming into it. Options for points needed to win, time limit, team organization, and game variations are given before this race type begins.

### PAINT

At the start of this race, a number of checkpoints will be scattered all over the city. When a vehicle crosses a checkpoint, it will become painted in a color assigned to that vehicle – even if another vehicle has already painted it. The first to color a predetermined percentage of checkpoints in their color, or to have the most checkpoints their color at the end of the time limit, wins.

### CRUISE

There are no checkpoints or goals here, leaving the entire city open to be explored as you choose.



## FRENZY

The object of Frenzy is to score points by dodging as many vehicles as possible while hitting a never-ending series of checkpoints to keep the timer from running out. The race starts with an automatic burst of nitrous, with another burst firing every 15 seconds, and your vehicle accelerating throughout the race until it reaches top speed. To make things even tougher, the vehicle's brakes and special abilities are disabled (though the handbrake still functions). The race ends if the timer runs out.



## ORDERED

In this race, checkpoints are located throughout the city, and must be driven through, in order, one after another to the finish line.

## CIRCUIT

Similar to an Ordered Race except multiple laps through the same checkpoints are made. The starting point of the race becomes the first checkpoint in successive laps.

## TAG

At the outset of this race, a checkpoint is revealed. The last vehicle to reach the checkpoint is 'IT', and the mini-map will show colored scoring zones around the car that is 'IT'. Cars who are not 'IT' score points based on the amount of time spent in the colored zones. The colored zones closer to the 'IT' car are worth more points than the outer zones.

## UNORDERED

At the beginning of this race all the checkpoints and the finish line will be laid out. The order that you cross the checkpoints is entirely up to you.

## POWER UPS

The option to turn on Power Ups is available for most races in Arcade Mode, and are activated by pressing the Left thumbstick. Below are the different Power Ups that can be found.

ICON	NAME	TARGET	EFFECT
	Disruptor	Opponents	Gives the target a distorted view.
	Go	Opponents	Causes the target to accelerate while simultaneously disabling brakes.
	Ice	Opponents	An opponent hit by this Power Up will drive as if on ice.
	Nitro	Self	One nitrous boost is added to the player's reservoir.
	Pulse	Opponents	When the player activates this Power Up, opponents in the immediate vicinity will be pushed away as if an explosion had occurred.
	Quad Damage	Opponents	Those hit by this take four times the normal damage from all impacts.
	Reverse Steering	Opponents	Causes steering to be instantly reversed. Steering left turns the car right and vice versa.
	Shield	Self	The player's vehicle becomes immune to any sort of enemy Power Ups. Also, the flag cannot be stolen while this Power Up is active.
	Stealth	Self	The player becomes invisible and intangible for a few seconds.
	Stop	Opponents	An opponent hit by this Power Up will suddenly engage both the brake and the handbrake.



The ultimate challenge awaits online – playing against opponents from around the world, showing off your driving prowess and the perfect ride you've earned. To play online with *Midnight Club 3: DUB Edition*, you'll need a connection to a broadband server and a subscription to Xbox Live. For details, see [www.xbox.com/live](http://www.xbox.com/live) or call 1-800-4MY-XBOX. You can also reference [www.rockstargames.com/support](http://www.rockstargames.com/support) for information.

To play *Midnight Club 3: DUB Edition* on Xbox Live:

- 1) Scroll down to Networking Mode, and select Xbox Live.
- 2) In the Select Gamertag screen, press A to choose your Gamertag or select New Account if you don't have one already. Selecting New Account takes you to the Xbox Dashboard where you can create an Xbox Live account.
- 3) Press A to select your Gamertag, and then enter the pass code you created when you signed up.
- 4) Select QuickMatch, highlight the type of race you're looking for and press A. You'll automatically join an appropriate game.



Choose System Link or Xbox Live and decide whether to host your own game session, or join an existing game session. If hosting, configure the options as you would for a local game and start when you have the requisite number of players. It is important to note that only vehicles and races you've unlocked in Career Mode will be available online.

Those with an Xbox Communicator Headset will be able to talk to other players while waiting for a game session and during play. Insert the Communicator headset and adaptor into the proper Xbox controller. The headset will become active when you sign on.

# race editor

As you race through the city streets, you will start to notice back alley shortcuts, become aware of traffic waiting to be rushed, and seek out places where a monster leap could be made. Race Editor allows you to make your visions become reality.

The Editor is available for any city that you've unlocked in Career Mode. Choose either the Birdseye or Road camera, then fly the camera through the streets looking for the perfect places to lay down checkpoints. The first checkpoint put down will be the starting position of your race.



Pressing the START button will open the Race Editor Options menu. Here you can save your new race, load a previously created race, or load and modify any of the last 15 tracks you raced online. Other options include Test Race and Race Options. Test Race allows you to try out your new race and see how it feels. When you're done, you can return to the editor and make any modifications you'd like. Want to reorder the race? Relocate the checkpoints to new places. Want to change the radius or height of the checkpoint? Not a problem. Race Options allows you to customize the race characteristics including number of laps, race type, time of day, and weather.





# new rides



Along with the thrill of winning comes a bank account that gets fatter as checkered flags keep coming your way. But anyone who is saving for early retirement shouldn't have stepped up to the starting line in the first place. A racer's second home is the garage, where new vehicles can be bought, and already owned vehicles can be upgraded and tuned to perfection.

## THE GARAGE



The garage is where all your cars can be bought, sold, upgraded and modified using the money you've earned putting rubber to pavement. There are thousands of specific options for you to explore in the garage, but the main options are briefly described below.

### MANAGE RIDES

Use this option to switch between the cars you're storing in your garage, to rename a car, or to sell off something that's losing its luster.

### BUY RIDES

By playing through Career Mode, more and more cars will become available for purchase.

### CUSTOMIZE RIDE

All the performance and body modification options are available here.

### PERFORMANCE SHOP

Anything that adjusts your vehicle's performance – from tires to engine – can be purchased here. The Auto Upgrade option will give you a cost to increase everything available to the maximum level.

### DETAIL SHOP

Items that can be put onto a vehicle without body modification, such as vinyls and decals, can be purchased here.

### BODY SHOP

Physical adjustments to your vehicle's body, be it new rims or a different hood, are made here.

### COLOR SHOP

This is the place to not only get just the right hue for your ride's body, but also everything from its windows to its nitrous blast.



# credits

## ROCKSTAR SAN DIEGO

### DESIGN TEAM

**LEAD DESIGNER:** MAURO FIORE  
**GAME DESIGNERS:** MIKE BAGLEY, TROY BOWMAN, JEFF JUNIO, RACE LANCASTER, GILBERT SANDEJAS, A.J. SHAW, DAVE STINCHCOMB  
**CINEMATOGRAPHY:** KIRK BOORNAZIAN  
**ENVIRONMENT DESIGNERS:** MARC FREDRICKSON, JEFFREY PIDSADNY  
**VEHICLE TUNING:** KRIS ROBERTS

### PROGRAMMING TEAM

**TECHNICAL DIRECTOR:** MARK ROBINSON  
**LEAD PROGRAMMER:** TIM LAUBACH  
**LEAD PROGRAMMER:** MICHAEL CURRINGTON  
**STATS AND NETWORKING UI:** MARK BEAZLEY  
**OPPONENT AI:** TED CARSON  
**OPTIMIZATION AND MICROCODE:** CHRIS COFFIN  
**DOWNLOADABLE CONTENT AND VISUAL EFFECTS:** ALEXANDER EHRATH  
**CAREER AI AND GAME LOGIC:** GUNTER ERHART  
**TOOLS AND NAV SYSTEM:** JOHN GIERACH  
**GARAGE AND RACE EDITOR:** DEVAN HAMMACK  
**AUDIO:** JEREMY JESSUP  
**TOOLS AND ENGINE PROGRAMMING:** GABRIEL LIBERTY  
**REPLAY AND VISUAL EFFECTS:** KEN MURFIT

**VISUAL EFFECTS:** BEN PADGET  
**VEHICLE DYNAMICS AND PLAY CONTROL:** JEFFREY J. ROORDA  
**XBOX LIVE AND NETWORKING SUPPORT:** TOM SHEPHERD

### ADDITIONAL PROGRAMMING SUPPORT

**VISUAL EFFECTS:** CHRIS PERRY  
**ADDITIONAL UI SUPPORT:** FREDRIK FARNSTROM  
**ADDITIONAL TOOLS SUPPORT:** RUSS SCHAFF  
**PEDESTRIAN AI:** JONATHAN SPANE

### ART TEAM

**LEAD ARTIST:** SCOTT STOABS  
**ART DIRECTOR:** DAVID HONG  
**LEAD VEHICLE ARTIST:** KOUROUS MOGHADDAM  
**LIGHTING:** EDGAR ACEDEVO, RYAN BROLEY, MATT CLYNE, GEORGE DAVIS, GARRETT FLYNN, KELBY FUCHS, PATRICK JAMAA, WILLIAM KIDWELL  
**LEAD ANIMATOR:** KIRK CUMMING  
**3D CITY ARTISTS:** TOM CARROLL, HANK JIANG, YEON-SEON KIM, MIKE NAGATANI, DAVID RIEWALD, FRANK SILAS, RON SUVERKROP, DEANNA VYE, ANDREW WILSON  
**ANIMATORS:** JUN CHOI, T.K. CHUCKRY, NHAN VO  
**TECHNICAL ARTIST:** WADE SCHIN  
**CONCEPT ARTISTS:** JASON CASTAGNA, JAE KIM

**2D ARTIST:** MARY ANN O'LEARY  
**3D VEHICLE ARTIST:** DAVID FINLAY, JEFF GARSTECKI, JAMES GRAHAM, BRAD NELSON, SCOTT SMALLEY, JOHN WANG  
**CHARACTER MODELS:** BEN HERRERA, ERIC LIN, BOBBY MILLY  
**UI/FE ARTISTS:** JEROME LACOTE, TODD MOULTON, MARSHALL ROSS

### ADDITIONAL ART SUPPORT

**3D CITY ART:** PETE CHARRON, ANDREA ROTENBERG, DAVE MERSHON  
**LIGHTING:** ROB HOWARD

### AUDIO TEAM

**LEAD SOUND DESIGNER:** CRAIG DUMAN  
**SOUND DESIGN:** JEFF WHITCHER, CHRISTIAN KJELDSEN, MARK LOPERFIDO  
**AUDIO SUPPORT:** STEVE VON KAMPEN

### PRODUCTION

**SENIOR PRODUCER:** JAY PANEK  
**PRODUCER:** GLEN HERNANDEZ  
**PRODUCER:** ERIC SMITH  
**GAPA:** YOMAL PERERA  
**PRODUCTION ASSISTANT:** TOM HIETT

