October 12, 2011

Dear Recording Academy Member:

I am pleased to enclose your 54th Annual GRAMMY Awards Nominating Ballot. The Entry List for selections of this year’s nominations is available online. Please follow the instructions on the reverse side of this letter.

With your enclosed Nominating Ballot and online Entry List, you will have the responsibility and the privilege as a Voting Member to select your choices for the 54th Annual GRAMMY Awards nominations. Each voter is a critical part of maintaining the integrity of The GRAMMY Awards; please take your responsibility seriously.

Let only your high standards of artistic and/or technical expertise be your guide. The Entry List contains outstanding recordings created by those who depend upon your knowledgeable vote. Please judge by quality alone, uninfluenced by personal friendships, company loyalties, regional preferences, mass sales, or popularity.

Kindly note our new rule regarding voting this year: Previously, voters were allowed to vote in up to nine genre Fields plus the General Field on this first ballot. Now, voters may vote in up to 20 Categories in the genre Fields plus the four Categories of the General Field. Select your Categories with discretion, voting only in the Categories in which you are best qualified.

Nominations will be announced on Wednesday, November 30 (and The Recording Academy will again present our Live Prime Time GRAMMY Nominations Special that evening on CBS). A Final Ballot to select the GRAMMY recipients in each category will be mailed to all voting members in December. Results will be announced during the 54th Annual GRAMMY Awards telecast on Sunday, February 12, 2012, 8 p.m. ET/PT from Staples Center in Los Angeles, on the CBS Television Network. The attention of a worldwide international audience will be focused that evening on the results of our Academy Members' nominating and voting process. Please cast your ballots in a manner that will bring credit to yourself, to the deserving nominees, and to the GRAMMY Awards.

Kind Regards,

Neil Portnow
President/CEO
As a privilege of membership, all eligible Voting and Associate Members of The Recording Academy® are invited to purchase tickets to the 57th Annual GRAMMY Awards® and GRAMMY Celebration® after-party. These tickets are not transferable and require your personal attendance along with your guest.

Ticket sales will begin on Monday, December 8, at 10 a.m. PST. Order forms submitted to the ticketing office before this date and time will NOT be accepted or processed. Members may purchase a maximum of four (4) Awards Ceremony Tickets total (see below for quantity limitations). Members may also purchase one (1) after-party ticket for every one (1) Awards Ceremony ticket purchased. Please note that after-party tickets MAY NOT be purchased without the purchase of a companion Awards Ceremony ticket.

Please ensure your order does not exceed the specified maximum, and return this form with payment. Order forms that are filled out incorrectly will not be processed. All orders are accommodated on a “first-come, first-served” basis and subject to availability. Please scan and email the order form as a PDF attachment to eventadmin@grammy.com. This order form MUST be scanned and attached to the email in order for us to process it. ONLY ONE ATTACHMENT PER EMAIL IS ALLOWED.

<table>
<thead>
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<th>MAXIMUM TWO (2) PREMIUM TICKETS TOTAL (Platinum or Gold)</th>
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<th>TOTAL</th>
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<tr>
<td>PLATINUM VIP loge-level seating, Premiere Ceremony and Telecast Ceremony admission only.</td>
<td>$1,200 USD</td>
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<tr>
<td>GRAMMY CELEBRATION PARTY Party admission only.</td>
<td>$200 USD</td>
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TOTAL PURCHASE AMOUNT FOR TICKETS $

If the price level you are requesting is unavailable, will you accept a lower price option? **MUST BE FILLED! YES OR NO?**

CREDIT CARD PAYMENTS: The Recording Academy’s preferred payment method is MasterCard (we also accept Visa, American Express and Discover). To purchase tickets with a major credit card, please complete the following sections and email to eventadmin@grammy.com for processing. Each section must be filled in and fully completed or payment will not be processed. No refunds will be provided for unused tickets or tickets the purchaser fails to pick up.