### STUDIO SUPPORT AGE (GAME ENGINE)

**TECHNICAL DIRECTOR:** DAVID ETHERTON  
**LEAD PROGRAMMER:** TED CARSON  
**PHYSICS:** NATHAN CARLIN, JUSTIN LINK  
**AUDIO:** JACK MILLER, JOSHUA BREINDEL  
**TOOLS:** WILL PARÉDES, ROBERT SUH

### STUDIO MANAGEMENT

**DIRECTOR OF DEVELOPMENT:** ALAN WASSERMAN  
**CHIEF TECHNOLOGY OFFICER:** STEVE REED  
**IT GROUP:** MICHAEL MATTES, DAVE COUNTS, PAUL ANDERSON  
**DESIGN DEPARTMENT DIRECTOR:** MARC FREDRICKSON  
**CREATIVE DIRECTOR:** DAREN BADER  
**ART DEPARTMENT DIRECTOR:** JOSHUA BASS

### QA TEAM

**QA MANAGER:** JASON DICKSON  
**QA SUPERVISORS:** ADAM HERNANDEZ, MICHAEL ERICKSON  
**LEAD TESTERS:** ADRIAN CASTANEDA, DANIEL BAGLEY  
**LEAD XBOX LIVE TESTERS:** REED LIVINGSTON, TROY SCHRAM, JAMES WONG  
**TESTERS:** DAVID BRANSCOM, MIKE CRESPO, CHRIS DEBODA, GERARD DELORENZO, RYAN DORMANESH, ISAAC HERNANDEZ, TOM KANE, SEAN KENNEDY, ITSEN LIN, CHRIS LOPEZ, JASON NEEL, RYAN PEARO, COREY ROSS, STEPHEN RUSSO, BOB SALZANO, JOE SOLER, JASON UMBREIT, SHAUN VELASQUEZ, HAKON VERESPEJ, BRAD WILLSON, JON YANG

**ADDITIONAL SUPPORT:** MARIE COTE, SARA KING, SHANNON HAYNES, JENNIFER SOLE, JENNIE SPATES



# credits

## ROCKSTAR NYC

EXECUTIVE PRODUCER: SAM HOUSER

VP OF CREATIVE: DAN HOUSER

VP OF DEVELOPMENT: JAMIE KING

ART DIRECTOR: ALEX HORTON

PRODUCER: MARK GARONE

CHIEF TECHNOLOGY OFFICER:

GARY J. FOREMAN

BUSINESS DEVELOPMENT DIRECTOR:

SEAN MACALUSO

DIRECTOR OF QUALITY ASSURANCE:

JEFF ROSA

SENIOR LEAD ANALYST:

LANCE WILLIAMS

LEAD ANALYST: JAMEEL VEGA

## ROCKSTAR TEST TEAM

BRIAN ALCAZAR, BRIAN FLANER, CHRIS  
CHOI, CHRISTOPHER PLUMMER, CRYSTAL

BAHAMIE, DEVIN SMITHER, ELIZABETH  
SATTERWHITE, ETHAN ABELES, GENE

QVERTON, JAY CAPOZZELLO, LEE

CUMMINGS, MIKE HONG, MIKE NATHAN,

SEAN FLAHERTY, THOMAS O'DONNELL,  
WILLIAM ROMPF

## ROCKSTAR LONDON PD

CHRIS MADGWICK, CHRIS WOOD, DAIMION

PINNOCK, DAVID MCCARTHY, GRAHAM

AINSLIE, JURGEN MOL, LAURA

BATTISTUZZI, LUCIEN KING, MAIKE

KÖHLER, SHINO HORI

## INTRO, CUT SCENES

### & DIALOGUE

NARRATED BY: BIRDMAN - CASH MONEY  
RECORDS

MOTION CAPTURE DIRECTOR:  
NAVID KHONSARI

MOTION CAPTURE AND VOICEOVER:  
DEXTER TILLIS, KIFF VANDEN HEUVER,  
DAVID BARRERA, VANEIK ECHEVERRIA

ADDITIONAL MOTION GRAPHICS:  
MARYAM PARWANA

DIALOGUE RECORDING:  
NICHOLAS MONTGOMERY

CASTING: JUDY HENDERSON AND  
ASSOCIATES (NEW YORK), TERRY BERLAND  
CASTING (LOS ANGELES), CHEZ CASTING  
(ATLANTA), THE TALENT SHOP (DETROIT)

MOTION CAPTURE RECORDED AT  
PERSPECTIVE STUDIOS

PRODUCTION TEAM: ELI WEISSMAN,  
NOELLE SADLER, KERRY SHAW, JOHN  
ZURHELLEN, PHIL POLI

## ROCKSTAR LINCOLN

QA MANAGER: MARK LLOYD

LEAD TESTER: PHIL ALEXANDER

SECONDARY LEAD TESTERS:

ANDY MASON, STEVE BELL

TESTERS: MIKE EMEY, CARL YOUNG,

WILL RIGGOTT, NATHAN BUCHANAN, CRAIG

REEVE, STEVE MCGAGH, JON GITTUS,

MATT HEWITT, DAVID LAWRENCE, KIT

BROWN, DAVE FAHY, TIM BATES, MIKE

BENNETT, EDDIE GIBSON, JONATHAN

STONES, JON EALAM, SERGIO RUSSO,

SIMON LAWRENCE, MICHAEL BLACKBURN,

JASON "TRUNDLE" TRINDALL

LOCALIZATION TESTERS: CHRIS WELSH,  
FRANÇOIS-XAVIER FOUCHET, STEFANO  
MORETTI, DOMINIC GARCIA, CAROLA  
BERENS, BRÉOGÁN ZAZPE TEJEDOR

## ROCKSTAR NYC PUBLISHING TEAM

TERRY DONOVAN, JENNIFER KOLBE,  
JENEFER GROSS, COREY WADE, ADAM  
TEDMAN, HOSI SIMON, PAUL YEATES,  
LYONEL TOLLEMACHE, MICHAEL ELKIND,  
JAY FITZLOFF, PETER BANKS, CHRIS  
CARRO, DEVIN BENNETT, RYAN RAYHILL,  
ROB FLEISCHER, DANIEL EINZIG, BRIAN  
NOTO, MARLENE YAMAGUCHI, MIKE CALA,  
FUTABA HAYASHI, JERRY LUNA, JOHN  
SCHUHMANN, ALICE CHUANG, MAYUMI  
KOBAYASHI, IVAN PAVLOVICH, TIM  
SWEENEY, LENNY GROSSI, HEINZ HENN,  
DAVE KIM, RUSSELL LEWIS, SEAN  
MACKENZIE, JEAN MONCADA, DYLAN  
BROMLEY, SANDEEP BISLA, PETE SHIMA,  
MARIA TABIA, NICK GIOVANNETTI,  
KRISTINE SEVERSON

### SPECIAL THANKS TO:

JP TRANSPORT, SPECTRUM MOTORSPORTS,  
FERDINAND FONTANILLA, ELIOT  
TOKOROYAMA, JESSE YERKES, TED  
BRADSHAW, AARON RIX, SRIDHARAN  
THYAGARAJAN, MARK ROTENBERG, ARMANDO  
CALPENA, MIKE GONZALES, ANDY WILSON,  
PAN OAKLEY, JAMES DUNNE, DARCI  
MORALES, BRIAN DONNELLY, CHRISTOPHE  
JUNKER, DAVID BORLA, RANDY DUBOIS, MATT  
HOTCH, CRAIG REINHARDT, CAMARO Z28.COM,  
MATT STEPHENSON, JOHN FASAL, SHAWN  
CHURCH, STEVE ROWE, LEE'S CYCLE SERVICE,  
L&L MOTOR SPORTS, CARLSBAD RACEWAY,  
DSense, SMERK, DAVID "CHINO BY"

## SOUNDTRACK CREDITS

"151"  
OUTERSPACE  
WRITTEN BY M. COLLAZO, M. ALBALADEJO, G.  
ANDRINOPOLOUS.  
PRODUCED BY 7L FOR VINYL THUG MUSIC.  
PUBLISHED BY AQUAMAN MUSIC  
(SESAC)/WARCHILDREN MUSIC (SESAC)/VINYL  
THUG MUSIC (ASCAP)  
© & © 2002 BABYGRANDE RECORDS, INC.  
COURTESY OF BABYGRANDE RECORDS.  
WWW.BABYGRANDE.COM

"AGUILA"  
AZTEC MYSTIC  
WRITTEN BY MAD MIKE.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© & © 2003, UNDERGROUND RESISTANCE  
PRODUCTIONS  
COURTESY OF SUBMERGE RECORDINGS CO.

"AMAZON"  
UNDERGROUND RESISTANCE  
WRITTEN BY MAD MIKE, JEFF MILLS.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© & © 1993, UNDERGROUND RESISTANCE  
PRODUCTIONS  
COURTESY OF SUBMERGE RECORDINGS CO.

"...AND DANCE (FEATURING GENERAL  
DEGREE)"  
TWO CULTURE CLASH  
WRITTEN BY CARDIFF BUTT, STUART PRICE.  
PRODUCED BY JACQUES LUCONT.  
PUBLISHED BY SIZE 8 MUSIC (ASCAP)/ THE  
ROYALTY NETWORK, INC. / DARKDANCER LTD  
(PRS)/ WARNER/CHAPPELL MUSIC LTD.  
© & © 2004 WALL OF SOUND/ FORWARD  
RECORDINGS LTD.  
COURTESY OF WALL OF SOUND.



# credits

## "ARCHAEON"

DOM & KEATON

WRITTEN BY DANGAS, L. HUGHES

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2001 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "ARE YOU READY?"

CALYX

WRITTEN BY L. CONN

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "ASAP"

T.I.

WRITTEN BY C. HARRIS, M. HOLMES

PUBLISHED BY DOMANI YA MAJESTY'S MUSIC

(ASCAP)/DOWN HOLMES PUBLISHING (BMI)

© + © 2004 GRAND HUSTLE/ATLANTIC

RECORDING CORPORATION.

COURTESY OF ATLANTIC RECORDING CORP.

## "BARRIO SUPERSTARRIO"

PILOT TO GUNNER

WRITTEN BY P. HEGARTY, K. HERRMANN, M.

McLOUGHLIN, SPADDOEN.

PUBLISHED BY HOMICIDE AND HEARTBREAK

MUSIC (ASCAP).

© + © 2003 ARENA ROCK RECORDING

COMPANY.

COURTESY OF ARENA ROCK RECORDING CO.

BY ARRANGEMENT WITH BIG SOUNDS INTL.

## "BELIEVE"

NOISIA

WRITTEN BY M. VAN SONDEREN, N. ROOS,

T. DE VLEGER.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "BITE BEFORE YOU BARK"

FIX

WRITTEN BY ORLANDO VOORN.

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 2004, UNDERGROUND RESISTANCE

PRODUCTIONS

COURTESY OF SUBMERGE RECORDINGS CO.

## "BODY HEAD ANTHEM (FEATURING MAGIC & CHOPPA)"

ROY JONES, JR.

WRITTEN BY ROY JONES, JR., A. JOHNSON,

DARWIN TURNER

PUBLISHED BY PIN COUNT PUBLISHING.

© + © 2004 BODY HEAD ENTERTAINMENT,

INC.

COURTESY OF BODY HEAD ENTERTAINMENT.

## "CHASING SHADOWS"

CALYX

WRITTEN BY L. CONN.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "CLUB FOOT"

KASABIAN

WRITTEN BY PIZZORNO, KARLOFF.

PUBLISHED BY EMI MUSIC PUBLISHING LTD.

© + © 2004 RCA RECORDS.

COURTESY OF RCA RECORDS/ BMG UK +

IRELAND, LTD.

## "COLD VEINS"

NOISIA

WRITTEN BY M. VAN SONDEREN, N. ROOS,

T. DE VLEGER.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "COLLISION COURSE"

CALYX

WRITTEN BY L. CONN.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "CORNBREAD"

THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDOY,

RASHAD COES.

PUBLISHED BY RHK PUBLISHING (ASCAP)

COURTESY OF THE RATT PAKK C/O

RELENTLESS MANAGEMENT.

## "DAMMIT MAN (FEATURING PICCALLO)"

PITBULL

WRITTEN BY A. PEREZ, C. JOHNSON, L.

YOUNG, J. JONSON.

PUBLISHED BY MARIMBERO MUSIC/ BMG

SONGS INC. (ASCAP)/ JONSON STREET

PRODUCTIONS.

© + © 2004 TVT RECORDS.

COURTESY OF TVT RECORDS.

## "DEEP SOUTH"

THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDOY,

RASHAD COES.

PUBLISHED BY RHK PUBLISHING (ASCAP).

COURTESY OF THE RATT PAKK C/O

RELENTLESS MANAGEMENT.

## "DENANG"

M.I.A.

WRITTEN BY RAPHAEL MERRIWEATHERS, JR.,

ANDRÉ WOMACK.

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 2003, SUBMERGE RECORDINGS CO.

COURTESY OF SUBMERGE RECORDINGS CO.

## "DIRECT MANIAC"

B. CALLOWAY

WRITTEN BY BRANDON CALLOWAY.

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 2003, ELECTROFUNK RECORDS INC.

COURTESY OF SUBMERGE RECORDINGS CO.

## "DISCO 2001"

THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDOY,

RASHAD COES.

PUBLISHED BY RHK PUBLISHING (ASCAP).

COURTESY OF THE RATT PAKK C/O

RELENTLESS MANAGEMENT.

## "DRIVE IT LIKE I STOLE IT"

APATHY

WRITTEN BY C. BROMLEY, A. BRISSETT.

PUBLISHED BY CHAD BROMLEY (BMI)/LAB B

MUSIC INC (BMI).

© + © 2005 ATLANTIC RECORDING

CORPORATION.

COURTESY OF ATLANTIC RECORDING CORP.

## "DUDE (FEATURING MS. THING)"

BEENIE MAN

WRITTEN BY D. KELLY.

PUBLISHED BY MADHOUSE MUSIC/EMI MUSIC

PUBLISHING (BMI).

© + © 2004 VIRGIN RECORDS AMERICA, INC.

COURTESY OF VIRGIN RECORDS AMERICA.

## "EPISH"

THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDOY,

RASHAD COES.

PUBLISHED BY RHK PUBLISHING (ASCAP).

COURTESY OF THE RATT PAKK C/O

RELENTLESS MANAGEMENT.

## "F.I.G.H.T."

UNWRITTEN LAW

WRITTEN BY RUSSO, BREWER, MORRIS, KIM,

PALERMO.

PUBLISHED BY UNWRITTEN LAW MUSIC/

WARNER CHAPPELL PUBLISHING (ASCAP).

© + © 2004 ATLANTIC RECORDINGS

CORPORATION.

COURTESY OF ATLANTIC RECORDING CORP.

## "FINAL FANTASY"

FUTURE PROPHECIES

WRITTEN BY T. ANTHON / R.A. THOMAS.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD.

## "FIRE FIRE"

M.I.A.

WRITTEN BY MAYA ARULPRAGASAM/ANTHONY

EDWARD WHITING.

PUBLISHED BY ZOMBA MUSIC

PUBLISHING/RYKO MUSIC PUBLISHING

© + © 2005 XL RECORDINGS LTD.

COURTESY OF XL RECORDINGS LTD.



# credits

## "FLASH"

FIX  
WRITTEN BY ORLANDO VOORN.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1995, SUBMERGE RECORDINGS CO.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "FLIGHT DECK" THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDY,  
RASHAD COES.  
PUBLISHED BY RHK PUBLISHING (ASCAP).  
COURTESY OF THE RATT PAKK C/O  
RELENTLESS MANAGEMENT.

## "FREEK-A-LEEK"

PETEY PABLO  
WRITTEN BY M. BARRETT III, C. EVANS, J.  
SMITH.  
PUBLISHED BY ZOMBA ENTERPRISES INC./  
KUMBAYA (ADM. BY ZOMBA ENTERPRISES  
INC.) / PISCAP0 MUSIC (ASCAP) / LILJDN0007  
(BMI).  
COURTESY OF JIVE MUSIC.

## "FUNKTION"

TEK BROTHERS  
WRITTEN BY R. MERRIWEATHERS, JR., A.  
WOMACK.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © SUBMERGE RECORDINGS CO.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "GANGSTA"

FABOLOUS  
WRITTEN BY JOHN JACKSON, K. KHALED.  
PUBLISHED BY J. BRASCO MUSIC  
(ASCAP) / DESERT STORM MUSIC (BMI) / DJ  
KHALED PUBLISHING (BMI).  
© + © 2004 ATLANTIC RECORDING  
CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.

## "GET MYSELF TO YOU" CALYX

WRITTEN BY L. CONS.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2005 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "GET YOUR ROLL ON"

BIG TYMERS  
WRITTEN BY B. THOMAS, B. WILLIAMS.  
PUBLISHED BY MONEY MACK MUSIC (BMI).  
© + © 2000 CASH MONEY RECORDS, INC.  
COURTESY OF CASH MONEY RECORDS.

## "GHETTO (FEATURING THARA)"

FABOLOUS  
WRITTEN BY JOHN JACKSON, S. STORCH.  
PUBLISHED BY J. BRASCO MUSIC  
(ASCAP) / DESERT STORM MUSIC (BMI) / SCOTT  
STORCH MUSIC / TVT MUSIC (ASCAP).  
© + © 2004 ATLANTIC RECORDING  
CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.

## "GO D.J."

LIL' WAYNE  
WRITTEN BY B. THOMAS, D. CARTER.  
PUBLISHED BY MONEY MACK MUSIC (BMI).  
© + © 2004 CASH MONEY RECORDS, INC.  
COURTESY OF CASH MONEY RECORDS.

## "GOING CRAZY"

JEAN GRAE  
WRITTEN BY T. IBRAHIM, J. CHAVEZ.  
PRODUCED BY JOEY CHAVEZ FOR SID ROMEO.  
PUBLISHED BY LIU SING PUBLISHING  
(ASCAP) / J. CHAVEZ (BMI).  
© + © 2004 BABYGRANDE RECORDS, INC.  
COURTESY OF BABYGRANDE RECORDS.  
WWW.BABYGRANDE.COM

## "THE HAND THAT FEEDS"

NINE INCH NAILS  
WRITTEN BY TRENT REZNIOR.  
PUBLISHED BY LEAVING HOPE MUSIC, INC.  
© + © 2005 INTERSCOPE RECORDS.  
COURTESY OF INTERSCOPE RECORDS.

## "HANKI"

YING YANG TWINS  
WRITTEN BY M. CROOMS, D. HOLMES, E.

## JACKSON.

PUBLISHED BY COLLIPARK MUSIC / EWC  
PUBLISHING / DA CRIPPLER PUBLISHING.  
© + © 2003 TVT RECORDS.  
COURTESY OF TVT RECORDS.

## "HATER'S ANTHEM"

JEAN GRAE  
WRITTEN BY T. IBRAHIM, R. MUIR, J. SHATKIN.  
PRODUCED BY RUDDY ROCK & BELIEF.  
PUBLISHED BY LIU SING PUBLISHING  
(ASCAP) / HOOD SYMPHONY SOUL PUBLISHING  
(SESAC) / BA-B BOY MUSIC PUBLISHING  
(ASCAP).  
© + © 2003 BABYGRANDE RECORDS, INC.  
COURTESY OF BABYGRANDE RECORDS.  
WWW.BABYGRANDE.COM.

## "THE HELICOPTER TUNE"

DEEP BLUE  
WRITTEN BY S. O'KEEFE.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 1993 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "HI-TECH JAZZ"

UNDERGROUND RESISTANCE  
WRITTEN BY MAD MIKE.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1998, UNDERGROUND RESISTANCE  
PRODUCTIONS  
COURTESY OF SUBMERGE RECORDINGS CO.

## "HOW WE DO (FEATURING 50 CENT)"

THE GAME  
WRITTEN BY J. TAYLOR, C. JACKSON, A.  
YOUNG, M. ELIZONDO.  
PUBLISHED BY BLACKWALLSTREET / EACH1  
TEACH1 (BMI) / UNIVERSAL MUSIC (ASCAP) /  
ELVISAMMO MUSIC (ASCAP) / MUSIC OF  
WINDSWEEP.  
© + © 2004 INTERSCOPE RECORDS.  
COURTESY OF INTERSCOPE RECORDS.

## "I DARE YOU"

D-BLOCK  
WRITTEN BY M. PIZZINI, R. OUSLEY.  
PUBLISHED BY G&B BEATS PUBLISHING

(ASCAP) / FINGAZ PUBLISHING (ASCAP).  
COURTESY OF BLACK THUMBS MUSIC.

## "ILLUSIONS"

CALYX  
WRITTEN BY L. CONS.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2005 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "IMAGINATION VIP"

DOM & ROLAND  
WRITTEN BY D. ANGAS.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2002 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "INTERFACE"

E-SASSIN  
WRITTEN BY E. HULL.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2002 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "JAGUAR"

KNIGHTS OF THE JAGUAR  
WRITTEN BY MAD MIKE, GERALD MITCHELL.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1994, UNDERGROUND RESISTANCE  
PRODUCTIONS  
COURTESY OF SUBMERGE RECORDINGS CO.

## "JUMP ON IT (FEATURING KHIA & TAMPA TONY)"

TRICK DADDY  
WRITTEN BY M. YOUNG, A. ALLS, K.  
CHAMBERS, M. HOLMES.  
PUBLISHED BY FIRST AND GOLD PUBLISHING  
(BMI) (ADM. BY WARNER-TAMERLANE  
PUBLISHING CORP.) / THUG MISSES (ASCAP) /  
FIFALOW PRODUCTIONS (ASCAP) / DOWN  
HOLMES PUBLISHING (BMI).  
© + © 2004 SLIP-N-SLIDE RECORDS, INC. /  
ATLANTIC RECORDING CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.