Credit Card Number: 
Expiration Date: 
CVV Number: 

Name of Cardholder:  
Signature of Cardholder: 

BILLING ADDRESS FOR CARDHOLDER

Street Address: 
City:  
State or Province:  
Postal Code: 
Country: 

PLEASE READ THE FOLLOWING AND SIGN BELOW: Tickets to Recording Academy events, including but not limited to the GRAMMY Awards, are for use by the account holder and its invited guest(s) only, are not transferable by account holder or any of its invited guests, and may not be sold, otherwise transferred or used for any other purpose, including promotional, commercial, advertising, or other trade purposes, without the express written consent of The Recording Academy. Tickets sold, otherwise transferred or used in violation of this policy shall be deemed revoked and void, and their holders deemed trespassers at all Recording Academy events. By accepting delivery of tickets, the account holder and its guests are bound by this Ticket Policy and the account holder agrees to inform the Recording Academy of any changes or corrections. Your signature below is evidence of your agreement to comply with this Ticket Policy.

Signature: 
Date: 

Daytime Phone Number: 
Email Address: 

265116K2KJYNNF
061. RADIO MESSAGE
R. Kelly

062. YOU ARE EVERYTHING LIVE
Joseph Konty

063. LIVIN'
Nikhil Korula Band

064. THERE'S A BETTER WAY
Dave Koz & Keb' Mo'

065. DON'T HANG UP
Dorothy Leigh

066. I'M GONNA LOVE YOU FOREVER
Dorothy Leigh

067. BACK SEAT
Lugo

068. FINE ENOUGH
Lugo

069. IMAGINATION
René Marie

070. STAY WITH ME BABY
Jana Mashonee

071. LOVE IS
Melba Moore

072. BOP
Sam Moore

073. ALL TRUE MAN
Alexander O'Neal

074. MOUNTAIN TOP
Rahsaan Patterson

075. ONE MORE SATURDAY NIGHT
The Persuasions Featuring Vince Melnick, Mark Karan, Gloria Jones & Jackie LaBranch

076. HIGHER GROUND
Playing For Change, Barou Sall, Clarence Bekker & Titi Tsira

077. GET RIGHT OR GET LEFT
Kelly Price

078. I'M SORRY
Kelly Price

079. THE RAIN
Kelly Price

080. MOMMA, YOU'RE MY DADDY TOO
Smokey Robinson

081. GOOD MAN
Raphael Saadiq

082. MOVIN' DOWN THE LINE
Raphael Saadiq

083. SO IN LOVE
Jill Scott & Anthony Hamilton

084. YOU DON'T KNOW NOTHING ABOUT LOVE
Ryan Shaw

085. THE NEW JAZZ JOINT
Ski Johnson & Mello T

086. NEVER LIKE THIS BEFORE
Soul Survivors

087. PHENOMENAL WOMAN
Spirit

088. MEDICINE (FOR SOMEONE ELSE)
Ruben Studdard & The Black Academy Concert Choir

089. BLUES IN MY SUNSHINE
Sucana & Jesse Johnson

090. CAN'T NOBODY
Paul Taylor & Jamie Jones

091. QUEEN
Tasha Taylor

092. WHO'S MAKING LOVE
Tasha Taylor

093. GRANDMA'S KITCHEN
Tha Way Out

094. BEST INTENTIONS
Rhonda Thomas

095. THIS FUNK IS 4U
Wayman Tisdale & George Clinton

096. EVERYBODY'S GOT SOMETHING
Too Slim And The Taildraggers

097. YOU'RE STILL A YOUNG MAN
Tower Of Power

098. I'M A FOOL TO WANT YOU
Dionne Warwick

099. AH GOD
Tamara Wellons

100. WHISPER IN THE WIND
Betty Wright, The Roots & Joss Stone

101. THE ONE
Betty Wright & The Roots

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54th GRAMMY Entry List

K2KJYNNF
144. THE PIANISTS SAY
Monika Herzig, soloist

145. HALLOWED GROUND