# credits

## "JUPITER JAZZ"

### UNDERGROUND RESISTANCE

WRITTEN BY MAD MIKE

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 1993, UNDERGROUND RESISTANCE

PRODUCTIONS

COURTESY OF SUBMERGE RECORDINGS CO.

## "JUST YOU"

### CALYX

WRITTEN BY L. CONS.

PUBLISHED BY MOVING SHADOW MUSIC LTD.

© + © 2003 MOVING SHADOW LTD

COURTESY OF MOVING SHADOW LTD

## "KEEPIN' IT GANGSTA"

### FABOLOUS

WRITTEN BY JOHN JACKSON, E. SHAW, K. ILFILL

PUBLISHED BY J BRASCO MUSIC

(ASCAP)/DESERT STORM MUSIC (BMI).

© + © 2001 ELEKTRA ENTERTAINMENT GROUP

INC.

COURTESY OF ATLANTIC RECORDING CORP.

## "KICK IT (FEATURING IGGY POP)"

### PEACHES

WRITTEN BY MERRILL NISKER.

PUBLISHED BY PEACHES ROCKS LIVE, INC.

(ASCAP) ADMINISTERED BY BUG MUSIC

© 2003 XL RECORDINGS LTD

COURTESY OF XL BEGGARS GROUP.

## "KING OF THE DANCEHALL"

### BEENIE MAN

WRITTEN BY M. DAVIS/A.KELLY/M.GREGORY.

PUBLISHED BY EMI MUSIC PUBLISHING LTD.

C/O EMI BLACKWOOD MUSIC,

INC.(BMI)/UNIVERSAL SONGS OF POLYGRAM

INTERNATIONAL INC./TONY KELLY MUSIC

(BMI)/MAURICE GREGORY MUSIC (BMI)

© + © 2004 VIRGIN RECORDS AMERICA, INC.

COURTESY OF VIRGIN RECORDS AMERICA.

## "THE LEADER"

### CALYX

WRITTEN BY LCONS, BARRIER, GRIFFIN,  
JAMES, RUSH.

PUBLISHED BY MOVING SHADOW MUSIC LTD/

EMI MUSIC PUBLISHING/ REMIDI MUSIC.

© + © 2005 MOVING SHADOW LTD.

COURTESY OF MOVING SHADOW LTD

## "LET'S GO"

### BUDDY KLEIN

WRITTEN BY K. JAMES, R. SMITH.

PRODUCED BY JERUZ FOR BEATS PER

MINUTE.

PUBLISHED BY K. JAMES MUSIC PUBLISHING

DESIGNEE (ASCAP), PEARL HANDLE

ENTERTAINMENT (ASCAP)/RACE TRACK

(ASCAP)

© + © 2003 RACE TRACK UNDER EXCLUSIVE

LICENSE TO BABYGRANDE RECORDS, INC.

COURTESY OF RACE TRAK/BABYGRANDE

RECORDS

WWW.BABYGRANDE.COM

## "LIKE A 24 (FEATURING T.I. & LIFFY

STOKES)"

### TWISTA

WRITTEN BY C. MITCHELL, S. LINDLEY, C.

HARRIS.

PUBLISHED BY ALMO MUSIC / STAYING HIGH

MUSIC (ASCAP) / TRAXSTER TRUMP MUSIC

(ASCAP) / DOMANI AND YA MAJBSTY'S MUSIC

(ASCAP)

© + © 2004 ATLANTIC RECORDING

CORPORATION.

COURTESY OF ATLANTIC RECORDING CORP.

## "LIKE A BOSS"

### SLIM THUG

WRITTEN BY C. HUGO, P. WILLIAMS, SLIM

THUG.

PUBLISHED BY CAREERS/ BMG MUSIC

PUBLISHING INC. (BMI)/ EMI BLACKWOOD

(BMI)/ SLIM THUG PUBLISHING.

© + © 2004 INTERSCOPE RECORDS

COURTESY OF INTERSCOPE RECORDS.

## "LIKE GLUE"

### SEAN PAUL

WRITTEN BY S. HENRIQUES, A. KELLY.

PUBLISHED BY DUTTY ROCK MUSIC (ASCAP) /

TONY KELLY MUSIC / UNIVERSAL SONGS OF

POLYGRAM (BMI).

© + © 2002 ATLANTIC RECORDING

CORPORATION / VP RECORDS.

COURTESY OF ATLANTIC RECORDING CORP.

## "LITTLE SISTER"

### QUEENS OF THE STONE AGE

WRITTEN BY JOSH HEDMME, TROY VAN

LEEUWEN, JOEY CASTILLO.

PUBLISHED BY BOARD STIFF MUSIC (BMI)/

MAGIC BULLET MUSIC (ASCAP)/ MORE KICK

AND SNARE MUSIC (BMI)

© 2004 © 2005 INTERSCOPE RECORDS.

COURTESY OF INTERSCOPE RECORDS.

## "LOST TRANSMISSION"

### THE MARTIAN

WRITTEN BY MAD MIKE.

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 1993, UNDERGROUND RESISTANCE

PRODUCTIONS

COURTESY OF SUBMERGE RECORDINGS CO.

## "MELTDOWN"

### ASH

WRITTEN BY T. WHEELER, C. HATHERLEY.

PUBLISHED BY UNIVERSAL MUSIC PUBLISHING

LTD/EMI MUSIC PUBLISHING LTD

© 2004 INFECTIOUS RECORDS LTD © 2004

THE ASH PARTNERSHIP UNDER EXCLUSIVE

LICENSE TO RECORD COLLECTION.

COURTESY OF RECORD COLLECTION.

## "MISS L.A.P."

### BEENIE MAN

WRITTEN BY M. DAVIS/A. KELLY.

PUBLISHED BY EMI MUSIC PUB. LTD C/O EMI

BLACKWOOD MUSIC INC.

(BMI)/UNIVERSAL SONGS OF POLYGRAM

INTERNATIONAL INC./TONY KELLY MUSIC (BMI)

© + © 2002 VIRGIN RECORDS AMERICA, INC.

COURTESY OF VIRGIN RECORDS AMERICA.

## "A MODERN WAY OF LETTING GO"

### IDLEWILD

WRITTEN BY NEWTON, WOOMBLE, PRYCE-

JONES, FAIRFOULL.

PUBLISHED BY EMI MUSIC PUBLISHING.

© + © 2002 EMI RECORDS LTD.

COURTESY OF CAPITOL RECORDS.

## "MURDER-DEATH-KILL (FEATURING CELPH

TITLED)"

### 7L & ESOTERIC

WRITTEN BY S. RYAN, DC, C. TITLED.

PRODUCED BY DC.

PUBLISHED BY HEADSWELL MUSIC (ASCAP)/DC

MUSIC PUBLISHING DESIGNEE/RUBIX CUBAN

MUSIC (BMI).

© + © 2004 BABYGRANDE RECORDS, INC.

COURTESY OF BABYGRANDE RECORDS.

WWW.BABYGRANDE.COM

## "NIGHT STRIKE"

### SUBURBAN KNIGHT

WRITTEN BY MAD MIKE, JAMES PENNINGTON.

PUBLISHED BY SUBMERGE RECORDINGS CO

© + © 2000, UNDERGROUND RESISTANCE

PRODUCTIONS

COURTESY OF SUBMERGE RECORDINGS CO.

## "NOCTURBULOUS"

### SUBURBAN KNIGHT

WRITTEN BY JAMES PENNINGTON.

PUBLISHED BY SUBMERGE RECORDINGS CO.

© + © 1993, UNDERGROUND RESISTANCE

PRODUCTIONS

COURTESY OF SUBMERGE RECORDINGS CO.

## "NO REVOLUTION"

### THE EXPLOSION

WRITTEN BY M. HOCK, S. CAVE, D. GENUARDI,

A. BLACH, D. PRENTICE-WALSH

PUBLISHED BY BOSTONDAZMUSIC/CONTRA

CONTRA/PARTY ANIMAL MUSIC/BLUE

ALARM/BORN

IN MAY(S&SAC)/ EMI MUSIC PUBLISHING.

© + © 2004 VIRGIN RECORDS AMERICA, INC.

COURTESY OF VIRGIN RECORDS AMERICA, INC.



# credits

## "ON THE RUN"

### BUMP J

WRITTEN BY T. BOYKIN, K. WEST.

PUBLISHED BY DON'T PLAY WITH MY.

PUBLISHING/ BURNIN' HOT MUSIC/ RONDOR MUSIC (ASCAP)/ GIMME MY PUBLISHING/ EMI (BMI).

© + © 2004 ATLANTIC RECORDING CORPORATION.

COURTESY OF ATLANTIC RECORDING CORP.

## "OVERNIGHT CELEBRITY"

### TWISTA

WRITTEN BY C. MITCHELL, K. WEST, M. BEN-ARI, M. BENNETT, L. WILLIAMS.

PUBLISHED BY ALMO MUSIC / STAYING HIGH MUSIC (ASCAP) / EMI APRIL MUSIC INC. / OBO ITSELF AND YE WORLD MUSIC (ASCAP) / SONGS OF UNIVERSAL, INC. MIRIMODE MUSIC (BMI) / LEN-LON MUSIC PUBLISHING (BMI) / STONE DIAMOND MUSIC CORP. (BMI).

© + © 2004 ATLANTIC RECORDING CORPORATION. COURTESY OF ATLANTIC RECORDING CORP.

## "PAIN"

### JIMMY EAT WORLD

WRITTEN BY J. ADKINS, R. BURCH, Z. LIND, T. LINTON.

PUBLISHED BY TURKEY ON RYE/ DREAMWORKS SONGS (ASCAP).

© + © 2004 INTERSCOPE RECORDS. COURTESY OF INTERSCOPE RECORDS.

## "PULL UP (FEATURING WAYNE ANTHONY)" MR. VEGAS

WRITTEN BY C. SMITH/C. BURNELL/W. NUGENT/H. MITCHELL.

PUBLISHED BY MUDSLIDE MUSIC (BMI)/ABOOD MUSIC.

© + © 2004 DELICIOUS VINYL, LLC. COURTESY OF DELICIOUS VINYL.

## "PUT THAT S\*\*T UP (FEATURING LAC, STONE, MIKKEY)"

### BIG TYMERS

WRITTEN BY B. THOMAS, B. WILLIAMS, A. NELSON, K. MOORE, M. NANCE.

PUBLISHED BY MONEY MACK MUSIC (BMI).  
© + © 2002 CASH MONEY RECORDS, INC.  
COURTESY OF CASH MONEY RECORDS.

## "QUETZAL"

### LOS HERMANOS

WRITTEN BY G. MITCHELL.

PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © UNDERGROUND RESISTANCE PRODUCTIONS.

COURTESY OF SUBMERGE RECORDINGS CO.

## "REAL BIG"

### MANNIE FRESH

WRITTEN BY B. THOMAS.

PUBLISHED BY MONEY MACK MUSIC (BMI).

© + © 2004 CASH MONEY RECORDS, INC.  
COURTESY OF CASH MONEY RECORDS.

## "REAL TALK (123)"

### FABOLOUS

WRITTEN BY JOHN JACKSON, T. LOVELACE & D. MURCHINSON.

PUBLISHED BY J. BRASCO MUSIC (ASCAP)/DESERT STORM MUSIC (BMI)/ CHINA HOUSE MUSIC (ASCAP)/ WIZ GAMB MUSIC GROUP (BMI).

© + © 2004 ATLANTIC RECORDING CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.

## "RENEGADE SNARES"

### OMNI TRIO

WRITTEN BY R.HAIGH.

PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 1993 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "RIGHTeous Dub"

### UPTIGHT SOUND SYSTEM

WRITTEN BY HUNTER, GEIER.

PUBLISHED BY HUNTER/ GEIER.  
© + © 1999 GUIDANCE RECORDINGS, INC.  
COURTESY OF GUIDANCE RECORDINGS/  
UPTIGHT PRODUCTIONS.

## "ROBBIN' HOODZ"

### MASH OUT POSSE

WRITTEN BY ERIC MURRY/ JAMAAL GRINNAGE / DARRYL PITTMAN.

PUBLISHED BY BLIND MAN'S BLUFF MUSIC (ASCAP)/ THE ROYALTY NETWORK, INC./ NEXT LEVEL GROOVE MUSIC (ASCAP)/ SPIRIT MUSIC. COURTESY OF FAMILY FIRST PRODUCTIONS.

## "ROCK IS DEAD"

### MARILYN MANSON

WRITTEN BY BRIAN MURRY, JEORDIE WHITE, STEPHEN BIER.

PUBLISHED BY SONGS OF GOLGOTHA MUSIC (BMI)/ BLOOD HEAVY MUSIC (BMI)/ DCLXVI MUSIC (BMI)/ DINGER & OLLIE MUSIC.  
© 1998 NOTHING/ INTERSCOPE RECORDS. © 1998 DINGER & OLLIE MUSIC.  
COURTESY OF INTERSCOPE RECORDS.

## "SAFE 2 SAY (THE INCREDIBLE)"

### FAT JOE

WRITTEN BY JOSEPH CARTAGENA, JUSTIN SMITH, CARLTON, RIDNEHDUR, ERIC SADLER, HANK SHOCKLEE.

PUBLISHED BY J. CARTAGENA/WARNER TAMERLANE PUBLISHING CORP./JOEY & RYAN MUSIC INC. (BMI), J. SMITH/N.Q.C. MUSIC PUBLISHING (ASCAP)/OBO F.O.B. MUSIC PUBLISHING (ASCAP)/ REACH GLOBAL SONGS (BMI), SONGS OF UNIVERSAL INC. (BMI).  
PRODUCED BY JUST BLAZE FOR F.O.B. ENTERTAINMENT/N.Q.C. MANAGEMENT, LLC AND HIP HOP SINCE 1978.

© + © 2005 ATLANTIC RECORDING CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.

## "SEX IN ZERO GRAVITY"

### THE MARTIAN

WRITTEN BY MAD MIKE.

PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1993, UNDERGROUND RESISTANCE PRODUCTIONS.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "SHARE YOUR FEELINGS"

### THE MARTIAN

WRITTEN BY JAMES PETTINGTON.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1994, UNDERGROUND RESISTANCE PRODUCTIONS.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "SHYNE ON (FEATURING LIL' WAYNE)"

### BABY A.K.A. BIRDMAN

WRITTEN BY B. WILLIAMS, D. CARTER, B. THOMAS.  
PUBLISHED BY MONEY MACK MUSIC (BMI).  
© + © 2002 CASH MONEY RECORDS, INC.  
COURTESY OF CASH MONEY RECORDS.

## "SOUNDWALL VIP"

### DOM & ROLAND

WRITTEN BY D. ANGAS.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2002 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "SPACED OUT"

### THE RATT PAKK

WRITTEN BY HIRO OSHIMA, SCOTT GADDY, RASHAD COES.  
PUBLISHED BY RHK PUBLISHING (ASCAP).  
COURTESY OF THE RATT PAKK C/O RELENTLESS MANAGEMENT.

## "SPECTRE"

### AQUASKY

WRITTEN BY D. WALLACE, B. NEWITT, K. BAILEY.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2003 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "STARDANCER"

### THE MARTIAN

WRITTEN BY MAD MIKE.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1993, UNDERGROUND RESISTANCE PRODUCTIONS.  
COURTESY OF SUBMERGE RECORDINGS CO.



# credits

## "STORIES WITH UNHAPPY ENDINGS" HUNDRED REASONS

WRITTEN BY A. BEWS, C. DORAN, A. GILMOUR,  
L. HIBBETT, R. TOWNSEND.

PUBLISHED BY UNIVERSAL MUSIC PUBLISHING  
LTD.

© + © 2003 SONY BMG MUSIC  
ENTERTAINMENT (UK) LTD.  
COURTESY OF SONY MUSIC ENTERTAINMENT.

## "STRIP TEASE" LADY SAW

WRITTEN BY CHRISTOPHER BIRCH / MARION  
HALL.

PUBLISHED BY LIVINGSTING MUSIC  
(ASCAP)/THE ROYALTY NETWORK, INC. / STB  
MUSIC / VP RECORDS  
COURTESY OF BIG YARD MUSIC GROUP C/O  
THE ROYALTY NETWORK, INC.

## "SUNSHINE" DARK ENERGY

WRITTEN BY MAD MIKE  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © UNDERGROUND RESISTANCE  
PRODUCTIONS.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "SUNSHINE (FEATURING ANTHONY HAMILTON)" TWISTA

WRITTEN BY C. MITCHELL, A. HAMILTON, A.  
THELUSMA, B. WITHERS, S. SCARBOROUGH.  
PUBLISHED BY ALMO MUSIC / STAVING HIGH  
MUSIC (ASCAP) / SONGS OF UNIVERSAL /  
TAPPY WHITE'S MUSIC (BMI) / WEBSTYLE  
MUSIC (BMI) / GOLDEN WITHERS MUSIC  
(ASCAP) / UNICHAPPELL MUSIC INC. (BMI)  
© + © 2004 ATLANTIC RECORDING  
CORPORATION  
COURTESY OF ATLANTIC RECORDING CORP.

## "THIS ANUH RAMPIN' (FEATURING WARD 21)" TWO CULTURE CLASH

WRITTEN BY M. DEPEDRO, K. MCCARTHY, M.  
HENRY, A. GRAY, R. EVANS.  
PRODUCED BY KID 606

PUBLISHED BY ABOOD MUSIC PUBLISHING/  
MIGUEL DEPEDRO

© + © 2004 WALL OF SOUND/ FORWARD  
RECORDINGS LTD.  
COURTESY OF WALL OF SOUND

## "THROW" MR. DE'

WRITTEN BY A. MAINOR  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © ELECTROFUNK RECORDS INC.  
COURTESY OF SUBMERGE RECORDINGS CO

## "THRU YOUR EYES" CALYX & ILLSKILLZ

WRITTEN BY L. CONS  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2005 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "U DON'T KNOW ME" T.I.

WRITTEN BY C. HARRIS, A. DAVIS.  
PUBLISHED BY DOMANI YA MAJESTY'S MUSIC  
(ASCAP) T&COMP STONE MUSIC (BMI).  
© + © 2004 GRAND HUSTLE/ATLANTIC  
RECORDING CORPORATION.  
COURTESY OF ATLANTIC RECORDING CORP.

## "VEGA" CULTURE SHOCK

WRITTEN BY J. POUNTNEY.  
PUBLISHED BY MOVING SHADOW MUSIC LTD.  
© + © 2004 MOVING SHADOW LTD.  
COURTESY OF MOVING SHADOW LTD.

## "VICTORY (FEATURING WILDCHILD OF THE LOOTPACK)" SUPERNATURAL

WRITTEN BY N. NIRZA, R. PRICE, J. BROWN.  
PRODUCED BY DJ RHETTMATTIC FOR BEAT  
JUNKIE SOUND.

PUBLISHED BY BEAT JUNKIE VISION  
(ASCAP)/REB RHINO MUSIC (ASCAP)/HRB  
MUSIC (BMI).

© + © 2003 BABYGRANDE RECORDS, INC.  
COURTESY OF BABYGRANDE RECORDS.  
WWW.BABYGRANDE.COM

## "THE WARNING" SUBURBAN KNIGHT

WRITTEN BY JAMES PENNINGTON.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © 1999, UNDERGROUND RESISTANCE  
PRODUCTIONS.  
COURTESY OF SUBMERGE RECORDINGS CO.

## "WESTSIDE SWITCHING" D-BLOCK

WRITTEN BY M. PIZZINI, R. DUSLEY.  
PUBLISHED BY GEEBEATS PUBLISHING  
(ASCAP)/RINGAZ PUBLISHING (ASCAP).  
COURTESY OF BLACK THUMBS MUSIC.

## "YAGGA YO (FEATURING SO SOLID CREW)" BEEBIE MAN

WRITTEN BY M.DAVIS/A.C. BURRELL/MEGAMAN.  
PUBLISHED BY EMI MUSIC PUB. LTD. C/O EMI  
BLACKWOOD MUSIC INC. (BMI)  
© 2002 VIRGIN RECORDS AMERICA, INC. ©  
2002 VIRGIN RECORDS AMERICA, INC.  
COURTESY OF VIRGIN RECORDS AMERICA.

## "YOU DON'T WANT IT" JEAN GRAE

WRITTEN BY T. ISRAHIM, K. RISTO, W. NUGENT.  
PUBLISHED BY LIU SING PUBLISHING (ASCAP)/  
BREAK NORTH MUSIC (ASCAP)/WAYNNE  
WRITERS (ASCAP).  
© + © 2004 BABYGRANDE RECORDS.  
COURTESY OF BABYGRANDE RECORDS.

## "THE ZOO" MR. DE'

WRITTEN BY A. MAINOR.  
PUBLISHED BY SUBMERGE RECORDINGS CO.  
© + © ELECTROFUNK RECORDS INC.  
COURTESY OF SUBMERGE RECORDINGS CO.