Mace Hibbard, soloist

146. HAZE
Hiromi, soloist

147. STEPPIN' OUT
Laurence Hobgood, soloist (Kurt Elling)

148. PEACE PIN BOOGIE
Laurence Hobgood, soloist (Various Artists)

149. VOYAGE TO SERENITY
Rob Holbert, soloist (Kenny Love)

150. I LOVES YOU PORGY
Tom Hook, soloist (Garden District Trio)

151. BILLY BOY
Alex Iles, soloist (Frank Macchia)

152. SAMBA DE QUEIJO
Ron Jackson, soloist (Burning Gums)

153. MY MAN'S GONE NOW
Christian Jacob, soloist (The Tierney Sutton Band)

154. MORE THAN A DREAM
Bob James, soloist (Fourplay)

155. THE AWAKENING
SSG Derrick James, soloist (The West Point Band’s Jazz Knights)

156. TRANSFORMATION
Ingrid Jensen, soloist (Terri Lyne Carrington)

157. RAINBOW GOLD
Jessy J, soloist

158. TRIBUTE TO LORRAINE
Jimmy Johnson, soloist (Pearl)

159. CHANGING OF SEASONS
John Johnson, soloist (5 After 4)

160. THE NEW JAZZ JOINT
Ski Johnson, soloist

161. TWO-FOLD
Nathan Jolley, soloist (Jolley Brothers)

162. PARISIAN FANTASY
Noble Jolley Jr., soloist (Jolley Brothers)

163. WHILE I BREATH I HOPE
Noble Jolley Jr., soloist (Jolley Brothers)

164. THE JUG-OR-KNOT
Melvin Jones, soloist

165. DECEMBER 18TH
Melvin Jones, soloist (Mace Hibbard)

166. TOUCH AND GO
Sean Jones, soloist

167. VARIATIONS ON CLAIR DE LUNE
Sean Jones, soloist (Gerald Wilson Orchestra)

168. SAMBA DELIGHT
Stanley Jordan, soloist

169. CHANCE ENCOUNTER
Laura Kable, soloist

170. FEAR OF CLOUDS
Noah Kaplan, soloist (Dollshot)

171. RIPERTOLI
Geoffrey Keezer, soloist (Storms/Nocturnes)

172. SOFTLY AS IN A MORNING SUNRISE
Geoffrey Keezer, soloist (Leonard Panton)

173. THE WAY YOU LOOK TONIGHT
Grace Kelly, soloist (Grace Kelly & Phil Woods)

174. CHRONOLOGY
Steve Khan, soloist

175. ESSAQUIRA
Scott Kinsey, soloist (Various Artists)

176. PUT THE TOP DOWN
Dave Koz, soloist

177. ORIGIN
Wayne Krantz, soloist (Various Artists)

178. MORE THAN YOU KNOW
Ernie Krivda, soloist

179. BLUE PIECE
Brian Krock, soloist (University Of Illinois Concert Jazz Band)

180. LIKE SOMEONE IN LOVE
Julian Lage, soloist (Nicole Henry)

181. BACOSO
Hubert Laws, soloist (Jose Rizo’s Mongorama)

182. TO KNOW HER
Ramsey Lewis, soloist

183. THE HOOK SONG
Ed Littlefield, soloist

184. EMERGING SEA
Ed Littlefield, soloist (Christian Fabian)

185. RIPERTOLI
Joe Locke, soloist (Storms/Nocturnes)

186. ORGANELEPTIC
Chuck Loeb, soloist

187. SHALLOW NIGHTS
Jorma Kalevi Louhivuori, soloist (Sun Trio)

188. PASSPORT
Joe Lovano, soloist (Joe Lovano/Us Five)

189. THE STARS YOU SAW
Joe Lovano, soloist (Vince Mendoza)

190. HAAQÚ SÉ
Reuel Lubag, soloist (Ed Littlefield)

191. ON GREEN DOLPHIN STREET
Reuel Lubag, soloist (Christian Fabian)

192. NIGERIAN MARKETPLACE
Vincent Lyn, soloist

193. UNSUNG BLUES
Brian Lynch, soloist

194. STRAFE
Alex Machacek, soloist (Various Artists)

195. MY OLD FLAME
Joe Magnarelli, soloist (Joe Magnarelli Plus Strings)

196. PLAYING WITH STONES
Rudresh Mahanthappa, soloist

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54th GRAMMY Entry List

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K2KJYNNF
126. SINCE YOU'VE BEEN GONE
Howard Fishman