## SPECIAL THANKS TO:

DEBORAH MANNIS-GARDNER, MARK SCHWARTZ  
GARY ADAMS, VERONICA ALVERICCI, APATHY,  
YANLEY ARTY, TERRI F. BAKER, MIKE BANKS,  
DAVID BANNER, GREGG BARRON, MICKY  
BENSON, MELISSA BETHUNE, LINDA BLUM,  
MICHAEL BLUMSTEIN, JEAN-FRANCOIS BOLDUC,  
JOE BRENNER, ANDRE BRISSETT, JOI BROWN,  
ELENA BYINGTON, NEYSA CAMACHO, KEVIN  
CARSON, CARRIE CHMARA, TONY CIULLA,  
MICHAEL CLOSTER, TARIK COLES, XYLINA  
COOPER, CAITLIN CROWELL, D-MAC, KRISTIN  
DAILY, MIGUEL DEPEDRO, MACK A. DOCIUS,  
KATHY DOHERTY, LESLIE DWECK, COREY L.  
EVANS, ADAGLINE FERRITTI, HERMAN FLORES,  
JANICE GAFFNEY, SCOTT GARDNER, DAVID  
GAY, ED GRAUER, NICK GUARINO, ANNO  
HABERER, HAYTHEM HADDAD, JONATHAN  
HAFTER, DIONNE HARPER, ADE HENDERSON-  
MAINOR, ELIZABETH HERNDON, MACK HILL,  
JESSICA HOBBS, COURTNEY HOLT, MILLIE  
HSYU, CHAD HUGO, VINNY IDOL, CASSIE  
JENKINS, GAVIN JOHNSON, MELANIE  
JOHNSON, SCOTT JOHNSON, LOLA JORDAN,  
JUST BLAZE, KIM KAIMAN, JUSTIN KALIFOWITZ,  
CRAIG KALLMAN, ROD KOTTLER, MYLES  
KOVACS, KAREN LAMBERTON, JENNIFER  
LANCHART, DAVID LANDE, KAREN LANGJAHR,  
ALEX LAVERY, DAVID LEIMAN, JONATHAN  
LEONARD, LAVELLE LEVERETTE, SUZANNE  
LEWINTER, JEFF LIGHT, ROBERT LIVINGSTON,  
FRANK LIWALL, JAMES LOPEZ, MANNY  
LORENZO, DEBRA MACCULLOCH, TRAVIS  
MCFETRIDGE, JAMES MCMILLAN, SULTANA  
MEHMEDOVIC, MATT MESSER, GARY MILLER,  
RYAN MITCHELL, STEVE MORGAN, SUZANNE  
MOSS, MELISSA MUNANA, JOSH NEUMAN,  
DOUG NEUMANN, ROB PLAYFORD, TONY  
PEREZ, CJ PETERS, MICHAEL POLLACK, RAMA,  
SUSAN RANTA, DEBORAH RIGAUD, ROSS  
ROSEN, BRAD RUBENS, DAG SANDSMARK,  
MARGO SCOTT, JENNEFER SHOWALTER,  
SICHAMORE, J.D. SIMPSON, DAREN SMITH,  
JESSE STONE, STYLES P, SUPA MARIO,  
STEPHEN TAVERNER, NELWYN THOMAS, LIVIA  
TORTYELLA, CAROL VINCENT, CHRISTIAN  
WISEMAN, MARCIA WITHERS, WORLD OF  
BRUCE, LINDA YANG, DONNA YOUNG.



CHRYSLER IS A TRADEMARK OF DAIMLERCHRYSLER CORPORATION.

THE DAIKIN CLUTCH IS REPRODUCED WITH/PERMISSION/UNDER LICENSE OF EXEDY.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH DAVIN ARE USED UNDER LICENSE FROM DAVIN, INC. TO ROCKSTAR GAMES, INC.

DODGE IS A TRADEMARK OF DAIMLERCHRYSLER CORPORATION.

DUB MAGAZINE IS ® AND TM DUB PUBLISHING, INC., 2000. ALL RIGHTS RESERVED.

999R, MONSTER S4R, AND 551000 LICENSED BY DUCATI MOTOR HOLDING S.P.A.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH FALKEN TIRES ARE USED UNDER LICENSE FROM FALKEN TIRE CORPORATION TO ROCKSTAR GAMES, INC.

HUMMER, CADILLAC, CHEVROLET, H1, H2, SIXTEEN, CIEN, CTS-V, ESCALADE, FLEET-LINE, BEL AIR, IMPALA, CORVETTE, CAMARO Z28, EL CAMINO, MONTE CARLO, AND SILVERADO ARE GENERAL MOTORS TRADEMARKS USED UNDER LICENSE TO ROCKSTAR GAMES, INC.

KAWASAKI AND NINJA ZX 12R ARE TRADEMARKS LICENSED BY KAWASAKI MOTORS CORP., U.S.A., WHICH DOES NOT MANUFACTURE OR DISTRIBUTE THIS PRODUCT. CONSUMER INQUIRIES SHOULD BE DIRECTED TO ROCKSTAR GAMES, 622 BROADWAY, NEW YORK, NY 10012.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH LEXANI WHEELS ARE USED UNDER LICENSE FROM LEXANI WHEEL CORPORATION TO ROCKSTAR GAMES, INC.

THE TRADEMARKS, COPYRIGHTS AND DESIGN RIGHTS IN AND ASSOCIATED WITH THE FOLLOWING LAMBORGHINI VEHICLES: GALLARDO AND MURCIELAGO ARE USED UNDER LICENSE FROM LAMBORGHINI ARTIMARCA S.P.A., ITALY.

APPROVED AND LICENSED PRODUCT OF GROUP LOTUS PLC.

THE MCLAREN NAME AND LOGO ARE TRADEMARKS OF MCLAREN RACING LIMITED AND USED UNDER LICENSE TO ROCKSTAR GAMES, INC.

"MERCEDES-BENZ" AND "THREE POINTED STAR IN A RING" ARE TRADEMARKS OF DAIMLERCHRYSLER AG AND USED UNDER LICENSE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH MITSUBISHI ARE USED UNDER LICENSE FROM MITSUBISHI MOTORS CORPORATION TO ROCKSTAR GAMES, INC.

OFFICIAL NISSAN PRODUCT. NISSAN, 350Z, SKYLINE GT-R R34 V-SPEC AND ASSOCIATED SYMBOLS, EMBLEMS AND DESIGNS ARE TRADEMARKS OF NISSAN MOTOR CO., LTD. AND USED UNDER LICENSE TO ROCKSTAR GAMES.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH NITTO TIRES ARE USED UNDER LICENSE FROM NITTO TIRE (U.S.A.) CORPORATION TO ROCKSTAR GAMES, INC.

PIRELLI AND THE PIRELLI LOGO ARE REGISTERED TRADEMARKS OF PIRELLI & C.S.P.A.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH SALEEN ARE USED UNDER LICENSE FROM SALEEN INC TO ROCKSTAR GAMES, INC.

THE TRADEMARKS, COPYRIGHTS, ASSOCIATED SYMBOLS, EMBLEMS AND DESIGN RIGHTS IN AND ASSOCIATED WITH TOYOTA ARE USED UNDER LICENSE FROM TOYOTA MOTOR CORPORATION TO ROCKSTAR GAMES, INC.

THE VORTEX LAUGHING SKULL LOGO IS A FEDERALLY REGISTERED TRADEMARK OF BIG-TIME MARKETING, INC., AND IS LICENSED TO THE VORTEX BAR & GRILL RESTAURANTS IN ATLANTA, GEORGIA.

TRADEMARKS, DESIGN PATENTS AND COPYRIGHTS ARE USED WITH THE PERMISSION OF THE OWNER VOLKSWAGEN AG.

© 2005, WEST COAST CHOPPERS, INC. ALL RIGHTS RESERVED. WEST COAST CHOPPERS® IS A REGISTERED TRADEMARK OF WEST COAST CHOPPERS, INC.

MAJOR LEAGUE BASEBALL TRADEMARKS AND COPYRIGHTS ARE USED WITH PERMISSION OF MAJOR LEAGUE BASEBALL PROPERTIES, INC.

CERTAIN TRADEMARKS, COPYRIGHTS, EMBLEMS AND DESIGN RIGHTS ARE USED UNDER LICENSE FROM ACT, AEM, AIR RIDE TECHNOLOGIES, AKRAPOVIC, AMERICAN RACING, APC, A'PEXI, APRILIA, ASANTI, BF GOODRICH, BOMEX, BORLA, BREMBO, CLUTCH MASTERS, DAYTON WIRE WHEELS, DBL G, DC SPORTS, DYNOJET, EATON, EIBACH SPRINGS, FALKEN, FLOWMASTERS, G-RACING, GEMBALLA, GFG, GIANELLE, GIOVANNA, GROUND CONTROL, HKS, HMF, HOLLEY, HOOKER, HOTMATCH, JACKSON RACING, KAMINARI, KÖNIG, LEO VINCE SBK, LEXUS, LPE, MAC PERFORMANCE, MAXXIM, MICHELIN, MOROSO, MUZZY'S, NEW DIMENSIONS, NITROUS EXPRESS, NITTO, NOS, OHLINS RACING, PAXTON, PERFORMANCE MACHINE, PENSKE, PERSE PERFORMANCE, POWER COMMANDER, PREDATOR, PRIVAT, PRO HOPPER, RAZZI, RC COMPONENTS, SHOWTIME HYDRAULICS, SUPERCHIPS, TEIN, TENZO, TEZZEN, TIS, VENOM, VIS RACING, VOLANT, VORTECH, WEIAND, WINGS WEST AND ZEX, TO ROCKSTAR GAMES, INC. ALL TRADEMARKS, COPYRIGHTS, EMBLEMS AND DESIGN RIGHTS USED UNDER A LICENSE ARE THE PROPERTY OF THEIR RESPECTIVE OWNERS IDENTIFIED ABOVE.

© 2005 COMEDY PARTNERS. ALL RIGHTS RESERVED. COMEDY CENTRAL AND ALL RELATED TITLES AND LOGOS ARE TRADEMARKS OF COMEDY PARTNERS.

© 2005 NOGGIN, LLC. NOGGIN AND ALL RELATED TITLES, CHARACTERS AND LOGOS ARE ALL TRADEMARKS OF VIACOM INTERNATIONAL INC. ALL RIGHTS RESERVED.

THE XM NAME AND RELATED LOGO IS THE REGISTERED TRADEMARK OF XM SATELLITE RADIO INC. XM SATELLITE RADIO INC. MAKES NO REPRESENTATION WITH RESPECT TO, AND ASSUMES NO LIABILITY FOR THE GOODS BEING OFFERED, AND ANY STATEMENTS, REPRESENTATIONS, AND OTHER CONTENT APPEARING HEREIN.



THE TRADEMARKS ASSOCIATED WITH ALIFE ARE USED UNDER LICENSE FROM ALIFE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH ARKITIP ARE USED UNDER LICENSE FROM ARKITIP TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH BEAUTIFUL/DECAY MAGAZINE ARE USED UNDER LICENSE FROM BEAUTIFUL/DECAY MAGAZINE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH ELEMENTAL MAGAZINE ARE USED UNDER LICENSE FROM ELEMENTAL MAGAZINE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH FLAUNT MAGAZINE ARE USED UNDER LICENSE FROM FLAUNT MAGAZINE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH STUDIO KAJUJ, LLC ARE USED UNDER LICENSE FROM STUDIO KAJUJ, LLC TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH KIROBOT ARE USED UNDER LICENSE FROM KIROBOT TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH KINK BMX ARE USED UNDER LICENSE FROM KINK BMX TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH MASS APPEAL ARE USED UNDER LICENSE FROM MASS APPEAL TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH TOKION ARE USED UNDER LICENSE FROM TOKION TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH VICE MAGAZINE ARE USED UNDER LICENSE FROM VICE MAGAZINE TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH XLR8R ARE USED UNDER LICENSE FROM XLR8R TO ROCKSTAR GAMES, INC.

THE TRADEMARKS ASSOCIATED WITH NO FRIENDS ARE USED UNDER LICENSE FROM NO FRIENDS TO ROCKSTAR GAMES, INC.

DOLBY, PRO LOGIC, AND THE DOUBLE-D SYMBOL ARE TRADEMARKS OF DOLBY LABORATORIES.

USES BINK VIDEO TECHNOLOGY. COPYRIGHT © 1997-2005 BY RAD GAME TOOLS, INC.

## LIMITED SOFTWARE WARRANTY AND LICENSE AGREEMENT

YOUR USE OF THIS SOFTWARE IS SUBJECT TO THIS LIMITED SOFTWARE WARRANTY AND LICENSE AGREEMENT (THE "AGREEMENT") AND THE TERMS SET FORTH BELOW. THE "SOFTWARE" INCLUDES ALL SOFTWARE INCLUDED WITH THIS AGREEMENT, THE ACCOMPANYING MANUAL (S), PACKAGING AND OTHER WRITTEN, ELECTRONIC OR ONLINE MATERIALS OR DOCUMENTATION, AND ANY AND ALL COPIES OF SUCH SOFTWARE AND ITS MATERIALS, BY OPENING THE SOFTWARE, INSTALLING, AND/OR USING THE SOFTWARE AND ANY OTHER MATERIALS INCLUDED WITH THE SOFTWARE, YOU HEREBY ACCEPT THE TERMS OF THIS LICENSE WITH ROCKSTAR GAMES ("LICENSOR").

**LICENSE:** SUBJECT TO THIS AGREEMENT AND ITS TERMS AND CONDITIONS, LICENSOR HEREBY GRANTS YOU THE NON-EXCLUSIVE, NON-TRANSFERABLE, LIMITED RIGHT AND LICENSE TO USE ONE COPY OF THE SOFTWARE FOR YOUR PERSONAL USE ON A SINGLE CONSOLE. THE SOFTWARE IS BEING LICENSED TO YOU AND YOU HEREBY ACKNOWLEDGE THAT NO TITLE OR OWNERSHIP IN THE SOFTWARE IS BEING TRANSFERRED OR ASSIGNED AND THIS AGREEMENT SHOULD NOT BE CONSTRUED AS A SALE OF ANY RIGHTS IN THE SOFTWARE. ALL RIGHTS NOT SPECIFICALLY GRANTED UNDER THIS AGREEMENT ARE RESERVED BY LICENSOR AND, AS APPLICABLE, ITS LICENSORS.

**OWNERSHIP:** LICENSOR RETAINS ALL RIGHT, TITLE AND INTEREST TO THIS SOFTWARE, INCLUDING, BUT NOT LIMITED TO, ALL COPYRIGHTS, TRADEMARKS, TRADE SECRETS, TRADE NAMES, PROPRIETARY RIGHTS, PATENTS, TITLES, COMPUTER CODES, AUDIOVISUAL EFFECTS, THEMES, CHARACTERS, CHARACTER NAMES, STORIES, DIALOG, SETTINGS, ARTWORK, SOUNDS EFFECTS, MUSICAL WORKS, AND MORAL RIGHTS. THE SOFTWARE IS PROTECTED BY UNITED STATES COPYRIGHT LAW AND APPLICABLE COPYRIGHT LAWS AND TREATIES THROUGHOUT THE WORLD. THE SOFTWARE MAY NOT BE COPIED, REPRODUCED OR DISTRIBUTED IN ANY MANNER OR MEDIUM, IN WHOLE OR IN PART, WITHOUT PRIOR WRITTEN CONSENT FROM LICENSOR. ANY PERSONS COPYING, REPRODUCING OR DISTRIBUTING ALL OR ANY PORTION OF THE SOFTWARE IN ANY MANNER OR MEDIUM, WILL BE WILLFULLY VIOLATING THE COPYRIGHT LAWS AND MAY BE SUBJECT TO CIVIL AND CRIMINAL PENALTIES. BE ADVISED THAT COPYRIGHT VIOLATIONS ARE SUBJECT TO PENALTIES OF UP TO \$100,000 PER VIOLATION. THE SOFTWARE CONTAINS CERTAIN LICENSED MATERIALS AND LICENSOR'S LICENSE MAY PROTECT THEIR RIGHTS IN THE EVENT OF ANY VIOLATION OF THIS AGREEMENT.

### LICENSE CONDITIONS:

YOU AGREE NOT TO:

- (A) COMMERCIALY EXPLOIT THE SOFTWARE;
- (B) DISTRIBUTE, LEASE, LICENSE, SELL, RENT OR OTHERWISE TRANSFER OR ASSIGN THIS SOFTWARE, OR ANY COPIES OF THIS SOFTWARE, WITHOUT THE EXPRESS PRIOR WRITTEN CONSENT OF LICENSOR;
- (C) MAKE COPIES OF THE SOFTWARE OR ANY PART THEREOF;
- (D) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED BY THE SOFTWARE OR THIS AGREEMENT, USE OR INSTALL THE SOFTWARE (OR PERMIT OTHERS TO DO SAME) ON A NETWORK, FOR ONLINE USE, OR ON MORE THAN ONE CONSOLE AT THE SAME TIME;
- (E) COPY THE SOFTWARE ONTO A HARD DRIVE OR OTHER STORAGE DEVICE AND MUST RUN THE SOFTWARE FROM THE INCLUDED CDROM (ALTHOUGH THE SOFTWARE MAY AUTOMATICALLY COPY A PORTION OF ITSELF ONTO YOUR CONSOLE DURING INSTALLATION IN ORDER TO RUN MORE EFFICIENTLY);
- (F) USE OR COPY THE SOFTWARE AT A COMPUTER GAMING CENTER OR ANY OTHER LOCATION-BASED SITE; PROVIDED, THAT LICENSOR MAY OFFER YOU A SEPARATE SITE LICENSE AGREEMENT TO MAKE THE SOFTWARE AVAILABLE FOR COMMERCIAL USE;
- (G) REVERSE ENGINEER, DECOMPILATE, DISASSEMBLE OR OTHERWISE MODIFY THE SOFTWARE, IN WHOLE OR IN PART;
- (H) REMOVE OR MODIFY ANY PROPRIETARY NOTICES OR LABELS CONTAINED ON OR WITHIN THE SOFTWARE;
- (I) TRANSPORT, EXPORT OR RE-EXPORT (DIRECTLY OR INDIRECTLY) INTO ANY COUNTRY FORBIDDEN TO RECEIVE SUCH SOFTWARE BY ANY U.S. EXPORT LAWS OR ACCOMPANYING REGULATIONS OR OTHERWISE VIOLATE SUCH LAWS OR REGULATIONS, THAT MAY BE AMENDED FROM TIME TO TIME.

### THE SOFTWARE UTILITIES:

THE SOFTWARE MAY CONTAIN A LEVEL EDITOR OR OTHER SIMILAR TYPE TOOLS, ASSETS AND



OTHER MATERIALS (THE "SOFTWARE UTILITIES") THAT PERMIT YOU TO CONSTRUCT OR CUSTOMIZE NEW GAME LEVELS AND OTHER RELATED GAME MATERIALS FOR PERSONAL USE IN CONNECTION WITH THE SOFTWARE ("CUSTOMIZED GAME MATERIALS"). IN THE EVENT THE SOFTWARE CONTAINS SUCH SOFTWARE UTILITIES, THE USE OF THE SOFTWARE UTILITIES IS SUBJECT TO THE FOLLOWING ADDITIONAL TERMS, CONDITIONS AND RESTRICTIONS:

- (a) ALL CUSTOMIZED GAME MATERIALS CREATED BY YOU ARE EXCLUSIVELY OWNED BY LICENSOR AND/OR ITS LICENSORS (AS THE CASE MAY BE) AND YOU HEREBY TRANSFER, ASSIGN AND CONVEY TO LICENSOR ALL RIGHT, TITLE AND INTEREST IN AND TO THE CUSTOMIZED GAME MATERIALS AND LICENSOR AND ITS PERMITTED LICENSORS MAY USE ANY CUSTOMIZED GAME MATERIALS MADE PUBLICLY AVAILABLE TO YOU FOR ANY PURPOSE WHATSOEVER, INCLUDING BUT NOT LIMITED TO FOR PURPOSES OF ADVERTISING AND PROMOTING THE SOFTWARE;
- (b) YOU WILL NOT USE OR PERMIT THIRD PARTIES TO USE THE SOFTWARE UTILITIES AND THE CUSTOMIZED GAME MATERIALS CREATED BY YOU FOR ANY COMMERCIAL PURPOSES, INCLUDING BUT NOT LIMITED TO DISTRIBUTING, LEASING, LICENSING, RENTING, SELLING, OR OTHERWISE EXPLOITING, TRANSFERRING OR ASSIGNING THE OWNERSHIP OF SUCH CUSTOMIZED GAME MATERIALS;
- (c) CUSTOMIZED GAME MATERIALS MUST BE DISTRIBUTED SOLELY FOR FREE; PROVIDED, THAT YOU MAY CONTACT LICENSOR FOR A LICENSE TO COMMERCIALLY EXPLOIT THE CUSTOMIZED GAME MATERIALS WHICH LICENSOR MAY GRANT OR DENY IN ITS SOLE DISCRETION;
- (d) CUSTOMIZED GAME MATERIALS SHALL NOT CONTAIN MODIFICATIONS TO ANY OTHER EXECUTABLE FILES;
- (e) CUSTOMIZED GAME MATERIALS MUST BE USED ALONE AND CAN BE CREATED IF THE CUSTOMIZED GAME MATERIALS WILL BE USED EXCLUSIVELY IN COMBINATION WITH THE COMMERCIALLY RELEASED RETAIL VERSION OF THE SOFTWARE.
- (f) CUSTOMIZED GAME MATERIALS CANNOT CONTAIN LIBELOUS, DEFAMATORY OR OTHER ILLEGAL MATERIAL, MATERIAL THAT IS SCANDALOUS OR INVADES THE RIGHTS OF PRIVACY OR PUBLICITY OF ANY THIRD PARTY, OR CONTAIN ANY TRADEMARKS, COPYRIGHT-PROTECTED WORK OR OTHER PROPERTY OF THIRD PARTIES (WITHOUT A VALID LICENSE); AND
- (g) ALL CUSTOMIZED GAME MATERIALS MUST CONTAIN THE PROPER CREDITS TO THE AUTHORS OF THE CUSTOMIZED GAME MATERIALS AND MUST INDICATE THAT LICENSOR IS NOT THE AUTHOR OF THE CUSTOMIZED GAME MATERIALS WITH ADDITIONAL LANGUAGE THAT "THIS MATERIAL IS NOT MADE, GUARANTEED OR SUPPORTED BY THE PUBLISHER OF THE SOFTWARE OR ITS AFFILIATES."