127. WE CAN WORK IT OUT
Roberta Flack

128. TURN AROUND (5, 4, 3, 2, 1)
Flo Rida

129. COSMIC LOVE
Florence & The Machine

130. BREAK THE GLASS
Jake Foan

131. FALLING FOR YOU
Jake Foan

132. PRETENDING
Jake Foan

133. YOU KILL ME WITH A KISS
Jake Foan

134. AFTER THE RAIN
Damon Fowler

135. FLY LOVE
Jamie Fox

136. PUBS HOLD THE ANSWER
Will Francis

137. THE MAKE UP SONG
Jon Frost

138. YOU WERE NEVER THERE
Diego Garcia

139. RISE
Debbie Gibson

140. LAURALEE
Seth Glier

141. THIS TIME
Etaire Godinez

142. YOU LEFT ME ON MY BIRTHDAY
Amber Gomez

143. GIFT FROM HEAVEN
Frank Gomez

144. LIGHTS
Ellie Goulding

145. BOOGIE WOOGIE STROLL
Kelli Grant

146. INVISIBLE
Skylar Grey

147. FALLIN'
Michael Grimm

148. HIGHER WINDOW
Josh Groban

149. VOCE EXISTE EM MIM
Josh Groban

150. THREE SPEEDS IN REVERSE
Groove Duke

151. YOU BETTER BELIEVE IT
Groove Duke

152. CHANGE YOUR MIND
Alan Hampton

153. FLY AWAY
Tom Hanson

154. SAVE LOVE
Phoenix Hart

155. WRITTEN ON THE FOREHEAD
PJ Harvey

156. LET THE BEAT GO
Dante Hawkins

157. HE NEVER FADES
Hermione Hennessy

158. I WANNA SAY YES
Meeghan Henry

159. HUSH NOW
Nicole Henry

160. MOMENTARILY
Justin Hines

161. BAD DOG
Neon Hitch

162. ACTION MAN
Hafdis Huld

163. I AM THE ONE
Janis Ian

164. GOODBYE MY LOVE
Mari Iijima

165. SPECIAL
Mari Iijima

166. LOVE UNCONDITIONAL
Jeanette Bland

167. SPIN
Boney James

168. TRUE LOVE WAYS
Jim James

169. ABID DASTAN HAI YE
Robert James

170. YAAD NA JAAYE
Robert James

171. WICKED WORLD
Laura Jansen

172. TIME
Rogerio Jardim

173. WAVES OF LOVE
Al Jardine

174. LOVE BOULEVARD
Jason Jetplane

175. I'LL SURVIVE YOU
BC Jean

176. ONE WHOLE HOUR
Scarlett Johansson

177. THE NEW JAZZ JOINT
Ski Johnson

178. SEE NO MORE
Joe Jonas

179. GAY
Mr. Marq J. Jones

180. BLACK
Norah Jones

181. SAVE YOUR BREATH
Joni

182. ONLY THE DIAMONDS
David Juliet

183. OUT OF MY HEAD
David Juliet

184. BROKEN IN TWO
Dan Kaspar

185. PRAYING SOFTLY
Dan Kaspar

186. SHAME ON ME
Katrina

187. HEY MAMA
Mat Kearney

188. BRAVE (LIVE AT THE
CHERRYTREE HOUSE)
Kelis

189. MOVE UR BODY
Kemaropa

190. AFTERNOON
Kevin Keough

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54th GRAMMY Entry List

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K2KJYNNF
<table>
<thead>
<tr>
<th>Track</th>
<th>Song Title</th>
<th>Artist(s)</th>
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<tbody>
<tr>
<td>675</td>
<td>WHAT IF</td>
<td>Stephanie Rooker &amp; The Search Engine</td>
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<td>676</td>
<td>NO. 1</td>
<td>Rick Ross Featuring Trey Songz &amp; Diddy</td>
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<td>677</td>
<td>MOTIVATION</td>
<td>Kelly Rowland &amp; Lil Wayne</td>
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<td>678</td>
<td>FIREBALL</td>
<td>Royal Bangs</td>
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<td>679</td>
<td>HEADPHONES</td>
<td>Royalty aka Mr129, Braille, Frayz1 &amp; Matthew Shell aka MTS</td>
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<td>680</td>
<td>GONE HOME</td>
<td>Royalty aka Mr129</td>
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<td>681</td>
<td>ME GUSTAS TANTO</td>
<td>Paulina Rubio &amp; Chino Y Nacho</td>
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<td>682</td>
<td>MY HERO</td>
<td>Rebecca Rudolf</td>
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<td>I CAN'T WAIT, BE MY WIFE</td>
<td>Runner Runner</td>
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<td>I'M GOOD AS GONE</td>
<td>Bobby Rush</td>
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<td>685</td>
<td>NEVER WILL BE MINE</td>
<td>Rye Rye &amp; Robyn</td>
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<td>GET AROUND THIS</td>
<td>Safety Suit</td>
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<td>GAFIEIRA</td>
<td>Dom Salvador Sextet</td>
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<td>LET LOVE BACK IN THIS HOUSE</td>
<td>Chas Sandford</td>
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<td>THE LORD IS WAITING AND THE DEVIL IS TOO</td>
<td>Johnny Sansone</td>
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<td>IF</td>
<td>William Saunders &amp; Heather Thornton</td>
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<td>DERANGED &amp; DESPERATE</td>
<td>Saves The Day</td>
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<td>CREEP - LIVE</td>