**LIMITED WARRANTY:** LICENSOR WARRANTS TO YOU (IF YOU ARE THE INITIAL AND ORIGINAL PURCHASER OF THE SOFTWARE) THAT THE ORIGINAL STORAGE MEDIUM HOLDING THE SOFTWARE IS FREE FROM DEFECTS IN MATERIAL AND WORKMANSHIP UNDER NORMAL USE AND SERVICE FOR 90 DAYS FROM THE DATE OF PURCHASE. IF FOR ANY REASON YOU FIND A DEFECT IN THE STORAGE MEDIUM DURING THE WARRANTY PERIOD, LICENSOR AGREES TO REPLACE, FREE OF CHARGE, ANY SOFTWARE DISCOVERED TO BE DEFECTIVE WITHIN THE WARRANTY PERIOD AS LONG AS THE SOFTWARE IS CURRENTLY BEING MANUFACTURED BY LICENSOR. IF THE SOFTWARE IS NO LONGER AVAILABLE, LICENSOR RETAINS THE RIGHT TO SUBSTITUTE A SIMILAR PROGRAM OF EQUAL OR GREATER VALUE. THIS WARRANTY IS LIMITED TO THE STORAGE MEDIUM CONTAINING THE SOFTWARE AS ORIGINALLY PROVIDED BY LICENSOR AND IS NOT APPLICABLE TO NORMAL WEAR AND TEAR. THIS WARRANTY SHALL NOT BE APPLICABLE AND SHALL BE VOID IF THE DEFECT HAS ARISEN THROUGH ABUSE, MISTREATMENT, OR NEGLIGENCE. ANY IMPLIED WARRANTIES PRESCRIBED BY STATUTE ARE EXPRESSLY LIMITED TO THE 90-DAY PERIOD DESCRIBED ABOVE.

EXCEPT AS SET FORTH ABOVE, THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESS OR IMPLIED, INCLUDING ANY OTHER WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT, AND NO OTHER REPRESENTATIONS OR WARRANTIES OF ANY KIND SHALL BE BINDING ON LICENSOR.

WHEN RETURNING THE SOFTWARE SUBJECT TO THE LIMITED WARRANTY ABOVE, PLEASE SEND THE ORIGINAL SOFTWARE ONLY TO THE LICENSOR ADDRESS SPECIFIED BELOW AND INCLUDE: YOUR NAME AND RETURN ADDRESS; A PHOTOCOPY OF YOUR DATED SALES RECEIPT; AND A BRIEF NOTE DESCRIBING THE DEFECT AND THE SYSTEM ON WHICH YOU ARE RUNNING THE SOFTWARE.

IN NO EVENT WILL LICENSOR BE LIABLE FOR SPECIAL, INCIDENTAL OR CONSEQUENTIAL DAMAGES RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THE SOFTWARE, INCLUDING DAMAGES TO PROPERTY, LOSS OF GOODWILL, COMPUTER FAILURE OR MALFUNCTION AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURIES, EVEN IF LICENSOR HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. LICENSOR'S LIABILITY

SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR USE OF THE SOFTWARE. SOME STATES/COUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES, SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS THAT VARY FROM JURISDICTION TO JURISDICTION.

**TERMINATION:** THIS AGREEMENT WILL TERMINATE AUTOMATICALLY IF YOU FAIL TO COMPLY WITH ITS TERMS AND CONDITIONS. IN SUCH EVENT, YOU MUST DESTROY ALL COPIES OF THE SOFTWARE AND ALL OF ITS COMPONENT PARTS. YOU CAN ALSO END THIS AGREEMENT BY DESTROYING THE SOFTWARE AND ALL COPIES AND REPRODUCTIONS OF THE SOFTWARE AND PERMANENTLY PURGING THE SOFTWARE FROM ANY CLIENT SERVER OR COMPUTER ON WHICH IT HAS BEEN INSTALLED.

**U.S. GOVERNMENT RESTRICTED RIGHTS:** THE SOFTWARE AND DOCUMENTATION HAVE BEEN DEVELOPED ENTIRELY AT PRIVATE EXPENSE AND ARE PROVIDED AS "COMMERCIAL COMPUTER SOFTWARE" OR "RESTRICTED COMPUTER SOFTWARE." USE, DUPLICATION OR DISCLOSURE BY THE U.S. GOVERNMENT OR A U.S. GOVERNMENT SUBCONTRACTOR IS SUBJECT TO THE RESTRICTIONS SET FORTH IN SUBPARAGRAPH (C)(1)(ii) OF THE RIGHTS IN TECHNICAL DATA AND COMPUTER SOFTWARE CLAUSES IN DFARS 252.227-7013 OR AS SET FORTH IN SUBPARAGRAPH (C)(1) AND (2) OF THE COMMERCIAL COMPUTER SOFTWARE RESTRICTED RIGHTS CLAUSES AT FAR 52.227-19, AS APPLICABLE. THE CONTRACTOR/MANUFACTURER IS THE LICENSOR AT THE LOCATION LISTED BELOW.

**EQUITABLE REMEDIES:** YOU HEREBY AGREE THAT IF THE TERMS OF THIS AGREEMENT ARE NOT SPECIFICALLY ENFORCED, LICENSOR WILL BE IRREPARABLY DAMAGED, AND THEREFORE YOU AGREE THAT LICENSOR SHALL BE ENTITLED, WITHOUT BOND, OTHER SECURITY, PROOF OF DAMAGES, TO APPROPRIATE EQUITABLE REMEDIES WITH RESPECT ANY OF THIS AGREEMENT, IN ADDITION TO ANY OTHER AVAILABLE REMEDIES.

**INDEMNITY:** YOU AGREE TO INDEMNIFY, DEFEND AND HOLD LICENSOR, ITS PARTNERS, LICENSORS, AFFILIATES, CONTRACTORS, OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS HARMLESS FROM ALL DAMAGES, LOSSES AND EXPENSES ARISING DIRECTLY OR INDIRECTLY FROM YOUR ACTS AND OMISSIONS TO ACT IN USING THE SOFTWARE PURSUANT TO THE TERMS OF THE AGREEMENT.

**MISCELLANEOUS:** THIS AGREEMENT REPRESENTS THE COMPLETE AGREEMENT CONCERNING THIS LICENSE BETWEEN THE PARTIES AND SUPERSEDES ALL PRIOR AGREEMENTS AND REPRESENTATIONS BETWEEN THEM. IT MAY BE AMENDED ONLY BY A WRITING EXECUTED BY BOTH PARTIES. IF ANY PROVISION OF THIS AGREEMENT IS HELD TO BE UNENFORCEABLE FOR ANY REASON, SUCH PROVISION SHALL BE REFORMED ONLY TO THE EXTENT NECESSARY TO MAKE IT ENFORCEABLE AND THE REMAINING PROVISIONS OF THIS AGREEMENT SHALL NOT BE AFFECTED. THIS AGREEMENT SHALL BE CONSTRUED UNDER NEW YORK LAW AS SUCH LAW IS APPLIED TO AGREEMENTS BETWEEN NEW YORK RESIDENTS ENTERED INTO AND TO BE PERFORMED WITHIN NEW YORK, EXCEPT AS GOVERNED BY FEDERAL LAW AND YOU CONSENT TO THE EXCLUSIVE JURISDICTION OF THE STATE AND FEDERAL COURTS IN NEW YORK, NEW YORK.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS LICENSE, YOU MAY CONTACT IN WRITING ROCKSTAR GAMES 622 BROADWAY, NEW YORK, NY 10012.

FOR TECH SUPPORT PLEASE VISIT [WWW.ROCKSTARGAMES.COM/SUPPORT](http://WWW.ROCKSTARGAMES.COM/SUPPORT). TO CONTACT TECH SUPPORT VIA EMAIL OR PHONE PLEASE USE THE FOLLOWING - US: PHONE: 1-866-405-5464, EMAIL: [USA@ROCKSTARSUPPORT.COM](mailto:USA@ROCKSTARSUPPORT.COM). CANADA: PHONE: 1-800-269-5721, EMAIL: [CANADA@ROCKSTARSUPPORT.COM](mailto:CANADA@ROCKSTARSUPPORT.COM).

© 2005 ROCKSTAR GAMES, INC. ROCKSTAR GAMES, THE R LOGO, MIDNIGHT CLUB AND THE MIDNIGHT CLUB LOGO ARE TRADEMARKS AND/OR REGISTERED TRADEMARKS OF TAKE-TWO INTERACTIVE SOFTWARE, INC. DUB® AND THE DUB EDITION™ LOGOS ARE TRADEMARKS OF DUB PUBLISHING, INC. MICROSOFT, XBOX, XBOX LIVE, THE LIVE LOGO AND THE XBOX LOGOS ARE EITHER REGISTERED TRADEMARKS OR TRADEMARKS OF MICROSOFT CORPORATION IN THE US AND/OR IN OTHER COUNTRIES AND UNDER LICENSE FROM MICROSOFT. DOLBY, PRO LOGIC, AND THE DOUBLE-D SYMBOL ARE TRADEMARKS OF DOLBY LABORATORIES. THE RATINGS ICON IS A TRADEMARK OF THE ENTERTAINMENT SOFTWARE ASSOCIATION. ALL AUTOMOBILE, MOTORCYCLE, CUSTOMIZATION AND OTHER PARTS MANUFACTURERS, AND OTHER NAMES, BRANDS AND ASSOCIATED IMAGERY FEATURED IN THIS GAME ARE TRADEMARKS AND/OR COPYRIGHTED MATERIALS OF THEIR RESPECTIVE OWNERS. CHRYSLER™, HEMI™, 300C™ ARE TRADEMARKS OF DAIMLERCHRYSLER CORPORATION AND IS USED UNDER LICENSE. © DAIMLERCHRYSLER CORPORATION 2005. GENERAL MOTORS TRADEMARKS USED UNDER LICENSE TO ROCKSTAR GAMES. ALL RIGHTS RESERVED.