<td>Scala &amp; Kolacny Brothers</td>
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<td>WEED WON THE WEST</td>
<td>Neele Scar</td>
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<td>RIGHT THERE</td>
<td>Nicole Scherzinger Featuring 50 Cent</td>
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<td>695</td>
<td>SO IN LOVE</td>
<td>Jill Scott Featuring Anthony Hamilton</td>
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<td>CRY</td>
<td>The Paul Scott Experience</td>
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<td>FOR THE FIRST TIME</td>
<td>The Script</td>
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<td>WEIGHT OF MY MISTAKES</td>
<td>Seal</td>
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<td>HIT THE LIGHTS</td>
<td>Jay Sean &amp; Lil Wayne</td>
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<td>TENNESSEE ME</td>
<td>The Secret Sisters</td>
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<td>THERE'S A FEELING IN MUSIC</td>
<td>Pete Seeger And Tony Trischka</td>
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<td>COUNTRY SONG</td>
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<td>TOGETHER</td>
<td>Shambhu</td>
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<td>NEE KORINAAL</td>
<td>Sharreth</td>
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<td>GOD GAVE ME YOU</td>
<td>Blake Shelton</td>
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<td>I'M IN HERE</td>
<td>Sia</td>
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<td>710</td>
<td>MY FACE IS SHINING</td>
<td>Side FX</td>
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<td>3 SECONDS</td>
<td>Side FX</td>
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<td>JOHN THE REVELATOR</td>
<td>Sideshow Tramps</td>
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<td>NO QUIERO QUERERTE</td>
<td>Signo Nata</td>
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<td>CILÉA: FEDERICO'S LAMENT</td>
<td>Gabriel Silva</td>
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<td>SO BEAUTIFUL OR SO WHAT</td>
<td>Paul Simon</td>
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<td>Emily Simonian</td>
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<td>Dan Sistos</td>
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<td>THE NEW JAZZ JOINT</td>
<td>Ski Johnson &amp; Melo T</td>
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<td>CALL ME CRAZY</td>
<td>Skillz &amp; Raheem DeVaughn</td>
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<td>720</td>
<td>EVERYBODY DOWN</td>
<td>Slaughterhouse</td>
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<td>SO HIGH</td>
<td>Slim Thug &amp; B.o.B</td>
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<td>HENZE: REQUIEM - NINE SPiritual CoNcerti</td>
<td>Steven Sloane &amp; Bochumier Symphoniker</td>
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<td>SORRY</td>
<td>The Smithereens</td>
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<td>WINNING!</td>
<td>Snoop Dogg, Charlie Sheen &amp; Rob Patterson</td>
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<td>725</td>
<td>BOOM</td>
<td>Snoop Dogg &amp; T-Pain</td>
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<td>SPEAKERS GOING HAMMER</td>
<td>Soulja Boy</td>
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<td>727</td>
<td>TILL THE WORLD ENDS</td>
<td>Britney Spears</td>
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<td>RISEN</td>
<td>Spirit &amp; Madea</td>
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<td>Micah Stampley</td>
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<td>MAFIOSO EN EL AMOR</td>
<td>Steel Featuring Cici Carmen</td>
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<td>LOVE SAMPLE</td>
<td>Nick Stefanacci Band</td>
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<td>I'VE GOT YOU UNDER MY SKIN</td>
<td>Rod Stewart</td>
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<td>NEVER COMING HOME</td>
<td>Sting</td>
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<td>734</td>
<td>EVERY DAY ABOVE GROUND'S A GOOD DAY!</td>
<td>The Mark Stinger Band</td>
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<tr>
<td>735</td>
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<td>Ty Stone</td>
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54th GRAMMY Entry List

K2KJYNNF